

## **GPC PROPOSED BY-LAWS**

**(Proposed at May 12, 2022 General Assembly)**

### **DRAFT**

- I. **ORGANIZATION**
- II. **MEMBERSHIP**
- III. **MEETING OF MEMBERS**
- IV. **DIRECTORS, NOMINATION COMMITTEE, MANAGEMENT COMMITTEE AND OFFICERS**

## **SECTION I. ORGANIZATION**

### **1. Name**

The name of the organization shall be “Global Pulse Confederation” or abbreviated “GPC” and shall hereinafter be referred to as “GPC”.

### **2. Registered Office**

The GPC registered office is located in Dubai.

### **3. Re-Location of the Registered Office**

Any change of the registered office can be decided by the Board of Directors with a two-third (67%) majority vote of those present or represented at a meeting of the Board of Directors as defined in article 15 of the by-laws, upon proposal made by the Management Committee.

### **4. Language**

The official language of GPC is English;

### **5. Fiscal Year**

The fiscal year of the organization shall run from 1st January until 31st December of each year.

### **6. Purpose**

GPC is an international not-for-profit organization with the following purposes:

- a) Promote the production, consumption and trade of pulses in markets around the world
- b) Advocate at national and global government levels to ensure harmonized approaches to predictable and transparent trade policy and trade rules.
- c) Advocate for globally standardized approaches to science-based policy to protect human and environmental health and to facilitate global trade in pulses.
- d) Promote trade performance by strengthening and supporting trade contracts developed by GPC , supporting dispute settlement measures contained in contracts,

- e) and supporting disciplinary action for failure to meet terms for dispute settlement.
- e) To be the sole apex body representing the pulses industry at the international level.
- f) Foster networking, education and sharing of information with members of the association to strengthen member knowledge on pulse industry challenges and opportunities.

## **7. *Accounts and Corporate Records***

A copy of the by-laws and of the corporate records of the organization shall be kept at the registered office of the organization.

Minutes of all general meetings of members, of the Board of Directors, Management Committee and all other committee meetings shall be recorded and maintained in hard copy and/or electronic form.

Books of account and other records shall be kept at such place and by such person or persons as may be designated from time to time by the Management Committee.

## **SECTION II. MEMBERSHIP**

### **8. *Classes and Categories of Members***

The membership of GPC shall be divided into two (2) classes, namely:

- i) Voting Members, and
- ii) Non-Voting Members.

The Board of Directors may establish categories of membership in both Voting and Non-Voting Members. The annual rate of dues for each class and category of membership shall be determined by the Board of Directors on an annual basis.

#### **8.1. Voting Members**

Voting Members, regardless of the category of membership, shall be entitled to attend and have one vote at all meetings of Members and Voting Members.

Voting Members shall consist of persons and companies active in the pulse industry including, but not limited to, exporters, importers, traders, brokers, agents, ingredient companies, food manufacturing companies, and food retailing companies.

Voting Members shall also include national pulse associations and other industry associations whose organizational objectives/purposes align with the objectives/purposes of GPC. Belonging to a national association or industry association that is a member of GPC does not provide membership in the GPC. Benefits of GPC membership do not flow through to the GPC member organization's own members.

#### **8.2 Non-Voting Members**

Non-Voting Members are entitled to attend all meetings of Members, and are entitled to

engage in discussions addressed at these meetings but do not have a voting right.

Non-voting Members shall include:

- (i) **Affiliate Members** - Affiliate Members are companies and individuals that provide services to the pulse sector but who do not take physical ownership of the pulse crop. Affiliate Members can include, but are not limited to, banks and financial institutions, insurance companies, rail and ocean freight companies, handling equipment and supply companies, crop protection companies, testing labs, and logistics companies.
- (ii) **Institutional Members** - institutional Members include, but are not limited to, other associations with a focus on research, policy or trade whose organizational objectives/purpose align with the objectives/purpose of the GPC.
- (iii) **Honorary Members** - GPC may grant honorary member status to individuals, companies or organizations that have displayed strong leadership and an extraordinary commitment to advancing the objectives and values of GPC. The Nominations Committee shall recommend candidates for honorary membership to the Board of Directors based on criteria established by the Board of Directors. The Board of Directors shall establish types, time frames and benefits of honorary membership.

## **9. Contract of Membership**

Each applicant for membership, and each membership renewal, shall, by registering as a Member of the GPC, subscribe to and agree to be bound by and conform with the GPC by-laws and the GPC Code Conduct.

### **9.1. Membership Application Process**

Membership application process for any class or category of membership shall take a form approved by the Management Committee.

### **9.2. Annual registration, duration & membership fees**

9.2.1. Any membership registration or renewal will take effect upon full receipt of the annual membership fees.

9.2.2. The membership shall be valid for 12 months from the date joined or renewed.

9.2.3. As long as membership fees have not been fully paid, Members have no voting rights at the Annual/Extraordinary General Meetings and/or Board of Directors/Management Committee Meetings (if a member of the Board of Directors/Management Committee). The Secretary shall verify membership payment status at the start of the meetings.

## **10. Membership Termination and Membership Lapse**

Membership in GPC is terminated when:

- a) A Member ceases to fulfill the basic requirements for membership as per article 8.1 and/or article 8.2;
- b) A Member decides to withdraw from membership, upon written notice filed with the Secretary. Notwithstanding the foregoing, in case a Member withdraws during the fiscal year, there will be no refund of any part of the membership fee.
- c) A Member fails to pay the Membership Fee within 60 days after his first registration or renewal request. Such Member shall become a lapsed member. A Member so lapsed may be reinstated or terminated upon procedures adopted by the Board of Directors.
- d) Membership in GPC can be suspended, revoked or terminated by the Board of Directors with a two-third (67%) majority vote of those present or represented at a meeting of the Board of Directors as defined in Section 15 of the bylaws, in the following circumstances which are considered events of default that will result in the Member who is subject of the event of default being deemed to be a Defaulting Member (hereinafter referred to as a "Defaulting Member"):
  1. Breach of or failure or refusal by a Member to observe or comply with the by-laws of the organization or the Code of Ethics of GPC, as determined in the sole opinion of the Board of Directors;
  2. Neglect or refusal by a Member to comply with any direction or order of the Board of Directors made pursuant to the by-laws;
  3. Making any false statement in application for membership or in answer to any question asked by the Board of Directors or any member or committee thereof when applying for membership;
  4. Taking any action or making any public statement or remark by a Member which, in the opinion of the Board of Directors, is derogatory to the good name or dignity of the organization or its members;
  5. Conviction by any court of any crime injurious to the objects or purpose of the GPC;
  6. Neglect or refusal by a member to carry out or abide by a GAFTA Award of Arbitration within 21 days of the issue of that Award by GAFTA or to pay any costs, fees or expenses of the Arbitration within 21 days of being called upon by GAFTA to do so

GPC Pulses Contract provides:

(e) DEFAULT OF ARBITRATION In the event that any party to a GAFTA Arbitration (a) neglects or refuses to carry out or abide by an Award of Arbitration within 21 days of the issue of that Award by GAFTA or (b) fails to pay any costs, fees or expenses of the Arbitration within 21 days of being called upon by GAFTA to do so, both parties expressly agree that GAFTA shall notify GPC in writing of any such default. GPC shall then, at its absolute discretion, have the right to take disciplinary action against the defaulting party (whether a member of GPC or not) in accordance with the GPC Code of Ethics of which both parties acknowledge awareness. Disciplinary action shall include, but shall

not be limited to, suspension from GPC membership or recommendation of suspension from any GPC affiliates, on such terms and for such duration as GPC shall determine (including a prohibition on attending any GPC convention or event and written notification of defaulter to GPC membership - whether the defaulter is a member of GPC or not);

7. Bankruptcy or insolvency of a Member, the filing against a Member of a petition in bankruptcy, the making of an authorized assignment for the benefit of creditors by a Member, the appointment of a receiver or trustee for a Member or for any assets of a Member or the institution by or against a Member of any other type of insolvency proceeding;
8. Institution by or against a Member of any formal or informal proceeding for the dissolution or liquidation of, settlement of claims or winding up of affairs of the Member.

In any of the above events of default listed in points 1 to 6 of the above paragraph the Board of Directors may, after having given a reasonable notice to the Defaulting Member of the event of default which has caused such Member to become a Defaulting Member and, in the above events of default listed in points 1 to 4, followed by the opportunity to be heard by the Board of Directors, decide to suspend, terminate or revoke the membership of any Defaulting Member, in its sole and absolute discretion.

Where the event of default is any of the events listed in points 7 or 8 of the above paragraph, the Defaulting Member who has suffered such event shall cease to be a member of the organization forthwith upon the occurrence of such event.

The decision of the Board of Directors to suspend or revoke the membership will indicate the grounds for the decision. Notification of the decision taken shall be sent to the last known email address of that Member on file with GPC headquarters and notice of the decision by the Board of Directors shall be provided to all other Members through the GPC web site.

The opinion of the Board of Directors shall be final and binding in determining any matter of fact or interpretation of the by-laws, including without limitation, its determination of whether a Member is a Defaulting Member.

## **SECTION III. MEETING OF MEMBERS**

### **11. Voting rights**

Only Voting Members shall have voting rights at the meetings of the Members.

Each individual Voting Member shall have the right to one vote. In case of companies, the authorized representative of the Member shall be the person designated as such at the time of membership or membership renewal or as may be amended in writing from time to time, by the person authorized in that company to decide upon such designation. Any change in representative of the company as Voting Member shall be notified to the Secretary of GPC.

Notwithstanding the above, GPC may assume that as long as not two persons step forward for the same company, any person presenting himself as a valid representative of the company for voting purposes holds the power to do so.

## **12. Notice of Meetings**

12.1. Written notice shall be given to the Members (Voting Members and Non-Voting Members) by email and/or by general publication on the GPC website at least thirty (30) days before the meeting stating the place, day and hour of the meeting as well as the agenda of the meeting. Notwithstanding the above any meeting of Members may be held at any time and place with a shorter notice period than 30 days provided a quorum of Voting Members of the organization are present or represented by proxy duly appointed.

12.2. No error or omission in giving notice of any meeting shall invalidate such meeting or make void any proceedings taken thereat and any Voting Member may at any time waive notice of any such meeting and may ratify, approve and confirm any and all proceedings taken at such meeting.

## **13. Annual General Assembly (AGM)**

13.1. The annual meeting of Members of the organization (hereinafter referred to as the "Annual General Assembly" or "AGM") shall be held each year, during or immediately after the annual GPC Conventions, but in any event not later than twelve (12) months following the end of the fiscal year.

13.2. The time and place of the AGM shall be fixed by the Board of Directors; the meeting can take place in any country in which GPC has an interest.

13.3 While in principle the AGM shall be held in person, the meeting can also be held electronically or via conference call.

13.4. The AGM will receive an update from the Board of Directors and the Management Committee on the operations and activities of the organization, will approve the financial statements and allocate the organization's financial result, and will approve the appointment of the members of the Board of Directors and the appointment of the Auditors.

## **14. Extraordinary General Assembly (EGM)**

14.1. Additional meetings of Members (hereinafter referred to as the "Extraordinary General Assembly" or "EGM") may be convened by the Board of Directors at any time and it shall be convened by the Board of Directors if two-thirds of the Board of Directors /or two-thirds of the Management Committee, or Voting Members representing one quarter of the eligible votes of GPC have petitioned for it in writing.

In the latter case, the EGM shall be held no later than three (3) months from the date on which the Secretary or President received the request. If the Secretary or President fails to act upon

such a request, those who have made the request may convene the EGM themselves.

14.2. The time and place of the EGM shall be fixed by the Board of Directors.

14.3 While in principle all EGMs shall be held in person, the meeting can also be held electronically or via conference call.

14.4. In any cases where special business will be transacted, the notice of the upcoming EGM will contain sufficient information to permit the Member to form a reasoned judgement on the decisions to be taken.

### **15. Meetings of Members - presence, quorum & majority**

15.1. In order for an AGM or EGM to be valid, a minimum number of Voting Members present or represented needs to be attained ("quorum"). The quorum for the AGM and EGM is twenty percent (20%) of the Voting Members. In case the quorum is not reached, the meeting shall be postponed and a new convocation for a second meeting shall be made to hold place within thirty (30) days following the first meeting. This meeting shall be valid irrespective of the number of Voting Members present or represented thereat.

15.2. While Non-Voting Members are allowed to attend all meetings of Members, only Voting Members shall be entitled to vote at such meetings.

15.3. Any Voting Member that cannot be present at a Meeting of Members can give a proxy to any Member or Voting Member to represent him at such Meeting. The format of the proxy that will be accepted shall be established by the Board of Directors or Management Committee.

15.4. Voting Members shall not be entitled to vote unless that Member has paid all dues or fees, if any, then payable by that Member.

15.5. Save the exceptions described below, decisions of the AGM and EGM are adopted by a simple majority of the votes cast (50% + 1) of those present or represented at the meeting.

The following decisions require a two-third majority (67%) of the votes cast:

- Amendment of the by-laws;
- Dissolution of the organization

15.6. In case of an equality of votes at any general meeting, the President shall be entitled to a second or casting vote.

### **16. Voting at physical meetings or electronically**

16.1. At general meetings of Members organized as meetings in person, voting shall take place for each question by a show of hands unless a poll be demanded by a Voting Member. Upon a show of hands, every Voting Member shall have one vote, and unless a poll be

demanded, a declaration by the President that a resolution has been carried or not carried and an entry to that effect in the minutes of the meeting shall be admissible in evidence as prima facie proof of the fact without proof of the number or proportion of the votes accorded in favour of or against such resolution. The demand for a poll may be withdrawn, but if a poll be demanded and not withdrawn the question shall be decided by a majority of votes cast by the Voting Members present in person or by proxy, and such poll shall be taken in such manner as the President shall direct and the result of such poll shall be deemed the decision of the organization in general meeting upon the matter in question.

16.2. At general meetings of Members organized electronically, voting shall take place in a confidential manner in accordance with the procedure and in a format determined by the Board of Directors or Management Committee.

### **17. Dissolution of the organization**

In case a resolution to dissolve the organization is passed by a two-third (67%) majority of Voting Members present or represented as per the above, the organization shall (i) order termination of operations and (ii) resolve such other matters as may be deemed necessary.

In the event of such dissolution, the assets of the organization shall be sold for such amounts and on such terms as the Board of Directors shall approve, and the proceeds of sale shall be applied in the following order:

(i) to pay any expenses and outstanding obligations of the organization including to employees for salaries and end of service liabilities, and;

(ii) to distribute any surplus remaining after the payment set out above, in such a manner as shall be determined by the Board of Directors subject always to the by-laws of the organization.

## **SECTION IV. DIRECTORS, NOMINATION COMMITTEE, MANAGEMENT COMMITTEE AND OFFICERS**

### **18. BOARD OF DIRECTORS**

#### **18.1 Nominations to the Board of Directors**

18.1.1 Members to the Board of Directors are appointed at the Annual General Meeting, upon proposal of the incumbent Board of Directors.

18.1.2 Members to the Board of Directors serve the interest of GPC and not their personal, company or national interests.

18.1.3 There shall be a maximum of two Board voting members per Country- inclusive of all voting Board members including National Association Representatives, Past Presidents and representatives of GPC Young Professionals. Board members and applicants will be considered to represent the country in which they primarily reside.



18.1.4 Two representatives from the same company may not represent the same country on the Executive Committee. A maximum of two voting representatives from the same company may serve on the GPC Executive Committee at the same time. Regardless of location or name, two or more companies shall be considered the “same company” when one company has a controlling interest in the other company or companies.

18.1.5 Recommendations for appointments and reappointments will be made by the Nominations Committee to the Board of Directors. Additional recommendations can be made by sitting members of the Board of Directors.

## **18.2 Nominations Committee**

18.2.1 The Nominations Committee shall be made up of at least three members with a maximum of five members and consist of the President and two Past Presidents that serve as independent directors, and may be increased by one or two other board members, as chosen by the President and confirmed by the Board.

18.2.2 Appointments to the Nominations Committee are made by the Board and shall be for a period of up to three years, which may be extended for further periods of up to three years, provided the director still meets the criteria for membership of the Nominations Committee.

18.2.3 The Board shall appoint the Chairman who shall be the President or a Past President. In the absence of the Chairman and/or an appointed deputy, the remaining members present shall elect one of themselves to chair the meeting. The President shall not chair the Committee when it is dealing with the matter of succession to the GPC chairmanship.

18.2.4 The Nomination Committee shall be responsible for identifying and nominating for the approval of the Board, candidates to fill Board vacancies as and when they arise.

18.2.5. The Nominations Committee shall, on a yearly basis, consider to bring forward to the Board of Directors recommendations for candidates for honorary membership to GPC, as described in article 8.2.(iii).

18.2.6 The Nomination Committee will develop a list of criteria to be used in the selection of the candidate Board members and will define the selection and approval procedure to be sent to candidates. Both will be brought forward to the Board of Directors for approval. The selection criteria shall include, but shall not be limited to,:

- Being a Voting Member, in good standing, of GPC;
- Expertise in the areas defined as the purposes of GPC;
- Ability to work as members of the Board of Directors to meet the fiduciary responsibilities of a Board member;
- Ability to contribute time and expertise to advance the interests of the GPC;
- Balance of geographic representation on the Board of GPC;
- Balance of representation of national associations, individuals and company representatives, as well as young professionals, on the Board of the GPC
- Candidates considered being from wide and diverse backgrounds, being considered on merit, using objective criteria relating to diversity and gender of the Board.

18.2.7 The Nominations Committee shall take its decisions with a simple majority (50%+1) of all its members present, including the President. In case of an equality of votes (tied vote) the President or acting Chair of the meeting shall have a deciding vote

### **18.3. Number and terms of appointment for Members of the Board of Directors:**

- i) Voting members of the Board of Directors of the GPC shall consist of not more than forty-one (41) Directors inclusive of the last five (5) Past Presidents.
- ii) The term of all elected Directors shall be for up to a three (3) year period, starting at the date of nomination by the AGM until the AGM held three years later
- iii) A Director may serve a maximum of two (2) consecutive terms, but is eligible for re-election to the Board of Directors after being off of the Board for one year following his last term. Directors rejoining the Board after one year off of the Board are eligible for an additional maximum of two (2) consecutive terms.

### **18.4. Ex-Officio Members of the Board of Directors**

The last five past Presidents of the GPC who remain Voting Members of GPC through a personal membership or through their ongoing affiliation with a company that is a Voting Member, shall remain ex officio voting members to the Board of Directors - provided the Past Presidents are still fully and actively engaged in the business of pulses.

The Executive Director of the GPC will be an Ex-officio but non-voting member of the Board of Directors.

### **18.5 Appointments, re-appointments, vacancies and resignations to the Board of Directors**

18.5.1. At least 61 days prior to the next AGM, the Secretary shall notify Board members with terms that are expiring at the next AGM. Board members who are eligible for a second 3 year term shall then have 15 calendar days to notify the Secretary they wish to bring forward their candidacy for consideration by the Board in line with the adjoining selection and approval procedure..

18.5.2. A call for candidacy for membership to the Board of Directors shall be sent to all GPC members, together with a description of the selection and approval procedure, at least 45 days prior the next AGM.

18.5.3. Any member of the Board of Directors may resign at any time by giving written notice to the President or to the Secretary of the organization. Such resignation shall take effect at the next Board of Directors Meeting by acknowledging the resignation.

18.5.4. Any vacancy on the Board of Directors by reason of death, resignation, or removal from the Board of Directors for reason of being a Defaulting Member during a Director's term, may be immediately filled by a new Director appointed by the remaining members of the Board of Directors, until the next AGM when new appointments will be made in accordance with the usual selection and approval procedure.

## **18.6 Meetings of the Board of Directors**

The Board of Directors shall meet a minimum of two (2) times per year including once at the time of the annual convention. At other times the Board of Directors will meet on the call of the President.

### 18.6.1 Quorum for the Board of Directors

In order for a Board of Directors Meeting to be validly held, a minimum number of voting members present or represented needs to be attained (“quorum”). The quorum for the Board of Directors Meetings shall be fifty percent (50%). No member of the Board of Directors shall have voting rights if they are a Lapsed Member (see article 10 c) or a Defaulting Member (see article 10 d)).

In case the quorum is not reached, the meeting shall be postponed and a new convocation for a second meeting shall be made to hold place within thirty (30) days following the first meeting. This meeting shall be valid irrespective of the number of directors present or represented thereat.

### 18.6.2 Proxy Voting at Board of Directors Meeting

A voting member of the Board of Directors that is unable to attend in person or by electronic means to the meeting may give a proxy to any other voting member of the Board of Directors (recipient of the Proxy). However, because the President only has voting power in the case of a tie vote at the Board, a proxy vote cannot be transferred to the President.

The proxy can specify that voting rights are transferred to the recipient on all issues that will arise at the meeting of the Board of Directors or a limited proxy can be given that would specify specific motions or topics that the proxy shall be valid for and utilized by the recipient of the proxy.

The form of the proxy shall be established by the Board of Directors or the Management Committee and shall be communicated to all Members of the Board of Directors in advance of every meeting.

Prior to the start of the meeting the proxy-holder must provide evidence of the valid proxies that they hold, and the Secretary will, at the start of the meeting, notify all Board members of the proxies held by Board Members and indicate whether they have been granted for all votes or whether they are limited to specified votes.

## **18.7. Decisions by the Board of Directors**

Questions and decisions arising at any meetings shall be decided by a majority of votes of those present or represented (50%+1) unless as stated in article 18.8, a two-third (67%) majority is required.

In case of an equality of votes (tied vote) the President or acting Chair of the meeting shall have a deciding vote.

Votes shall be taken in the usual manner by raising hands to indicate assent or dissent but can be taken by ballot if so requested by any member of the Board of Directors present.

## **18.8. Powers and Duties of the Board of Directors**

The powers of the GPC Board of Directors include:

- 18.8.1 Power to determine classes of membership and to impose disciplinary actions against Members and Board members;
- 18.8.2 Approval of the Annual Budget for the GPC;
- 18.8.3 Selection of the location for Annual Conventions;
- 18.8.4 Define strategic direction of the GPC;
- 18.8.5 Approve general position papers that are issued in the name of the GPC;
- 18.8.6 Amendments to the by-laws;
- 18.8.7 Appointment of the members of the Management Committee;
- 18.8.8 Removal of any or all members of the Management Committee.

### 18.8.1 Power to determine classes of Members and to take actions against Members and Board members

18.8.1.1 The Board of Directors has the power to establish or change different categories of membership in both Voting and non-Voting Members and will determine their respective rights, privileges and obligations.

18.8.1.2 The Board of Directors shall have the power, after due notice, to take disciplinary actions including to expel any Member for conduct which, in the judgement of the Board of Directors, is contrary to the best interest of the GPC. Without limiting the generality of the foregoing, neglect or refusal to submit the subject matter of a controversy to arbitration, or failure to comply with an award of arbitration, or conviction in a criminal court of a crime that is deemed to bring disrespect to the GPC, shall be deemed by the Board of Directors to be improper conduct and grounds for expulsion for a specified time period when accompanied by a two-third (67%) majority vote of those present or represented at a meeting of the Board of Directors .

18.8.1.3. The Board of Directors shall have the power to expel a Board member from the Board of Directors (i) for not attending himself two (2) Board meetings in a row or (ii) for using proxies for attendance for more than two Board meetings in a row.

### 18.8.2 Approval of the Annual Budget

The Treasurer, working with the Management Committee, shall be responsible for the preparation and presentation of an annual budget aligned with the purposes and the work plan for the organization. This budget shall be presented to the Board of Directors prior to the start

of the fiscal year and must be approved by the Board of Directors before any expenditures can be authorized by the Management Committee. An update of the budget must be presented by the Treasurer at least twice a year to the Board of Directors.

#### 18.8.3. Selection of the Location for Annual Conventions

The Convention Committee must undertake evaluation of potential sites for conventions and present recommendations to the Management Committee for consideration. The recommendation of the Management Committee on the location for upcoming conventions will then be presented to the Board of Directors for final approval.

#### 18.8.4 Define strategic direction of the GPC

The Board of Directors is responsible for the organization having a current relevant strategic plan that is consistent with the direction defined by the GPC purpose. The Board will engage in a full strategic planning process at least every 5 years.

The President shall be responsible for undertaking annual reviews of the strategic plan and re-calibrate strategic goals or measurable indicators of success at that time.

#### 18.8.5 Approval of policy positions issued in the name of GPC

The Board of Directors is responsible to contribute to the positive image of the association in the eyes of the Members, Member organizations and governments around the world. The Board is responsible to protect the interests of the Members and Member organizations by assessing and managing risk, setting policies and monitoring operations including issuance of policy papers under the name of the GPC.

#### 18.8.6 Amendments to the By-Laws

The by-laws of the GPC may be amended

- (i) by a two-third (67%) majority vote of the Voting Members present or represented at any Members meeting (see article 15.5.),  
or
- (ii) by a decision taken by the Board of Directors with a two-third (67%) majority of those present or represented, but only upon recommendation of the Management Committee and subject to a confirmation/ratification at the next General Meeting of the GPC.

Amendments to the by-laws made by the Board of Directors shall take effect at such time as the Board of Directors may designate and shall be in force from that time forward unless overturned by the Voting Members. Amendments to the by-laws made by the Board of Directors that do not pass at the next AGM will revert back to the by-laws present prior to changes by the Board of Directors.

#### 18.8.7. Appointment of the Members of the Management Committee

The Board of Directors shall at the time of the AGM be responsible for the election of persons to fill the positions of the Management Committee (see article 19).

#### 18.8.8. Removal of Any or All Members of the Management Committee

In extraordinary circumstances, where the reputation or the security of the GPC is seen by two-third (67%) majority of the Board of Directors to be under extreme threat, the Board of Directors may undertake a special hearing to consider removal of one or more members of the Management Committee. The matter in question must be deemed to be of an urgent nature that cannot wait until the normal time for election of new Management Committee Members.

The person or persons who have lost the confidence of the movers of the motion to remove them from office must be given an opportunity to hear the allegations and be given an opportunity to provide a response.

A confidence motion made against some or all of the members of the Management Committee must be passed by a two-third (67%) majority of members present or represented.

The special hearing can be called during a regular meeting of the Board of Directors or a special Board of Directors meeting convened for that purpose.

### **19. MANAGEMENT COMMITTEE**

#### **19.1 Nominations and qualifications of Nominees to the Management Committee**

The Management Committee shall at a minimum be composed of the Executive Group (see article 21).

The Management Committee may be expanded to include up to six (6) Committee Chairs. These Committee Chairs shall be elected by the Executive Group upon proposal of the President and presented to the Board of Directors for formal appointment. Any Voting Member, who can but is not necessarily also a Board member, can be elected as Committee Chair and hence become a member of the Management Committee.

The members of the Management Committee shall be appointed by the Board of Directors.

#### **19.2. Ex-Officio, non-voting, Members of the Management Committee**

The Executive Director of the GPC will be an ex-officio but non-voting member of the Executive Group and Management Committee.

#### **19.3. Terms of appointment of the Management Committee**

The Executive Group members shall be members of the Management Committee for the duration of their respective position as President, Vice President, Treasurer and Executive Director.

The other members of the Management Committee serve at the pleasure of the President and may be removed or replaced at any time. New proposed members to the Management Committee shall be appointed as described in article 19.1 and 19.4.

#### **19.4. Vacancies on the Management Committee**

Vacancies on the Management Committee that would arise due to death, resignation or removal of a member during that member's term of office shall be filled by persons appointed by the Executive Group until the next Board of Directors Meeting where the new proposed members will be presented for appointment by the Board of Directors.

#### **19.5 Meetings of the Management Committee**

The meetings of the Management Committee will be called by the President.

##### 19.5.1 Quorum for the Management Committee

In order for a Management Committee Meeting to be validly held, a minimum number of voting members present or represented needs to be attained ("quorum"). The quorum for the Management Committee Meetings shall be seventy-five percent (75%) including at least two (2) members of the Executive Group.

No member of the Management Committee shall have voting rights if they are a Lapsed Member (see article 10 c) or a Defaulting Member (see article 10(d)).

##### 19.5.2 Proxy Voting at Management Committee Meeting

A voting member of the Management Committee that is unable to attend in person or by electronic means to the meeting may give a proxy to any other voting member of the Management Committee (recipient of the Proxy). However, because the President only has voting power in the case of a tie vote at the Management Committee, a proxy vote cannot be transferred to the President.

The proxy can specify that voting rights are transferred to the recipient on all issues that will arise at the meeting or a limited proxy can be given that would specify specific motions or topics that the proxy shall be valid for and utilized by the recipient of the proxy.

The form of the proxy shall be established by the Management Committee and shall be communicated to all Members of the Management Committee in advance of every meeting.

Prior to the start of the meeting the proxy-holder must provide evidence of the valid proxies that they hold, and the Secretary will, at the start of the meeting, notify all Management

Committee members of the proxies held by Management Committee members and indicate whether they have been granted for all votes or whether they are limited to specified votes.

## **19.6 Decisions by the Management Committee**

Questions and decisions arising at any meeting of the Management Committee shall be decided by a majority of votes (50% + 1) unless, for specific decisions in respect of which a special majority of two-third of the members (67%) is required as may be determined by the Board of Directors from time to time.

In case of a equality of votes (tied vote) the President or acting Chair of the meeting shall have a deciding vote.

## **19.7 Powers of the Management Committee**

The powers of the GPC Management Committee include:

- 19.7.1. Daily management of GPC and representation towards third parties;
- 19.7.2. Banking and finance;
- 19.7.3. Other powers as defined in these by-laws.

### 19.7.1. Daily management of GPC and representation towards third parties

The Management Committee is vested with the power to conduct the daily management of the GPC .

The Board of Directors must work collaboratively with the Management Committee to address any concerns or deficiencies.

The Management Committee shall:

- Under direction of the President, undertake an annual review of the strategic plan, define annual objectives, adopt a work plan and implement same;
- implement the decisions taken by the Board of Directors;
- take day-to-day decisions to ensure a smooth running of the organization;
- take day-to-day decisions in relation to the activities of the organization;
- prepare strategic papers for proposal to the Board of Directors;
- ensure that all legal obligations of the GPC have been met;
- ensure that best practices for an international organization are followed;
- have the power to represent GPC in all civil and legal actions and perform all legal acts that are necessary for the smooth running of the GPC.

The Management Committee shall have the power to represent GPC vis-à-vis third parties by the joint action or signing by the President or the Executive Director together with one other member of the Executive Group. For all banking and finance matters, the Treasurer shall sign together with one other member of the Executive Group.



### 19.7.2. Banking and finance

19.7.2.1. The Management Committee is solely responsible for all financial matters of GPC, except those specifically reserved to the Board of Directors in article 18.8.2.

19.7.2.2. The Management Committee has the power to open, operate and close bank accounts, postal check accounts and/or any other account with any official authority in the name of GPC, and to grant special powers of attorney to the Treasurer and/or any other member of the Executive Group to perform all actions required or useful in relation thereto.

19.7.2.3. All payments of money issued in the name of the GPC shall be signed or issued by such officer, or officers or agents of the GPC in a manner that has been approved by the Management Committee of the GPC in line with the banking policy established by the Management Committee and approved by the Board of Directors .

19.7.2.4. The securities of GPC shall be deposited for safekeeping with one or more bankers, trust companies or other financial institutions to be selected by the Management Committee. Any and all securities so deposited may be withdrawn, from time to time, only upon the written order of the Management Committee signed by the officer or officers, agent or agents of the GPC in a manner that has been approved by the Management Committee of the GPC in line with the banking policy established by the Management Committee and approved by the Board of Directors

### 19.7.3. Other powers entrusted to the Management Committee in these by-laws

The Management Committee shall be entrusted with those other powers as described elsewhere in these by-laws

## **20. OFFICERS**

### **21. The Executive Group**

The President, the Executive Vice President and the Treasurer, shall be elected by the Board of Directors among the members of the Board of Directors. The Executive Director shall be appointed by the Board of Directors. The Executive Director does not necessarily hold any position in GPC. The President, Executive President, Treasurer and Executive Director will collectively be known as the Executive Group.

The Executive Group as part of the Management Committee will carry out all day-to-day issues and shall be responsible for bringing the issues governed by the Board of Directors to the attention of the Management Committee.

### **22. The President:**

- The President is elected by the Board of Directors from the Board members for a term

- of two (2) years, with possibility for re-election for one other term of two (2) years.
- The President shall be the principal executive officer of the GPC and shall in general supervise and manage all the activities and affairs of the organization and ensure an efficient running of the organization.
  - The President shall preside at all regular and special Member meetings of GPC and at meetings of the Board of Directors and Management Committee. The primary job of the President shall be to provide opportunities to ensure that all opinions on the Board of Directors and Management Committee are heard and work to seek consensus within the organization.
  - The President shall be responsible for the supervision of the Executive Director. The President, on behalf of the Management Committee, shall be responsible for completion of annual performance plans for the Executive Director and for regular updates to evaluate the performance of the Executive Director in meeting these work objectives.
  - The President shall annually review the Committees and positions of the elected Committee chairs to ensure all committees in place are actively supporting the furtherance of the organizations objectives and activities and that all Committee positions have been filled in a proper and professional manner.
  - The President shall be responsible for providing detailed and timely reports to the Board of Directors on activities of the Office of the President, the activity of the Management Committee and the activity of the Executive Director.
  - The President can, together with any other member of the Management Committee or designated staff, sign contracts, agreements or financial instruments within existing budgets and policies approved by the Board of Directors. The Board of Directors can also grant specific powers to the President to sign alone for specific matters and within defined limits as may be determined by the Board of Directors from time to time.
  - The President shall in consultation with the Management Committee have the power to represent GPC in all civil and legal actions and may perform all legal acts that are necessary for the smooth running of the GPC.

**23. The Executive Vice President:**

- The Executive Vice President is elected by the Board of Directors from the Board Members for a term of two (2) years, with possibility for re-election for one other term of two (2) years.
- The Executive Vice President shall be responsible to perform the functions of the President in his/her absence, resignation or death, or as assigned by the President. In the absence of the Executive Vice President, these duties shall be performed by the Treasurer, so as to ensure continuity of the programs and activities of the GPC.

**24. The Treasurer**

- The Treasurer is elected by the Board of Directors from the Board Members for a term of two (2) years. The maximum length of term is limited only by the term limit for members of the Board of Directors.
- The Treasurer shall annually prepare and submit a budget to the Management Committee, and the Management Committee shall submit this budget to the Board of

Directors for approval. Budget approval by the Board of Directors is needed prior to any expenditure.

- The Treasurer shall account for all money received and disbursed by the GPC through the year and shall provide semi-annual financial reporting to the Management Committee and the Board of Directors.
- The Treasurer shall ensure that recognized accounting practices are in place as per Board policy, and shall ensure that staff are following these policies.
- The Treasurer shall ensure that the financial records of the GPC are audited on an annual basis using the auditor that has been selected by the Management Committee and approved by the Board of Directors.
- The Treasurer will play a lead role in ensuring the fiduciary responsibility of the organization. The Treasurer shall be responsible for the development of a recommendation to the Management Committee of the banks, trust companies or other financial institutions where the securities of the GPC shall be deposited for safekeeping. These recommendations are to be decided upon by the Management Committee.

## **25. The Executive Director and Secretary**

### **25.1. Appointments and eligibility**

The Executive Director and the Secretary are selected by the Management Committee and appointed by the Board of Directors upon proposal of the Management Committee.

The Executive Director and the Secretary do not need to be Member of GPC.

The positions of Executive Director and Secretary can be fulfilled by the same person.

### **25.2. Executive Director**

The Executive Director shall be the ex-officio (non-voting member) of the Management Committee and Board of Directors Meeting and shall attend all meetings of the Management Committee and Board of Directors.

The Executive Director shall in general manage the daily operations of the GPC by implementing decisions taken by the Board of Directors and Management Committee meetings and taking day-to-day decisions to ensure the efficient running of the organization.

Within this power of daily management, the Executive Director is authorized to represent GPC vis-à-vis third parties and to sign and engage GPC (i) by signing jointly together with the President or any other member of the Executive Group or (ii) by signing alone with prior approval of the Management Committee or the President

The Executive Director shall prepare, in conjunction with the Treasurer, an annual budget and an annual work plan for the staff of the organization and ensure that both the work plan and budget are approved by the Management Committee and the Board

of Directors prior to the start of each fiscal year.

### 25.3. Secretary

It will be the duty of the Secretary to record all decisions of the Members, Board of Directors and Management Committee meetings and to maintain a policy manual of all facts and decisions made at such meetings. The Secretary shall provide this policy manual to all new members of the Board of Directors and Management Committee and ensure that it is available to any member of the Board and Management Committee at all times.

The Secretary will ensure that all notices to members are issued in the proper format and following the timelines for notices. The Secretary shall ensure that all (committee) reports and proxy forms are prepared and circulated prior to the meetings and draft all minutes for approval.

The Secretary will ensure that draft minutes of past meetings are circulated to all members of such meetings, after a first review by the Chair person of that meeting, and prior to the next meeting.

## 26. **Committees**

The Management Committee may at any time decide to form, change or abolish, ad hoc or permanent Committees to deal with issues of concern to the organization.

Committees will, working with the Management Committee, develop annual work plans and deal with issues that arise within the scope of the committee's responsibility.

Any Member can be elected on a Committee and each Committee shall have a Committee Chair that will convene and steer the Committee. The Committee Chair working with the Executive Director will ensure that the Management Committee is kept up to date on the Committee activity and that recommendations are brought to the Management Committee for approval.

## **27. Remuneration and Expenses**

No member of the Board of Directors, Management Committee or any committee of GPC Shall receive remuneration for services except in the case of:

- a) Appointed officers who are employees of the GPC;
- b) Remuneration and travel compensation for actual expenses that have, prior to the expense being incurred, been approved by the Board of Directors as part of the budgeting process.