



YOUTH FOR UNDERSTANDING

# **YFU INTERNATIONAL EDUCATIONAL SERVICES, INC. BYLAWS**

**As provisionally adopted by the International Board  
on December 18th, 2017  
and entered into force immediately  
(subject to confirmation by the next General Assembly)**

## TABLE OF CONTENTS

<b>Section I</b>	<b>Glossary</b> .....	<b>1</b>
<b>Section II</b>	<b>Name, Offices, Purpose and Structure</b> .....	<b>2</b>
1	Name and offices .....	2
2	Purpose .....	2
3	Structure of the Organization .....	2
<b>Section III</b>	<b>Members</b> .....	<b>2</b>
4	Type of members.....	2
5	Rights and obligations of members .....	2
	5.1 Rights .....	2
	5.2 Obligations.....	3
6	Admission of members.....	3
	6.1 Eligibility to become a non-voting member .....	3
	6.2 Eligibility to become a voting member .....	4
	6.3 Admission process .....	4
7	Membership renewal or recertification .....	4
	7.1 Renewal or recertification timing .....	4
	7.2 Renewal or recertification process .....	5
	7.3 Consequence of non-renewal or non-certification.....	5
8	Withdrawal of members .....	6
9	Exclusion of members .....	6
10	Consequence of ceasing to be a member .....	6
<b>Section IV</b>	<b>General Assembly</b> .....	<b>6</b>
11	Role of General Assembly .....	6
12	Composition of General Assembly.....	7
13	Decision making within General Assembly.....	7
	13.1 Required majority .....	7
	13.2 Decision making process in practice.....	8
	13.3 Role of non-voting members .....	10
14	Meetings of General Assembly.....	10
	14.1 Form of meetings .....	10
	14.2 Convening notice and agenda .....	10
	14.3 Meetings and agenda items upon request of voting members .....	11
	14.4 Chairing of meeting.....	11
	14.5 Proxies .....	11
	14.6 Meeting guests.....	12
	14.7 Attendance list and minutes .....	12
	14.8 Financial assistance for meeting attendance .....	12
<b>Section V</b>	<b>International Board</b> .....	<b>12</b>

15	Role of International Board .....	12
16	Members of International Board .....	13
	16.1 Composition of International Board .....	13
	16.2 Timing of International Board mandates .....	14
	16.3 Required qualifications for International Board members .....	14
	16.4 Election of International Board members.....	14
	16.5 Early termination of mandate.....	17
	16.6 Appointment of Chair and Vice-Chair .....	18
	16.7 Remuneration and compensation of International Board members.....	18
17	Decision making within International Board .....	18
	17.1 Decision making at meetings .....	18
	17.2 Written decision making.....	19
	17.3 Conflict of interests .....	19
18	Meetings of International Board.....	20
	18.1 Form of meetings .....	20
	18.2 Convening and agenda setting .....	20
	18.3 Meetings and agenda items upon request of International Board members .....	20
	18.4 Chairing of meeting.....	20
	18.5 Proxies .....	21
	18.6 Meeting guests .....	21
	18.7 Attendance list and minutes.....	21
19	Delegation of powers .....	21
20	Advisory committees .....	21
21	Topics or proposals raised by members, regional organizations, or YFU stakeholders .....	21
	<b>Section VI Executive Committee .....</b>	<b>22</b>
22	Role of Executive Committee .....	22
23	Composition of Executive Committee .....	22
24	Decision making within Executive Committee.....	23
	24.1 Decision making at meetings.....	23
	24.2 Written decision making .....	23
	24.3 Conflict of interests.....	23
25	Meetings of Executive Committee .....	23
	25.1 Form of meetings .....	23
	25.2 Convening and agenda setting .....	24
	25.3 Chairing of meeting.....	24
	25.4 Proxies.....	24
	25.5 Meeting guests .....	24
	25.6 Attendance list and minutes .....	24
	<b>Section VII Global Office.....</b>	<b>Error! Bookmark not defined.</b>
26	Role of Global Office .....	25
27	Composition and appointment of Global Office .....	25

28	Performance management assessments with Global Office .....	26
29	Officers.....	26
	29.1 President .....	26
	29.2 Secretary.....	26
	<b>Section VIII Strategy and operational matters .....</b>	<b>26</b>
30	Strategy.....	26
31	International emergency plan.....	27
32	National directors meeting .....	27
	<b>Section IX Finances .....</b>	<b>27</b>
33	Financial year .....	27
34	Budget and financial reporting .....	27
35	Audit of financial statements.....	27
36	Fee for international services (“FIS”) .....	27
	<b>Section X Miscellaneous.....</b>	<b>28</b>
37	Notices.....	28
38	Seal.....	28
39	Amendments to bylaws .....	28
40	Waiver of notice .....	28
41	Dissolution .....	29
42	Indemnification .....	29
43	Arbitration .....	30
	<b>ANNEXES .....</b>	<b>32</b>
	<b>Annex I Document History .....</b>	<b>32</b>
	<b>Annex II Transitional Measures (following entry into force of new bylaws in 2017) .....</b>	<b>33</b>
	<b>Annex III Graphic overview of main governance structures .....</b>	<b>35</b>
	<b>Annex IV Code of Ethics of the International Board.....</b>	<b>36</b>
	<b>Annex V Fee for International Services.....</b>	<b>37</b>

## **Section I      Glossary**

Executive Committee	:	executive committee of YFU IES
FIS	:	fee for international services
General Assembly or GA	:	general assembly of YFU IES
IBS	:	International Basic Standards of YFU (separate document)
IC	:	YFU International Conference
ICDF	:	YFU International Contingency and Development Fund
International Board or BoD	:	board of directors of YFU IES
Secretary General	:	head of group of staff employed by YFU IES
Global Office or GO	:	Global Office of YFU IES (previously called International Secretariat)
Member	:	a non-voting or voting member of YFU IES, in accordance with the YFU IES bylaws
yfu.world	:	Membership's intranet (please contact your NO or the GO for access)
non-voting member	:	non-voting member of YFU IES
voting member	:	voting member of YFU IES
YFU IES or Organization	:	Youth For Understanding International Educational Services, Inc.

## **Section II Name, Offices, Purpose and Structure**

### **1 Name and offices**

- 1.1** The name of this organization shall be YFU International Educational Services, Inc., a non-profit corporation incorporated under the laws of the State of Delaware.
- 1.2** The registered office of YFU IES shall be c/o The Corporation Trust Company, 1209 Orange Street, Wilmington, Delaware 19801, or such other place as may be designated from time to time by the International Board. The Organization may have other offices and places of business, both within and outside the State of Delaware, as may be designated by the International Board .

### **2 Purpose**

The objects and purpose of the Organization shall be as set forth in its Certificate of Incorporation.

### **3 Structure of the Organization**

The Organization is governed through the following bodies:

- (i) the General Assembly, which consists of all of the members of the Organization and which, for purposes of Delaware law, shall be considered as a body comprised of the Members of the Organization – see Section III and Section IV;
- (ii) the International Board, which consists of all of the International Board members and which, for purposes of Delaware law, shall be considered as the Board of Directors of the Organization – see Section V;
- (iii) the Executive Committee, which consists of some (but not all) of the International Board members – see Section VI;
- (iv) the Global Office, which consists of the Secretary General, and who, for purposes of Delaware law, shall be considered as the President of the Organization, and other Global Office staff – see **Error! Reference source not found.**

## **Section III Members**

### **4 Type of members**

The Organization has two types of members: (a) non-voting members and (b) voting members.

### **5 Rights and obligations of members**

#### **5.1 Rights**

**5.1.1** All members have the following rights:

- (i) the right to use the YFU brand in accordance with Article 5.2(iv);
- (ii) the right to use the international YFU information technology (IT) systems and other services in accordance with the terms and conditions (if any) set by the International Board;
- (iii) the right to propose to the International Board topics for the agenda of the General Assembly or request that an extraordinary meeting of the General Assembly is convened in accordance with Article 14.3.

**5.1.2** In addition, voting members (and not non-voting members) also have:

- (i) the right to vote at the General Assembly;
- (ii) the right to nominate International Board candidates in accordance with Article 16.4.

**5.1.3** In case of (a) failure by a member to pay the FIS within one month after having received the reminder referred to in Article 36 or (b) a not-yet-effective exclusion decision in respect of a member in accordance with Article 9, the right to propose topics for the agenda of the General Assembly, the right to vote at the General Assembly, the right to nominate candidates for the International Board, and the right to vote at International Board elections are automatically suspended. However, in case of extraordinary circumstances outside the control of the member, the International Board may decide with a 75% majority of all International Board members to grant an exception. In addition, the International Board may decide with a 75% majority of all International Board members to also suspend the right to use the international YFU information technology systems or other services.

## **5.2 Obligations**

All members have the following obligations:

- (i) the obligation to pay the FIS in accordance with Article 36;
- (ii) the obligation to comply with these bylaws and the IBS;
- (iii) the obligation to go through the renewal process as a non-voting member every three years or through the recertification process as a voting member every ten years in accordance with Article 7;
- (iv) the obligation to sign the brand license agreement set by the GO, the main terms of which are approved by the General Assembly, and to use the YFU brand in accordance with such brand license agreement;
- (v) the obligation to become a signatory of the International Contingency and Development Fund (ICDF) or, in case of legal difficulties to do so (which is explained to and accepted by the International Board), the obligation to come to a situation which is approved by the International Board and which is in practice as close as possible to being a signatory of the ICDF;
- (vi) the obligation to share with the Global Office their annual budget and annual/closing financial statements.

## **6 Admission of members**

### **6.1 Eligibility to become a non-voting member**

An organization must meet the following criteria in order to be eligible to become a non-voting member of the Organization:

- (i) comply, and commit to remain compliant, with all “Standards for YFU Programs” set out in the IBS and with sections 5.11 (“Confidentiality”) and 5.14 (“Availability of YFU NO”) of the IBS, provided that the International Board can decide in the case of a completely new organization and program to grant exceptions; and
- (ii) have a concrete and realistic plan on how to become fully compliant with the IBS within a reasonable timeframe.

## **6.2 Eligibility to become a voting member**

An organization must meet the following criteria in order to be eligible to become a voting member of the Organization:

- (i) comply with the IBS and have done so continuously during the preceding three years; and
- (ii) commit to remain compliant.

## **6.3 Admission process**

**6.3.1** Any organization that wants to become a candidate or voting member must send to the Global Office a written application addressed to the International Board using the official format (if any) that is set by the Global Office from time to time.

**6.3.2** Upon receipt of such application, the Global Office:

- (i) informs the International Board that an application has been received and that a review is in process, and provides the International Board with a summary (name of applying organization, country, and any other obviously important elements) of the application and with an expected timing for the review;
- (ii) informs the members of the Organization that an application has been received, that a review by the Global Office and the International Board is in process, provides the members with a summary (name of applying organization, country, and any other obviously important elements) of the application, and requests the members to send to the Global Office any input they might have in respect of the application within the time period set by the Global Office.

**6.3.3** The Global Office verifies that the application is complete and comprehensive. If this is not the case, the Global Office works proactively with the applying organization to complete the application to a level that it can be effectively and easily reviewed by the International Board. As part of its review, the Global Office also verifies the viability of the organization.

**6.3.4** Once the application is complete and comprehensive, the Global Office sends the complete application to the International Board with a recommendation from the Global Office to admit or not admit the applying organization and the reasoning for this decision.

**6.3.5** The International Board reviews the application and votes via email within two weeks. However, if requested by an International Board member within these two weeks, the application will be discussed and a decision will be made at the next International Board meeting. The International Board decides at its discretion: even if the applying organization meets the eligibility requirements, the International Board is not obliged to admit the organization as a member.

**6.3.6** The Global Office informs the applying organization as soon as possible after the decision by the International Board.

## **7 Membership renewal or recertification**

### **7.1 Renewal or recertification timing**

For a member to remain a member of the Organization:

- 7.1.1** in case of a non-voting member, its membership must be renewed every three years;
- 7.1.2** in case of a voting member, such member must be recertified every ten years after a quality audit; at the latest during the first regular International Board meeting following the relevant membership anniversary of such member.



## **7.2 Renewal or recertification process**

- 7.2.1** At least three months prior to any expected renewal or recertification decision by the International Board, the Global Office:
- (i) requests the non-voting members that are up for renewal to send a written renewal application within the time period set by the Global Office (minimum 1.5 months) and using the official format (if any) that is set and communicated by the Global Office from time to time;
  - (ii) requests the voting members that are up for recertification to provide, within the time period set by the Global Office (minimum 1.5 months), answers to any questions the Global Office might have as part of its quality audit; and
  - (iii) informs the International Board and the members of the Organization about the identity of the members that are up for renewal or recertification and requests them to send to the Global Office any input they might have in respect of the renewal or recertification within the time period set by the Global Office.
- 7.2.2** The Global Office verifies that the applications or answers are complete and comprehensive. If this is not the case, the Global Office works proactively with the relevant organizations to complete the applications or answers to a level that they can be effectively and easily reviewed by the International Board. As part of its review, the Global Office also verifies the viability of each organization.
- 7.2.3** The Global Office sends the applications and answers to the International Board prior to the relevant International Board meeting with a recommendation from the Global Office for each organization to renew/recertify or not renew/recertify such organization and the reasoning for this decision.
- 7.2.4** The International Board reviews the applications and answers and makes a decision in respect of each organization at its next International Board meeting:
- (i) With respect to non-voting members: The International Board decides at its discretion: even if the applying organization still meets the eligibility requirements to be a member, the International Board is not obliged to renew the organization as a member.
  - (ii) With respect to voting members: The International Board can refuse recertification only in case it considers that the organization no longer meets one or more of the eligibility requirements to be a member.
- 7.2.5** The Global Office informs each organization as soon as possible after the decision by the International Board.

## **7.3 Consequence of non-renewal or non-certification**

If there is no positive renewal or recertification decision within the period set out in Article 7.1:

- 7.3.1** In case of a non-voting member: The member will cease to be a member of the Organization at the time determined by the International Board (which cannot be later than two years after the non-renewal decision) taking into account the interests of any program participants.
- 7.3.2** In case of a voting member: The International Board must start the procedure set by the IBS in case of non-compliance, which can ultimately lead to the exclusion of the member in accordance with Article 9. If the non-compliance by the voting member is subsequently remedied or found to be non-existent, the International Board must decide to renew the membership of the

organization, either as a non-voting member or as a voting member, depending on the eligibility criteria.

## **8 Withdrawal of members**

Any member may decide at any time that it no longer wants to be a member of the Organization. Such member must inform the Global Office and the International Board of its withdrawal decision as soon as possible. In such case, the withdrawal becomes effective and the member ceases to be a member of the Organization at the time determined by the International Board (which cannot be later than two years after receipt by the International Board of the withdrawal notice) taking into account the interests of any program participants.

A withdrawing member must take all necessary measures to protect the interests of the Organization, the YFU network, and its participants as from the moment it has announced its withdrawal. The Organization may take all available measures to enforce this in case of non-compliance with this Article.

## **9 Exclusion of members**

If the various procedures set by the IBS in case of non-compliance have been followed and the non-compliance has not been remedied, the International Board may decide to exclude a member in accordance with Article 17.1.3.

In such case, the exclusion becomes effective and the member ceases to be a member of the Organization at the time determined by the International Board (which cannot be later than two years after the International Board's exclusion decision) taking into account the interests of any program participants. The IO communicates the exclusion decision and its effective date to the members of the Organization as soon as possible after the decision is taken.

The IBS provides for a review committee which verifies that the process leading to the exclusion decision complied with the procedures set out in the IBS. If such review committee confirms that all procedures have been complied with, the exclusion decision of the International Board will become final. If the review committee finds that not all procedures have been correctly complied with, the exclusion decision is automatically invalidated and the excluded member is reinstated as a member of the Organization.

## **10 Consequence of ceasing to be a member**

An organization that ceases to be a member of the Organization is not entitled to any rights it used to have in respect of the Organization, to any of its assets, to any reimbursement for previous contributions, or to a cancellation of debts already incurred against the Organization, but not yet paid.

# **Section IV General Assembly**

## **11 Role of General Assembly**

The role of the General Assembly is:

- (i) to oversee the activities of the International Board by asking questions and providing input and feedback regarding such activities;
- (ii) to contribute to establishing the strategy of the Organization by reviewing proposals made by the International Board and providing input and feedback;

- (iii) to take decisions in respect of the following matters, which are reserved to the General Assembly:
  - (a) the adoption of any measure that is binding for any member of the Organization, unless these bylaws or the IBS explicitly delegate the power to take such decision to another body or person; upon adoption of such decision by the General Assembly, such measures must be reflected either in these bylaws or in the IBS in accordance with Article 13.2.2;
  - (b) the amendment of these bylaws or the IBS (including the mission, vision and values of the Organization);
  - (c) the amendment of any of the main terms of the brand license agreement referred to in Article 5.2(iv);
  - (d) the election of the members of the International Board (see Article 16.4);
  - (e) the determination of the FIS (see Article 36);
  - (f) the election of minute checkers at a meeting of the General Assembly (see Article 14.4.3);
  - (g) the making of recommendations to the ICDF trustees regarding the ICDF fee;
  - (h) any other decision assigned to it under these bylaws or the IBS;
  - (i) any other decision requiring a decision from the General Assembly by law.

## **12 Composition of General Assembly**

The General Assembly is composed of all voting members and non-voting members of the Organization.

## **13 Decision making within General Assembly**

### **13.1 Required majority**

Except for the election of the members of the International Board (see Article 16.4) and the election of minute checkers at a meeting of the General Assembly (see Article 14.4.3), decisions by the General Assembly are taken by a qualified majority which requires each of the following elements to be satisfied in order to adopt a decision:

- 13.1.1** 75% of all voting members of the Organization vote in favor of the proposed decision, whereby each voting member has one vote;
- 13.1.2** voting members of the Organization who, together, represent at least 40% of all program participants within the last three completed financial years vote in favor of the proposed decision, whereby:
  - (i) only participants of programs lasting more than 31 days are counted;
  - (ii) for programs between two voting members of the Organization, each program participant is counted twice: once for the sending organization and once for the receiving organization;
  - (iii) the financial year is referred to in Article 33;
  - (iv) the Global Office determines, and communicates to all members of the Organization, in September of each year for each voting member of the Organization the number of program participants within each of the last three completed financial years;

- (v) in case the 40% threshold could result in a veto right for two voting members acting together, such threshold is lowered to the highest possible threshold that no longer results in such potential veto right; and
- 13.1.3** for any decision that would in practice primarily impact 20% or fewer voting members of the Organization, more than 50% of all voting members who are primarily impacted vote in favor of the proposed decision, whereby:
- (i) each such voting member has one vote;
  - (ii) “primarily impacted” means for a voting member that, even when taking account its size, it is significantly more or significantly differently impacted by the decision than the majority of the other voting members of the Organization.

## **13.2 Decision making process in practice**

In practice, the process works as follows:

- 13.2.1** Prior to launching any proposal for decision by the General Assembly and during the entire decision making process, the International Board must strive to identify common ground and aim for consensus among all voting members whenever this is reasonably possible. In case of complex decisions, it is therefore recommended that, prior to launching the decision making process at the level of the General Assembly, drafts are circulated among all members and the members are asked to give comments.
- 13.2.2** Whenever the International Board proposes a decision for decision by the General Assembly, the Global Office sends the text of the proposed decision, together with any dissents by one or more International Board members if they so request, to all members with the request that every voting member inform in writing the Global Office within a specific response period (which cannot be shorter than one month):
- (i) whether such voting member considers itself primarily impacted (see Article 13.1.3) by the proposed decision; and
  - (ii) if this is the case, whether such voting member would be in favor or against the proposed decision.

Any proposed decision that involves an amendment to these bylaws or the IBS should include the actual text of the proposed amendment. If such proposed decision is not formulated as an amendment of these bylaws or the IBS, it is added as an annex to the bylaws or the IBS, to whichever document it relates most.

- 13.2.3** If, within such response period, any voting member replies that it considers itself primarily impacted and that it is against the proposed decision, the International Board can:
- (i) decide to withdraw the proposed decision;
  - (ii) amend the proposed decision and restart the decision making process; or
  - (iii) decide to proceed to the actual vote (see Article 13.2.4), but only after having entered into a conversation with such voting member regarding (a) its claimed primarily impacted status (in case the International Board disagrees with that assessment) and (b) the reasons the International Board considers that the proposed decision is beneficial to the YFU network and/or its members.

- 13.2.4** If the International Board decides to proceed with the actual vote, the Global Office sends the proposed decision to all members with the request that every voting member informs the Global Office within a specific voting period (which cannot be shorter than one month) whether:
- (i) it votes in favor of the proposed decision;
  - (ii) it votes against the proposed decision;
  - (iii) it votes against the proposed decision and considers itself primarily impacted; or
  - (iv) it abstains from voting.
- 13.2.5** Within the initial voting period (if shorter than two months), any member entitled to vote has the right to request an extension of the voting period to up to two months from the start date of the initial voting period. The International Board must grant this extension, may decide to extend the voting period even further, and must communicate its decision to all members.
- 13.2.6** Within the initial voting period, any member has the right to request that conference call(s) is/are organized for the interested members to discuss the proposed decision. In such case, the voting period is automatically extended (if need be) until one week after the conference call(s).
- 13.2.7** If a voting member does not explicitly cast its vote or abstain during the voting period, such voting member is considered to have voted in favor of the proposed decision.
- 13.2.8** After the votes have been cast, the International Board determines whether the required qualified majority (see Article 13.1) has been reached and communicates its decision to all members within two weeks. If, as part of this determination, the International Board disagrees with a voting member's assessment that it is primarily impacted, the International Board clearly communicates this to all members. Such decision can be challenged by any voting member in accordance with Article 43.
- 13.2.9** While most of the decision-making processes happen in writing and without a meeting, decisions can be taken at a meeting (see Article 14.1.1), provided:
- (i) such meeting is validly convened in accordance with Article 14.2 and the adopted decisions do not significantly deviate from the proposed decisions that were sent to the members in accordance with Article 14.2.3; or
  - (ii) all voting members are present or represented by proxy (see Article 14.5) at the meeting and agree that the decisions are taken; or
  - (iii) in case Articles 13.2.9(i) and (ii) do not apply, the representatives of the voting members present or represented by proxy (see Article 14.5) at the meeting are clearly and explicitly informed that:
    - (a) the proposed decision was not proposed prior to the meeting;
    - (b) each representative of a voting member should assess whether he/she has the authority to take a decision on behalf of its organization without first consulting with other persons or bodies within its organization;
    - (c) in case of doubt regarding his/her authority, it is recommended for such representative to abstain from voting; andafter such information, the representatives of the voting members are given a reasonable chance during a break to consult with other members of the Organization or with persons or bodies within the member they represent.

In such case, it is not necessary to respect the response or voting periods referred to in Articles 13.2.2 and 13.2.4. However, in case of a virtual (i.e. not in-person) meeting, voting members must be given at least 24 hours after the meeting for any response or vote in order to accommodate for time differences.

### **13.3 Role of non-voting members**

Non-voting members of the Organization are entitled to participate in the proceedings at the General Assembly, but they are not entitled to vote.

## **14 Meetings of General Assembly**

### **14.1 Form of meetings**

**14.1.1** Meetings of the General Assembly can take place in person or by any other means of communication that allow for an actual and simultaneous deliberation among all members, or by way of a mixture of both.

**14.1.2** Every two and a half years, a regular, in-person meeting is organized. Such meeting is called the “International Conference”. The International Conference alternates between the months of March/April and October/November.

**14.1.3** Extraordinary meetings (normally virtual, i.e. not in person, meetings) can be organized in between, but only in extraordinary circumstances to be justified by the International Board in its convening notice in accordance with Article 14.2.

### **14.2 Convening notice and agenda**

**14.2.1** Meetings of the General Assembly are convened by the International Board. The International Board also sets the agenda of such meetings.

**14.2.2** The country and dates of the International Conference must be announced at least six months before the start of the International Conference.

**14.2.3** The convening notice is sent to all members of the Organization at least one month before the date of any meeting of the General Assembly. The convening notice must contain:

- (i) the date and time of the meeting;
- (ii) the meeting place, in case of an in-person meeting, or the dial-in or access details, in case of a virtual meeting;
- (iii) the agenda of the meeting;
- (iv) the proposed decisions for each of the agenda items that require a decision at the meeting, together with the request that every voting member inform in writing the Global Office at the latest at the meeting:
  - (a) whether such voting member considers itself primarily impacted (see Article 13.1.3) by the proposed decision; and
  - (b) if this is the case, whether such voting member would be in favor or against the proposed decision.
- (v) in case of an extraordinary meeting, the extraordinary circumstances requiring such meeting and a justification thereof.

**14.2.4** At least one month prior to any International Conference, the International Board must send to all members a report by the International Board about:

- (i) its activities and achievements since the last International Conference;
- (ii) its plans for the two and half years after the International Conference.

**14.2.5** Members may waive their right to appeal to any lack or irregularity of notice before or after a meeting.

### **14.3 Meetings and agenda items upon request of voting members**

**14.3.1** Members are encouraged to propose to the International Board agenda items and decisions for discussion at meetings of the General Assembly.

**14.3.2** If at least five voting members of the Organization make a uniform request to the International Board for the inclusion of one or more specific agenda items and specific decision proposals, the International Board must add those agenda items and proposed decisions to the agenda of the next meeting of the General Assembly.

**14.3.3** If at least five voting members of the Organization make a uniform request to the International Board to convene an extraordinary meeting of the General Assembly with specific agenda items and specific decision proposals, and such members reasonably demonstrate the urgency and necessity of such extraordinary meeting, the International Board must convene such meeting within a reasonable time.

### **14.4 Chairing of meeting**

**14.4.1** Meetings of the General Assembly are chaired by:

- (i) the chair of the International Board; or
- (ii) in case of absence of the chair, by the vice-chair; or
- (iii) in case of absence of this vice-chair, by the Executive Committee member who is present at the meeting and who has the highest uninterrupted seniority within the International Board or, if the majority of the International Board members who are present decide so, another member of the International Board;
- (iv) in case of absence of all Executive Committee members, by the International Board member who is present at the meeting and who has the highest uninterrupted seniority within the International Board or, if the majority of the International Board members who are present decide so, another member of the International Board.

**14.4.2** The chair of the meeting appoints a secretary of the meeting.

**14.4.3** At the beginning of a meeting, at least two minute checkers are elected upon nomination by voting members present or represented at such meeting whereby each voting member has one vote. The two candidate minute checkers with the highest number of positive votes are elected. In case of a tie, all tied candidates are considered elected, which could result in there being more than two minute checkers.

### **14.5 Proxies**

Any voting member may grant a proxy to another voting member in order to be represented at a meeting of the General Assembly. Such proxy must be in writing and must bear the signature (which may be digital) of the official representative(s) of the voting member granting the proxy. Any voting member cannot represent more than two other voting members by proxy at the same time.

#### **14.6 Meeting guests**

Upon decision by the chair of the meeting, non-members may attend meetings of the General Assembly, unless more than 50% of the International Board members object.

#### **14.7 Attendance list and minutes**

**14.7.1** An attendance list is drawn up for each meeting by the secretary of the meeting. In case of an in-person meeting, such list must be signed by the official representative(s) of the attendees.

**14.7.2** After each meeting of the General Assembly, minutes are drawn up by the secretary of the meeting and approved by the minute checkers and the International Board at the latest at its next regular meeting not immediately following the meeting of the General Assembly. The secretary circulates draft minutes to the minute checkers and the International Board within three weeks following the meeting and the International Board and the minute checkers aim to approve the minutes within one and a half months following the meeting. In case of disagreement between one or more minute checkers and/or International Board members, all dissenting opinions must be reflected in the minutes.

**14.7.3** Once minutes of a General Assembly meeting are approved, the Global Office sends such minutes to all members and makes them available to all members of the Organization on a shared YFU IT system to which all members have access in principle.

**14.7.4** During any meeting of the General Assembly, any voting member of the Organization has the right to request and obtain that certain facts or statements are explicitly recorded in the minutes of the meeting.

#### **14.8 Financial assistance for meeting attendance**

Expenses of participation in meetings of the General Assembly are borne by the member attending. An effort of international solidarity is encouraged in order to make attendance financially possible for members for which self-financing of their participation would demonstrably constitute a major hardship, especially if it would significantly affect that member's ability to provide necessary scholarship support for YFU participation from its country. The International Board is encouraged to build an International Conference attendance fund into the budget of the Organization to help such countries attend on the basis of documented need.

### **Section V International Board**

#### **15 Role of International Board**

**15.1** Members of the International Board have to act in the best interest of the network as a whole (and not just in the interest of their country or region), even if they are elected upon nomination by a certain member.

**15.2** Except where these bylaws reserve certain powers to the General Assembly, all powers of the Organization are exercised by the International Board.

**15.3** The role of the International Board is:

- (i) to oversee the activities of the Global Office;
- (ii) to implement the strategy of the Organization in cooperation with the Global Office;
- (iii) to contribute to the regular performance management assessments that the Executive Committee has with the Secretary General by providing input and feedback in accordance with Article 28.1;



- (iv) to take decisions in respect of the following matters, which are reserved to the International Board:
  - (a) the admittance of new candidate or voting members of the Organization in accordance with Article 6;
  - (b) the exclusion of members of the Organization in accordance with Article 9;
  - (c) the convening and setting of the agenda of any meeting of the General Assembly in accordance with Article 14.2;
  - (d) the preparation and proposal of decisions to be taken by the General Assembly in accordance with Article 13.2;
  - (e) the election of the chair and vice-chair of the International Board in accordance with Article 16.6;
  - (f) the setting up or termination of committees to advice on specific tasks in accordance with Article 20;
  - (g) the appointment and the termination of the mandate, following preparation (if need be) by the Executive Committee, of the Secretary General;
  - (h) the approval of the work plan of the Global Office, after preparation by the Global Office and the Executive Committee;
  - (i) the establishment of the strategy of the Organization, following input and feedback by the International Conference, in accordance with Article 30;
  - (j) the adoption of an international emergency plan, and regular updates thereof, after preparation by the Global Office, in accordance with Article 31;
  - (k) the approval of the annual budget and the financial statements of the Organization, following the preparation and proposal by the Global Office, in accordance with Article 34;
  - (l) the setting of any fees to be paid by the members for certain optional services (e.g. regarding IT) by the Global Office or the Organization;
  - (m) any other decision assigned to it under these bylaws or the IBS;
  - (n) any other decision requiring a decision from the International Board by law.

## **16 Members of International Board**

### **16.1 Composition of International Board**

**16.1.1** The International Board is composed of eleven members, of which:

- (i) two international representatives, who must have been nominated by a voting member, regardless of the continent;
- (ii) nine regional representatives, of whom:
  - (a) three must have been nominated by a voting member from the continents Africa, Asia, or Oceania and elected by the voting members within such region;
  - (b) three must have been nominated by a voting member from the American continent and elected by the voting members within such region;

- (c) three must have been nominated by a voting member for the European continent and elected by the voting members within such region.

**16.1.2** The International Board may include up to two International Board members who have been nominated by the same voting member. These two can either be (a) one regional representative and one international representative or (b) two international representatives.

## **16.2 Timing of International Board mandates**

**16.2.1** The term of an International Board mandate is in principle two and a half years.

**16.2.2** An International Board member may be re-elected for a new term provided that such International Board member has not exceeded six and a half consecutive years of International Board membership at the start of the new term for which an election is being organized.

**16.2.3** The International Board is a staggered board, meaning that not all International Board mandates start and end at the same time: elections for the two international representative mandates take place approximately one to one and a half years after the elections for the nine regional representatives, and vice versa.

## **16.3 Required qualifications for International Board members**

In order for a person to be validly nominated as a candidate for the International Board, such person must:

**16.3.1** be an individual;

**16.3.2** have been nominated by a full member of the Organization;

**16.3.3** not be nominated by the same voting member as two International Board members whose mandate will continue after the start of the term of the candidate International Board member;

**16.3.4** for any mandate as a regional representative, not be nominated by the same voting member as another regional representative whose mandate will continue after the start of the term of the candidate International Board member;

**16.3.5** be the only person that is being nominated by a voting member for a regional representative position;

**16.3.6** have sufficient command of the English language so as to actively participate in meetings of the International Board;

**16.3.7** be able to be regularly available for in-person or virtual meetings of the International Board;

**16.3.8** not be an employee, consultant, board member, or otherwise closely involved in an organization directly competing with YFU.

## **16.4 Election of International Board members**

### **16.4.1 General**

The following principles apply to all International Board elections:

(i) Candidates of International Board mandates are nominated by voting members. Only voting members are entitled to nominate and vote for candidates for International Board mandates.

(ii) A valid nomination of a candidate International Board member requires:

- (a) a confirmation by the voting member that the candidate satisfies the criteria set out in Article 16.3, using the form (if any) set by the Global Office from time to time;

- (b) a nomination letter by the voting member nominating the candidate;
  - (c) a personal motivation letter by the candidate;
  - (d) the candidate's resume.
- (iii) International Board elections take place electronically (e.g. by email) and by way of a secret ballot.
  - (iv) Votes are cast by national electors appointed by the voting members in accordance with Article 16.4.2.
  - (v) For each election, the candidates with the highest number of positive votes are elected.
  - (vi) In case the outcome of the election would normally result in three International Board members having been nominated by the same voting member, the candidate nominated by such voting member for a mandate as international representative (with the least number of votes, in case there are two such candidates) is not deemed elected.
  - (vii) In case of a tie between two or more candidates, a second election round is organized between these tied candidates. The voting period for the second selection round is one week after the voting ballots for such round were sent. The International Board can decide to increase this voting period in case this period overlaps with a holiday period for a large group of voting members. In case the tie continues, an entirely new nomination and voting procedure is started, in accordance with the above, only for the International Board mandates for which there is a tie. In such case, the tied mandate(s) remain(s) vacant, but the already elected International Board members can start their mandate.
  - (viii) Once the election results are final, the Global Office sends the election results (including the allocation of the votes) to all members.
  - (ix) All international communications regarding elections for the International Board are sent to both the national director and the chair of each voting member, provided their email addresses are available on the shared YFU IT system to which all members have access in principle.

#### **16.4.2 Appointment of national electors**

National electors are appointed as follows:

- (i) The number of national electors depends on the type of election and the choice of each voting member:
  - (a) For the election of international representatives, only one national elector is appointed by each voting member.
  - (b) For the election of regional representatives, one or more national electors can be appointed, depending on the number of votes available and the number of votes the voting member allocates to each national elector.
- (ii) At the time the call for nominations is sent out in accordance with Articles 16.4.3(ii) and 16.4.4(iii), the Global Office also requests each voting member to appoint its national elector(s) and, for the election of regional representatives, the number of votes allocated to each national elector. The Global Office sends one reminder after two weeks.
- (iii) In case no unequivocal reply with the appointment of national electors and, if relevant, the allocation of votes is received from a voting member, the Global Office bases itself,

to the extent reasonable and relevant, on the information received for the last similar elections.

#### **16.4.3 Election of international representatives**

Elections for the two international representatives are organized as follows:

- (i) The elections take place after every International Conference (see Article 14.1.2).
- (ii) At the latest one week after the end of the International Conference, the Global Office sends a call for nominations to all voting members of the Organization clearly indicating (a) the deadline for nomination and (b) the fact that each voting member has one vote in the election. All voting members can nominate candidates. The deadline for nomination is one month after the call for nominations is sent out.
- (iii) Once the nomination deadline has passed, the Global Office sends out the voting ballots to the national electors appointed by the voting members (see Article 16.4.2) clearly indicating the deadline for voting. The deadline for voting is two weeks after the voting ballots were sent. The International Board can decide to increase this voting period in case this period overlaps with a holiday period for a large group of voting members.
- (iv) Each voting member has one vote, regardless of the number of vacant mandates.
- (v) The mandates of the newly elected members of the International Board start either on January 1 or on July 1, whichever is first after the International Conference. The International Board can decide to postpone this start date by a short period in case the election process is not yet over by this date.

#### **16.4.4 Election of regional representatives**

Elections for the nine regional representatives are organized as follows:

- (i) The elections take place approximately one and a half years after every International Conference (see Article 14.1.2).
- (ii) For each region (see Article 16.1.1(ii)), regional representatives are nominated and elected only by voting members within such region.
- (iii) At least one month prior to the nomination deadline, the Global Office sends a call for nominations to all voting members of the Organization clearly indicating (a) the deadline for nomination and (b) a listing of the number of votes held by each voting member and per region, as well as the calculation of such votes. All voting members can nominate candidates. The deadline for nomination is November 1 or May 1, whichever is closest to two and a half years after the last regular election for the regional representatives.
- (iv) After the nomination deadline has passed, the Global Office sends out the voting ballots to the national electors appointed by the voting members (see Article 16.4.2) clearly indicating the deadline for voting. The deadline for voting is two weeks after the voting ballots were sent. The International Board can decide to increase this voting period in case this period overlaps with a holiday period for a large group of voting members.
- (v) For each regional representative position for which an election is being organized, voting members have between one and forty votes, depending on the average number of program participants within the last three completed financial years. The calculation

principles set out in Article 13.1.2(i) to (iv) also apply here. The number of votes is allocated as follows:

from 1 to 50 participants	= 1 vote
from 51 to 100 participants	= 2 votes
from 101 to 200 participants	= 3 votes
from 201 to 400 participants	= 6 votes
from 401 to 600 participants	= 10 votes
from 601 to 800 participants	= 20 votes
from 801 to 1,000 participants	= 30 votes
from 1,001 to ... participants	= 40 votes

- (vi) Not yet taking into account the limitation of Article 16.4.4(vii), the total number of votes that can be cast in an election by all national electors appointed by one voting member equals: (a) the number of votes on the basis of the above table, multiplied by (b) the number of regional representative positions within the region of such voting member for which an election is being organized (i.e. maximum three).
- (vii) However, the total number of votes of any individual voting member is capped at: (a) 25% (rounded to the closest integral) of the total number of votes available within the relevant region as determined in Article 16.4.4(vi), minus (b) one vote. In case of an intermediate vacancy election in accordance with Article 16.5.2(ii), the 25% is increased to 33% if there are two vacancies within the same region and increased to 50% if there is only one vacancy within a region.
- (viii) Each national elector can give multiple votes per candidate, and can even put all its votes on one single candidate.
- (ix) The mandates of the newly elected members of the International Board start either on January 1 or on July 1, whichever is closest to two and a half years after the start of the last regular mandates of the regional representatives. The International Board can decide to postpone this start date by a short period in case the election process is not yet over by this date.

## **16.5 Early termination of mandate**

**16.5.1** The mandate of a member of the International Board terminates early in case:

- (i) such International Board member no longer meets the criteria set out in Article 16.3;
- (ii) such International Board member informs the Global Office and the chair of the International Board in writing that he/she resign from his/her mandate; or
- (iii) such International Board member has committed an act that constituted, at the time of the act, a breach of the then applicable Code of Ethics of the International Board (current version set out in Annex IV) and, after having specified the alleged breach(es) and having provided the International Board member with an opportunity to be heard by the International Board, the International Board decides with a 75% majority of all International Board members to terminate the mandate of such International Board member.

- 16.5.2** In case the mandate of a member of the International Board becomes vacant before the end of its term:
- (i) the runner-up (i.e. the next non-elected person with highest number of votes) of the previous election for that position fills the mandate, but only for the remaining time of mandate; and
  - (ii) if no runner-up alternative is available, the mandate is filled at the next election (whether normally for regional or international representatives), whereby:
    - (a) the mandate is only filled for the remaining time of the vacant mandate;
    - (b) in case the vacant mandate is that of a regional representative, voting members who nominated one of the other regional representatives are not entitled to vote in the election for the vacant mandate;
    - (c) other than the above and the timing element, the same procedure applies as for the regular election for the vacant mandate.

## **16.6 Appointment of Chair and Vice-Chair**

- 16.6.1** The International Board elects among its members a chair and vice-chair at the end of its first in-person meeting of each calendar year.
- 16.6.2** The chair and vice-chair may be re-elected for a new term with a maximum of four consecutive terms for the same position.
- 16.6.3** If the mandate of a chair or vice-chair becomes vacant before the end of its term, a meeting of the International Board is convened within one month from the mandate becoming vacant to fill the vacant mandate for its remaining time. Before the vacant mandate of the chair is filled, the vice-chair fulfills the role of chair in addition to his/her own role.
- 16.6.4** The elections of chair and vice-chair take place by way of a secret ballot.

## **16.7 Remuneration and compensation of International Board members**

The mandate of International Board members is not remunerated. However, the International Board members are reimbursed for normal and justified expenses incurred in the exercise of their mandate.

## **17 Decision making within International Board**

### **17.1 Decision making at meetings**

- 17.1.1** The International Board may validly deliberate and vote at a meeting (see Article 18) only if at least 60% of its members are present or represented by proxy (see Article 18.5). If this condition is not satisfied, a new meeting may be convened, which, regardless of the number of International Board members present or represented, may validly deliberate and vote on all points on the agenda of the previous meeting, provided that at least three International Board members are present.
- 17.1.2** Although International Board members must make an effort to reach consensus among International Board members, decisions by the International Board during a meeting are in principle taken, after deliberation, by simply majority (i.e. more than 50%) of all members present or represented at the meeting, unless the law requires a higher percentage.
- 17.1.3** By way of exception, the following decisions require a 75% majority of all members present or represented to be adopted:
- (i) the exclusion of members of the Organization in accordance with Article 9;

- (ii) the termination, in accordance with Article 16.5.1(iii), of the International Board mandate of an International Board member who has breached the Code of Ethics of the International Board;
- (iii) the establishing of the strategy of the Organization, following input and feedback by the General Assembly, in accordance with Article 30.

**17.1.4** The International Board may not take decisions at a meeting in respect of topics that were not clearly included in the agenda of the meeting, (a) unless all International Board members are present or represented by proxy (see Article 18.5) at the meeting and agree that the decisions are taken, or (b) the International Board members present at the meeting consider the matter urgent and, to the extent reasonably possible, attempt to contact the missing International Board members to obtain their input or comments.

## **17.2 Written decision making**

**17.2.1** In addition, the International Board may validly adopt decisions in writing without a meeting, provided:

- (i) the majority requirements set out in Articles 17.1.2 and 17.1.3 are satisfied; and
- (ii) no International Board member requests a meeting within the two weeks after the proposed decision was sent to the International Board members for adoption.

**17.2.2** To this end, the proposed decisions are sent to all members of the International Board with the request to reply as soon as possible in writing by indicating (a) in case such member requests a meeting of the International Board, or (b) whether such member votes in favor of the decision, votes against, or abstains from voting.

**17.2.3** The written decisions are deemed to have been adopted on the date the conditions in Article 17.2.1 are satisfied or, if later, on the date specified in the document.

## **17.3 Conflict of interests**

**17.3.1** In case a member of the International Board has a conflict of interests with respect to a proposed decision, other than a conflict that is the same or very similar for all other International Board members, such International Board member must:

- (i) declare and explain the conflict of interests before any deliberation regarding the proposed decision takes place;
- (ii) leave the meeting room or the conversation, and not participate in any of the deliberations, except if and to the extent the International Board wishes to ask certain questions from the conflicted International Board member; and
- (iii) abstain from voting in respect of the proposed decision.

**17.3.2** Both the personal situation of an International Board member and the situation of the Organization by whom such International Board member was nominated as a candidate International Board member are taken into account to determine whether a conflict of interests on behalf of an International Board member exists.

**17.3.3** The conflict of interests is mentioned in the minutes of any meeting.

## **18 Meetings of International Board**

### **18.1 Form of meetings**

**18.1.1** Meetings of the International Board can take place in person or by any other means of communication that allow for an actual and simultaneous deliberation among all members, or by way of a mixture of both.

**18.1.2** The International Board must hold at least four meetings every year, but more meetings are organized in case there is a need for the Organization or the YFU network. Typically, two meetings per year are in-person meetings.

### **18.2 Convening and agenda setting**

**18.2.1** Meetings of the International Board are convened by the chair of the International Board. The chair also sets the agenda of such meetings in close cooperation with the Global Office.

**18.2.2** The convening notice is sent to all International Board members at least two weeks before the date of any meeting of the International Board. In case of an emergency, the notice period may be shortened. The convening notice must contain:

- (i) the date and time of the meeting;
- (ii) the meeting place, in case of an in-person meeting, or the dial-in or access details, in case of a virtual meeting;
- (iii) the agenda of the meeting;
- (iv) in case of a meeting with a shortened convening notice because of an emergency, the nature of the emergency and a justification of the shortened convening notice.

**18.2.3** International Board members may waive their right to appeal to any lack or irregularity of notice before or after a meeting.

### **18.3 Meetings and agenda items upon request of International Board members**

**18.3.1** International Board members are encouraged to propose to the International Board chair agenda items and decisions for discussion at meetings of the International Board.

**18.3.2** If at least two International Board members make a uniform request to the chair for the inclusion of one or more specific agenda items, the chair must add those agenda items to the agenda of the next meeting of the International Board.

**18.3.3** If at least two International Board members of the Organization make a uniform request to the chair to convene an extra meeting of the International Board with specific agenda items, and such members reasonably demonstrate the urgency and necessity of such extra meeting, the chair must convene such meeting within a reasonable time.

### **18.4 Chairing of meeting**

**18.4.1** Meetings of the International Board are chaired by:

- (i) the chair of the International Board; or
- (ii) in case of absence of the chair, by the vice-chair; or
- (iii) in case of absence of this vice-chair, by the Executive Committee member who is present at the meeting and who has the highest uninterrupted seniority within the International Board or, if the majority of the International Board members who are present decide so, another member of the International Board;



- (iv) in case of absence of all Executive Committee members, by the International Board member who is present at the meeting and who has the highest uninterrupted seniority within the International Board or, if the majority of the International Board members who are present decide so, another member of the International Board.

**18.4.2** The chair of the meeting appoints a secretary of the meeting.

## **18.5 Proxies**

Any International Board member may grant a proxy to another International Board member in order to be represented at a meeting of the International Board. Such proxy must be in writing, must bear the signature (which may be digital) of the International Board member granting the proxy, must be provided to the Global Office and communicated to the other International Board members prior to the meeting or, in case of an International Board member having to suddenly leave a meeting, as soon as possible upon such International Board member leaving. Any International Board member cannot represent more than one other International Board members by proxy at the same time.

## **18.6 Meeting guests**

Upon decision by the chair of the meeting, non-members may attend meetings of the International Board, unless more than 50% of the International Board members object.

## **18.7 Attendance list and minutes**

**18.7.1** An attendance list is drawn up for each meeting by the secretary of the meeting.

**18.7.2** After each meeting of the International Board, minutes are drawn up by the secretary of the meeting and approved by the International Board at the latest at its next in-person meeting.

**18.7.3** Once minutes of an International Board meeting are approved, the Global Office makes such minutes available to all members of the Organization on a shared YFU IT system to which all members have access in principle. The International Board can decide to keep certain parts of the minutes confidential in case of personal sensitivities.

**18.7.4** During any meeting of the International Board, any International Board member has the right to request and obtain that certain facts or statements are explicitly recorded in the minutes of the meeting.

## **19 Delegation of powers**

The International Board may delegate specific powers to one or more special attorneys-in-fact. The International Board cannot delegate general decision making powers.

## **20 Advisory committees**

**20.1** On its own responsibility, the International Board may set up one or more advisory committees, of which the members do not have to be members of the International Board. The International Board cannot delegate its decision making power to a committee.

**20.2** The conditions for the appointment and dismissal, the remuneration and compensation (if any), the length of the mandate of the members of the advisory committees, and their operating procedures are determined by the International Board.

## **21 Topics or proposals raised by members, regional organizations, or YFU stakeholders**

**21.1** In case individual members of the Organization, regional organizations within the YFU network, or particular stakeholders within the YFU network (e.g. national directors at a national directors meetings)

raise particular topics or proposals of which they consider that they require the attention of and follow-up by the International Board, these members, organizations and stakeholders are encouraged to send those topics and proposals to the chair of the International Board, so that they can be taken into consideration by the International Board.

- 21.2** The chair of the International Board informs the other International Board members of the topics and proposals raised during the next regular meeting of the International Board.

## **Section VI Executive Committee**

### **22 Role of Executive Committee**

- 22.1** Members of the Executive Committee have to act in the best interest of the network as a whole (and not just in the interest of their country or region), even if they are elected upon nomination by a certain member.

- 22.2** The role of the Executive Committee is:

- (i) to oversee the operations of the International Board and Global Office in between International Board meetings;
- (ii) to make urgent decisions, provided that such decisions are subsequently reported to and ratified by the International Board as soon as reasonably possible;
- (iii) to prepare, together with the Global Office, the work plan of the Global Office; present such work plan to the International Board for approval; and monitor and evaluate implementation of such work plan;
- (iv) to prepare for approval by the International Board any decision regarding the appointment or termination of the mandate of the Secretary General;
- (v) to carry out regular and at least yearly performance management assessments with the Secretary General, following input from the International Board, and report to the International Board regarding the results of the conversation.

### **23 Composition of Executive Committee**

- 23.1** The Executive Committee is composed of up to five members:

**23.1.1** the chair of the International Board;

**23.1.2** the vice-chair of the International Board; and

**23.1.3** up to three additional members who are elected by the International Board among its members.

- 23.2** The number of Executive Committee members is normally five, but the International Board can decide to reduce this number. It is recommended to have an uneven number of Executive Committee members.

- 23.3** The up to three additional Executive Committee members are elected at the end of the first in-person meeting of the International Board of each calendar year, immediately after the election of the chair and vice-chair in accordance with Article 16.6.1. They may be re-elected without limitation.

- 23.4** If the mandate of any of the additional Executive Committee members becomes vacant before the end of its term, the vacant mandate is filled for its remaining time at the next regular meeting of the International Board.

- 23.5** The elections of the additional Executive Committee members take place by way of a secret ballot.

## **24 Decision making within Executive Committee**

### **24.1 Decision making at meetings**

- 24.1.1** The Executive Committee may validly deliberate and vote at a meeting (see Article 25) only if at least 60% of its members are present or represented by proxy (see Article 25.4). If this condition is not satisfied, a new meeting may be convened, which, regardless of the number of Executive Committee members present or represented, may validly deliberate and vote on all points on the agenda of the previous meeting, provided that at least two Executive Committee members are present.
- 24.1.2** Although Executive Committee members must make an effort to reach consensus among Executive Committee members, decisions by the Executive Committee Board are taken, after deliberation, by simple majority (i.e. more than 50%) of all members present or represented at the meeting, unless the law requires a higher percentage.
- 24.1.3** The Executive Committee Board may not take decisions at a meeting in respect of topics that were not clearly included in the agenda of the meeting, unless (a) all Executive Committee members are present or represented by proxy (see Article 25.4) at the meeting and agree that the decisions are taken, or (b) the Executive Committee members present at the meeting consider the matter urgent and, to the extent reasonably possible, attempt to contact the missing Executive Committee members to obtain their input or comments.

### **24.2 Written decision making**

- 24.2.1** In addition, the Executive Committee may validly adopt decisions in writing without a meeting, provided:
  - (i) the majority requirement set out in Article 24.1.2 is satisfied; and
  - (ii) no Executive Committee member requests a meeting within one week after the proposed decision was sent to the Executive Committee members for adoption.
- 24.2.2** To this end, the proposed decisions are sent to all members of the International Board with the request to reply as soon as possible in writing by indicating (a) in case such member requests a meeting of the Executive Committee, or (b) whether such member votes in favor of the decision, votes against, or abstains from voting.
- 24.2.3** The written decisions are deemed to have been adopted on the date the conditions in Article 24.2.1 are satisfied or, if later, on the date specified in the document.

### **24.3 Conflict of interests**

The conflict of interests rules and procedures that apply at the level of the International Board (see Article 17.3) equally apply at the level of the Executive Committee.

## **25 Meetings of Executive Committee**

### **25.1 Form of meetings**

- 25.1.1** Meetings of the Executive Committee can take place in person or by any other means of communication that allow for an actual and simultaneous deliberation among all members, or by way of a mixture of both.
- 25.1.2** In-person meetings should only be organized in case they can be combined with other meetings or events that already require an in-person presence.

**25.1.3** The Executive Committee holds regular meetings with, on average, one meeting approximately every one to two months, depending on the needs of the Organization or the YFU network.

## **25.2 Convening and agenda setting**

**25.2.1** Meetings of the Executive Committee are convened by the chair of the International Board. The chair also sets the agenda of such meetings in close cooperation with the Global Office.

**25.2.2** The convening notice is sent to all Executive Committee members at least one week before the date of any meeting of the Executive Committee. In case of an emergency, the notice period may be shortened. The convening notice must contain:

- (i) the date and time of the meeting;
- (ii) the meeting place, in case of an in-person meeting, or the dial-in or access details, in case of a virtual meeting;
- (iii) the agenda of the meeting;
- (iv) in case of a meeting with a shortened convening notice because of an emergency, the nature of the emergency and a justification of the shortened convening notice.

**25.2.3** Executive Committee members may waive their right to appeal to any lack or irregularity of notice before or after a meeting.

## **25.3 Chairing of meeting**

**25.3.1** Meetings of the Executive Committee are chaired by:

- (i) the chair of the International Board; or
- (ii) in case of absence of the chair, by the vice-chair; or
- (iii) in case of absence of this vice-chair, by the Executive Committee member who is present at the meeting and who has the highest uninterrupted seniority within the International Board or, if the majority of the Executive Committee members who are present decide so, another member of the Executive Committee.

**25.3.2** The chair of the meeting appoints a secretary of the meeting.

## **25.4 Proxies**

Any Executive Committee member may grant a proxy to another Executive Committee member in order to be represented at a meeting of the Executive Committee. Such proxy must be in writing, must bear the signature (which may be digital) of the Executive Committee member granting the proxy, must be provided to the Global Office and communicated to the other Executive Committee members prior to the meeting or, in case of an Executive Committee member having to suddenly leave a meeting, as soon as possible upon such Executive Committee member leaving. Any Executive Committee member cannot represent more than two other Executive Committee members by proxy at the same time.

## **25.5 Meeting guests**

Upon decision by the chair of the meeting, non-members may attend meetings of the Executive Committee, unless more than 50% of the Executive Committee members object.

## **25.6 Attendance list and minutes**

**25.6.1** An attendance list is drawn up for each meeting by the secretary of the meeting.

- 25.6.2 After each meeting of the Executive Committee, minutes are drawn up by the secretary of the meeting and approved by the Executive Committee at the latest at its next regular meeting.
- 25.6.3 Once minutes of an Executive Committee meeting are approved, the Global Office makes such minutes available to all International Board members on a shared YFU IT system to which all International Board members have access.
- 25.6.4 During any meeting of the Executive Committee, any Executive Committee member has the right to request and obtain that certain facts or statements are explicitly recorded in the minutes of the meeting.

## **Section VII Global Office**

### **26 Role of Global Office**

The role of the Global Office is:

- (i) to execute decisions of the International Board;
- (ii) to support the members of the Organization to the extent reasonably possible taking into account the resources of the Organization;
- (iii) to monitor the health of and compliance within the YFU network;
- (iv) to assist and closely cooperate with the International Board chair to convene and set the agenda for meetings of the International Board and the Executive Committee;
- (v) to prepare and implement, in cooperation with the International Board, the strategy of the Organization in accordance with Article 30;
- (vi) to prepare and propose to the International Board the international emergency plan, and regular updates thereof, in accordance with Article 31;
- (vii) to prepare and propose to the International Board the annual budget and the financial statements of the Organization in accordance with Article 34;
- (viii) to carry out regular and at least yearly performance management assessments with the Global Office staff;
- (ix) to take decisions in respect of the following matters:
  - (a) the appointment and termination of the mandate of Global Office staff other than the Secretary General, as long as such appointments and terminations stay within the budget approved by the International Board in accordance with Article 34;
  - (b) any other decision assigned to it under these bylaws or the IBS;
  - (c) any other decision requiring a decision from an officer of the Organization by law.

### **27 Composition and appointment of Global Office**

27.1 The Global Office is composed of:

- (i) the Secretary General, who heads the Global Office; and
- (ii) other Global Office staff and consultants, the number of which depends on the available resources within and the needs of the Organization.

**27.2** The International Board appoints the Secretary General and the Secretary General appoints the other Global Office staff and consultants.

## **28 Performance management assessments with Global Office**

**28.1** The Executive Committee must have regular and at least yearly performance management assessments with the Secretary General, following input from the International Board, and report to the International Board, at least yearly, regarding the results of such conversations.

**28.2** Each member of the Global Office staff must have similar conversations with the person to whom he/she reports.

## **29 Officers**

The Organization has two officers: a President and a Secretary. The Secretary General shall act as the President of the Organization.

### **29.1 President**

**29.1.1** Unless the International Board delegated to another person the authority to do so, the President of the Organization legally and validly represents the Organization in all matters and executes all contracts and agreements authorized generally or specifically by the International Board.

**29.1.2** The power of authority of the President of the Organization shall be specified and may be modified at any time by a decision of the International Board and, if applicable, be referred to in the employment contract to be signed between the chair of the International Board, who shall be authorized to represent the Organization in this respect, and the President of the Organization.

### **29.2 Secretary**

The Secretary of the Organization:

- (i) keeps a record of the minutes of the meetings of the General Assembly, the International Board, and the Executive Committee; and
- (ii) performs, in general, the duties incident to the office of Secretary of the Organization and such other duties as may be assigned from time to time by the International Board.

## **Section VIII Strategy and operational matters**

### **30 Strategy**

**30.1** Prior to any International Conference, the International Board prepares a draft strategy of the Organization. This draft is sent to all members two months prior to the International Conference. The members are requested to provide input within the following one month

**30.2** On the basis of such input, the International Board identifies the major issues and makes the necessary preparations for a discussion to be held on those at the International Conference. The International Conference discusses the draft strategy and, in particular, the major issues that were identified.

**30.3** As soon as possible after the International Conference, and in any case no later than the first in-person International Board meeting after one month after the International Conference, the International Board finalizes the strategy and adopts it in accordance with Article 17.1.3.

**30.4** The International Board and the Global Office, in close cooperation with each other, implement the strategy of the Organization.

### **31 International emergency plan**

- 31.1** Following a proposal by the Global Office, the International Board adopts an international emergency plan and regularly updates such plan afterwards. Such plan must aim to create an action plan for a coherent, clear and efficient management, as well as to develop routines for response to serious circumstances of all types that need to be handled on an international level.
- 31.2** To the extent such plan includes measures that are binding for any member of the Organization, such measures must be approved by the General Assembly in accordance with Article 11(iii)(a) and must be incorporated in the IBS.

### **32 National directors meeting**

- 32.1** On a regular basis (ideally every year), a meeting is organized to which all national directors of all members of the Organization are invited and during which operational issues and concerns are discussed and coordinated.
- 32.2** The Global Office organizes the meeting and sets the agenda, after having received input from the members of the Organization and the International Board. The agenda of the meeting is sent to all members of the Organization and the International Board.
- 32.3** Attendance of this meeting is optional for the national directors of the members of the Organization. Non-attending national directors are requested to give input on the agenda items prior to meeting.

## **Section IX Finances**

### **33 Financial year**

The financial year of the Organization runs from September 1 to August 31 of the following year, unless otherwise determined by decision of the International Board.

### **34 Budget and financial reporting**

- 34.1** Every year, the Global Office prepares and proposes to the International Board an annual budget for the following year and the financial statements of the previous year.
- 34.2** After deliberation and amendments if it deems this necessary, the International Board approves:
- 34.2.1** the annual budget before the start of the financial year to which such budget relates; and
  - 34.2.2** the financial statements within the first six months following the end of the financial year to which the financial statements relate.
- 34.3** After approval, the annual budget and financial statements are sent to all members of the Organization for information.

### **35 Audit of financial statements**

Prior to approval by the International Board in accordance with Article 34.2, the financial statement are audited by a chartered accountant.

### **36 Fee for international services (“FIS”)**

- 36.1** A fee for international services (FIS) is charged to each member. The calculation of the amount to be paid by each member is set out in Annex V.

- 36.2** Every year, the Global Office informs each member in the first quarter of the financial year of the Organization of the total FIS amount that is due by such member. Members have one month after such communication to pay such amount. In case of failure to pay by such deadline, the Global Office sends a reminder with a request to remedy the situation as soon as possible and with a reference to the suspension risk in accordance with Article 5.1.3.
- 36.3** In case an exclusion decision has been taken in respect of a member in accordance with Article 9, such member must still pay to the Organization any FIS amount that has become due and that has been communicated to such member in accordance with Article 36.2 before the exclusion of such member became effective.

## **Section X      Miscellaneous**

### **37      Notices**

All notices, waivers and other communications in connection with these bylaws or the IBS must be in writing (which includes email) and, if the bylaws or the IBS do not specify otherwise, addressed:

- (i) in case of a communication to a member of the Organization: to the chair of the board (if any) and the national director of the member;
- (ii) in case of a communication to the Global Office: to the Secretary General;
- (iii) in case of a communication to the International Board: to the chair of the International Board with a copy to the Secretary General;
- (iv) in case of a communication to an International Board member: to such member;

in each case using the contact details that are listed on the shared YFU IT system to which all members have access in principle.

### **38      Seal**

The International Board shall provide a suitable seal containing the name of the Organization and the year of incorporation, which seal shall be in the charge of the Secretary of the Organization.

### **39      Amendments to bylaws**

These bylaws can only be amended by the General Assembly in accordance with the general decision making process that applies to the General Assembly (see Article 13). In the case of exigent circumstances, as determined by the International Board, the bylaws can be amended by decision of the International Board on a provisional basis with immediate effect, subject to confirmation by the next General Assembly, which in the failure to provide such confirmation, would result in nullification of any amendment provisionally adopted by the International Board.

### **40      Waiver of notice**

Whenever under the provisions of law or of these bylaws any member is entitled to a notice of any meeting or to any action to be taken by the Organization, such meeting may be held or such action may be taken without the giving of such notice provided every member entitled to such notice shall in writing waive such requirements of law or of these bylaws in respect thereto. The presence of any official representative of a member at any meeting shall be deemed to constitute a waiver of the notice of such meeting.



## **41 Dissolution**

In the event of the dissolution of the Organization, all of the property and funds of the Organization shall be distributed exclusively among such corporations, community chests, funds or foundations, organized and operated exclusively for charitable, scientific, literary or educational purposes, and exempt from taxation under Article 501(c)(3) of the Internal Revenue Code of the United States of America, or any similar or corresponding law then in effect, as a majority of the members of the Organization, shall determine. In this case, no member shall have any claim regarding any of the assets to be distributed, unless such claim be based on a legal relationship of said member with the Organization other than being a shareholder.

## **42 Indemnification**

**42.1** The Organization shall indemnify any individual who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Organization) by reason of the fact that the individual is or was an International Board member, officer, employee or agent of the Organization, or is or was serving at the request of the Organization as a director, trustee, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by the individual in connection with such action, suit or proceeding if the individual acted in good faith and in a manner that the individual reasonably believed to be in, or not opposed to, the best interests of the Organization, and, with respect to any criminal action or proceeding, had no reasonable cause to believe the individual's conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the individual did not act in good faith and in a manner which the individual reasonably believed to be in, or not opposed to, the best interests of the Organization, and, with respect to any criminal action or proceeding, had reasonable cause to believe that the individual's conduct was unlawful.

**42.2** The Organization shall indemnify any individual who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Organization to procure a judgment in its favor by reason of the fact that the individual is or was an International Board member, officer, employee or agent of the Organization, or is or was serving at the request of the Organization as a director, trustee, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against expenses (including attorneys' fees) actually and reasonably incurred by the individual in connection with the defense or settlement of such action or suit if the individual acted in good faith and in a manner the individual reasonably believed to be in, or not opposed to, the best interest of the Organization and except that no indemnification shall be made in respect of any claim, issue or matter as to which such individual shall have been adjudged to be liable for negligence or misconduct in the performance of the individual's duty to the Organization unless and only to the extent that the Court of Chancery or the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such individual is fairly and reasonably entitled to indemnity for such expenses which the Court of Chancery or such other court shall deem proper.

**42.3** To the extent that an International Board member, officer, employee or agent of the Organization has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Articles 42.1 or 42.2 or in defense of any claim, issue or matter therein, that individual shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him or her in connection therewith.

**42.4** Any indemnification under Articles 42.1 or 42.2 (unless ordered by a Court) shall be made by the Organization only as authorized in the specific case upon a determination that indemnification of the International Board member, officer, employee or agent is proper in the circumstances because that

individual has met the applicable standard of conduct set forth in Articles 42.1 or 42.2. Such determination shall be made (a) by the International Board by a majority vote consisting of the International Board member who were not parties to such action, suit or proceeding, or (b) if such a vote is not obtainable, by independent legal counsel in a written opinion.

**42.5** Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Organization in advance of the final disposition of such action, suit or proceeding as authorized by the International Board in the specific case upon receipt of an undertaking by or on behalf of the International Board member, officer, employee or agent to repay such amount unless it shall ultimately be determined that such individual is entitled to be indemnified by the Organization as authorized in this section.

**42.6** The Organization shall have power to purchase and maintain insurance on behalf of any individual who is or was an International Board member, officer, employee or agent of the Organization, or is or was serving at the request of the Organization as a director, trustee, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against that individual and incurred in any such capacity, or arising out of that individual's status as such, whether or not the Organization would have the power to indemnify that individual against such liability under the provisions of this section.

### **43 Arbitration**

**43.1** All disputes, litigation, proceedings or other legal actions by any member or the Organization in connection with or relating to these bylaws, the IBS, or any matters described or contemplated in these documents shall be settled by arbitration by three arbitrators (which can be reduced to one arbitrator as set out in Article 43.3.3 or in case so agreed between the parties to the arbitration) in accordance with the UNCITRAL Arbitration Rules. Unless the parties to the arbitration agree otherwise, the arbitration shall not take place at one physical location, but, to the extent meetings are required, these shall take the form of virtual meetings by way of means of communication that allow for an actual and simultaneous deliberation. The arbitrators shall act on a voluntary basis and shall not be remunerated for their services. This does not preclude the reimbursement of reasonable expenses.

**43.2** Prior to requesting any arbitration, the relevant member or the Organization must make a serious attempt to resolve the dispute amiable between the parties involved.

**43.3** The arbitrators are appointed as follows:

**43.3.1** Each party to the arbitration appoints one arbitrator within one month following a letter by a member or the Organization in which it explicitly requests arbitration in accordance with this Article 43.

**43.3.2** The third arbitrator is appointed by mutual agreement between the two first arbitrators.

**43.3.3** In case either party to the arbitration fails to appoint an appropriate arbitrator in accordance with Article 43.3.1, there will be only one arbitrator: the arbitrator appointed by the other party to the arbitration.

**43.3.4** In case, within one month following the appointment of the first two arbitrators in accordance with Article 43.3.1, the two arbitrators cannot come to an agreement on a third arbitrator who also accepts, either party to the legal action may request the following persons, in descending order, to appoint the third arbitrator:

- (i) the chair of the International Board, provided such chair him/herself can be considered reasonably neutral and independent in accordance with Article 43.3.6;
- (ii) if the chair of the International Board is not considered reasonably neutral and independent or if he/she has failed to appoint a third arbitrator within two weeks after

being so requested: the vice-chair of the International Board, provided such vice-chair him/herself can be considered reasonably neutral and independent in accordance with Article 43.3.6;

- (iii) if the vice-chair of the International Board is not considered reasonably neutral and independent or if he/she has failed to appoint a third arbitrator within two weeks after being so requested: the next available, and reasonably neutral and independent, person from the list of five “wise persons” established by the International Board in accordance with Article 43.3.5.

**43.3.5** The International Board establishes and maintains a list of five “wise persons” for the purpose of Article 43.3.4(iii). Such five “wise persons” cannot have been in a leadership position at the international YFU level within the previous five years and must be nationals and residents of different countries. Such persons remain on the list until (a) they enter into a leadership position at the international YFU level or (b) they are no longer available for YFU during more than one month. Following a person leaving the list, the International Board appoints a new person to the list at its next regular meeting. Such new person is added at the end of the list. Whenever a “wise person” is requested to act in accordance with this Article 43, such person is moved to the end of the list, so that the list rotates.

**43.3.6** Anybody appointing an arbitrator must select a reasonably neutral and independent person who is willing to act as an arbitrator on a voluntary basis, without any remuneration (not precluding reimbursement of reasonable expenses). For an appointed person to be considered reasonably neutral and independent, such person must in any case:

- (i) not be a national or resident of the country of either of the parties involved in the legal action; and
- (ii) not have been in a leadership position within the previous five years at the level of any of the parties involved in the legal action.

**43.3.7** In case, following the appointment of the arbitrator(s), any arbitrator is actually unable or unwilling to perform the tasks of an arbitrator during more than one month, three new arbitrators are appointed by repeating the above appointment steps.

**43.4** The arbitrators will (a) finally settle the dispute and (b) render a decision on allocation among the parties of the reasonable arbitration costs. The arbitrators’ decision is binding on the parties.

## ANNEXES

### Annex I Document History

Version	Details of change	Reason of change	Affected section/ page	Elaborated/ Changed by	Approved by	Effective date as of
v1.0	The Organization was incorporated on January 3, 2002, at which time the first bylaws were adopted.	New incorporation	Entire document	Board of Directors	Board of Directors	January 3, 2002
v2.0	The bylaws were subsequently amended for a first time on December 19, 2012 by a decision of the board of directors.	Restructuring of governance body		Board of Directors	Board of Directors (formally declared after consensus among national organizations was reached)	December 19, 2012
v3.0	The bylaws were amended for a second time by a decision of the board of directors on December 21, 2016, which resulted into the amended bylaws entering into force on February 8, 2017.	Restructuring of governance body and secretariat	almost entire document	Board of Directors	Board of Directors (formally declared after consensus among national organizations was reached)	February 8, 2017
v3.1	1.2: updated address of registered office; 3: specification of bodies; 29: separation of the two officer position; 39: addition of provisional approval of bylaws amendments by Board, subject to confirmation by the next General Assembly Throughout document: Secretary General and Global Office	Consistency and updates to developments	4 sections, 2 terms	International Board	Provisionally approved by International Board (subject to confirmation by the next General Assembly)	December 18, 2017

## **Annex II Transitional Measures (following entry into force of new bylaws in 2017)**

### **1. First membership renewals or recertifications**

Notwithstanding Section III, Article 7 of the bylaws and except in case of intervening membership status changes before the dates set out below, the first membership renewal or recertification of each member will take place as follows:

- (i) in 2018: YFU Indonesia, YFU Germany, YFU Bulgaria, YFU Mexico as voting members and YFU Ukraine, YFU Spain, YFU Italy as non-voting members;
- (ii) 2019: YFU Colombia, YFU Hungary, YFU Philippines, YFU Argentina as voting members and YFU Moldova, YFU Azerbaijan, YFU Serbia, YFU Vietnam as non-voting members;
- (iii) 2020: YFU Greece, YFU Romania, YFU India, YFU Poland as voting members and YFU Ghana, YFU Slovakia, YFU Liberia, YFU Mongolia as non-voting members;
- (iv) 2021: YFU Japan, YFU Thailand, YFU Chile, YFU Venezuela as voting members;
- (v) 2022: YFU Denmark, YFU United States, YFU Ecuador, YFU Canada as voting members;
- (vi) 2023: YFU Paraguay, YFU Belgium, YFU Georgia, YFU Australia-New Zealand as voting members;
- (vii) 2024: YFU Latvia, YFU Austria, YFU Finland, YFU Switzerland as voting members;
- (viii) 2025: YFU Norway, YFU Czech Republic, YFU Turkey, YFU China as voting members;
- (ix) 2026: YFU Sweden, YFU Uruguay, YFU Brazil, YFU Lithuania as voting members;
- (x) 2027: YFU Korea, YFU France, YFU Estonia, YFU Netherlands, YFU South Africa as voting members.

After such first renewal or recertification, the regular three yearly renewal for non-voting members or ten yearly recertification for voting members will apply.

### **2. International Board composition, mandates and elections**

Notwithstanding Section V, Article 16 of the bylaws, the composition of the International Board and the International Board elections will initially be as follows:

- (i) The thirteen members of the International Board at the time of the entry into force of the new bylaws in 2017 will **initially remain in place**. This means that there will be, at a first stage:
  - (a) five international representatives,
  - (b) four regional representatives,
  - (c) three permanent representatives,
  - (d) one coopted representative.
- (ii) Immediately following the entry into force of the new bylaws in 2017, an **election** for the International Board mandates of the **nine regional representatives** will be organized in accordance with Article 16.4.4, except that the call for nominations can have been sent beforehand and the deadline for nomination can be a different date than November 1 or May 1, provided there is at least one month between the call for nominations being sent out and the deadline for nomination. Provided they meet the required qualifications for International Board members (see Article 16.3), current International Board members, even if their mandate is not yet expected to expire, can be a candidate in these elections.
- (iii) The mandates of the newly elected regional representatives will start as soon as the result of the election has been communicated to all members of the Organization. At that time, the mandates

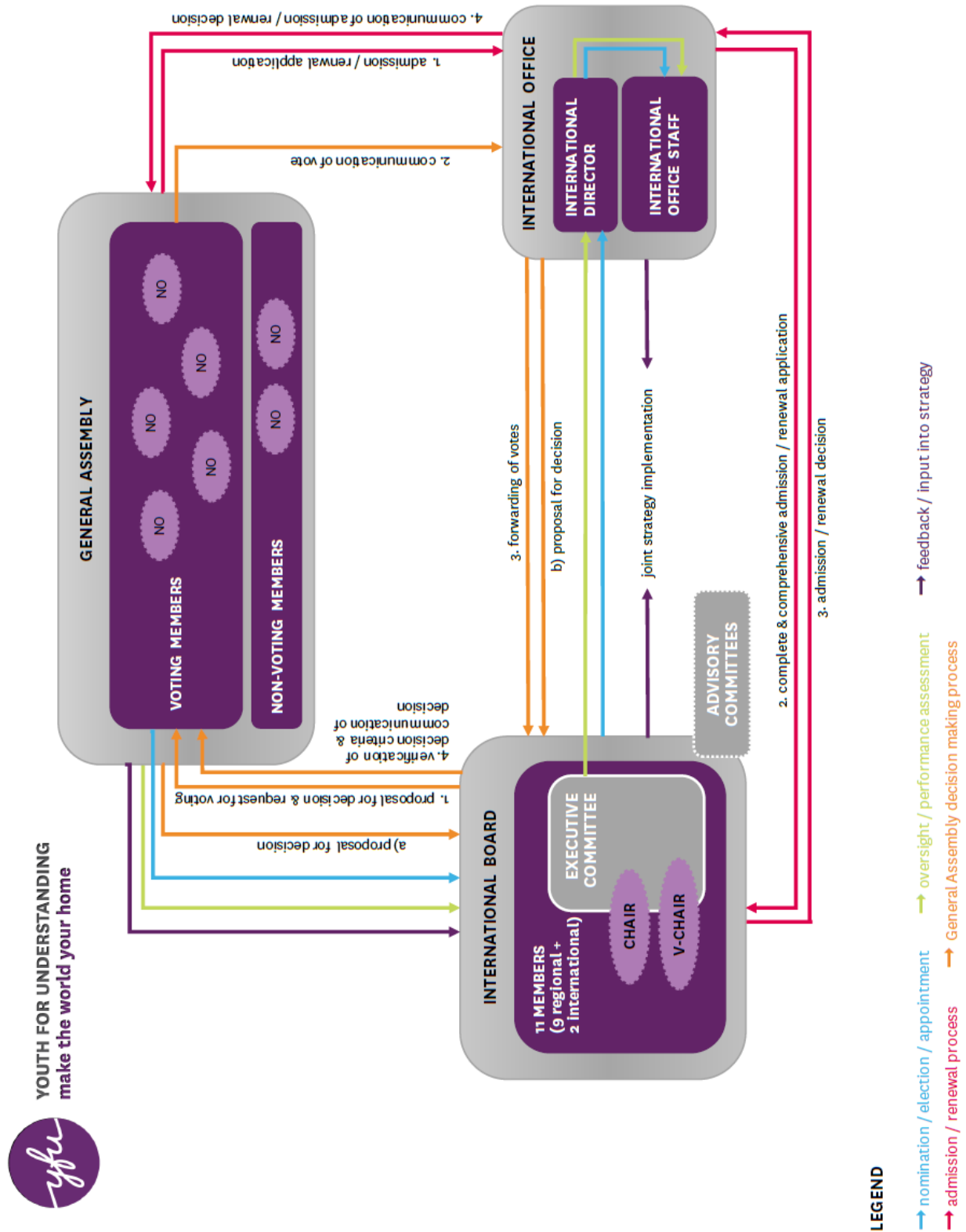
of the former four regional representatives, three permanent representatives and one coopted representative will come to an end. As a result, the International Board will be composed of the nine newly elected regional representatives and the (maximum) five international representatives at that time.

- (iv) During the second quarter of 2017 (i.e. immediately after the 2017 International Conference), an **election** for the International Board mandates of the **two international representatives** will be organized in accordance with Article 16.4.3. At the time the mandates of the two newly elected international representatives start, the mandates of the former five international representatives will come to an end. As a result, the International Board will be composed as set out in Article 16.1 at that time.
- (v) Subsequently, the next election for the nine regional representatives will take place in accordance with Article 16.4.4, meaning in the fourth quarter of 2018 (i.e. approximately one and a half years after the 2017 International Conference). As a result, the International Board mandates of the regional representatives elected in 2017 will be shorter than two and a half years. As from that moment on, the composition of the International Board and the International Board elections will be as set out in Section V, Article 16 of the bylaws.
- (vi) For the thirteen members of the International Board at the time of the entry into force of the new bylaws in 2017, their **past consecutive mandates** as member of the International Board / International Advisory Council are taken into account to calculate their seniority in the International Board and their eligibility for re-election.
- (vii) In case the mandate of an **international representative** of the International Board **terminates early** before the size of the International Board has been reduced to eleven members in accordance with the above, such mandate will not be temporarily filled, notwithstanding Article 16.5 of the bylaws.

### 3. **Exception to obligation to use the YFU brand**

By way of an exception to Section III, Article 5.2(iv) of the bylaws, YFU Chile is not obliged to sign the brand license agreement and to use the YFU brand until August 31, 2019.

Annex III Graphic overview of main governance structures



#### **Annex IV Code of Ethics of the International Board**

Members of the International Board shall not do any of the following:

- (i) commit a felony, which, for the purpose of this Code of Ethics, is a crime that is regarded as more serious than a misdemeanor in the majority of the judicial systems applicable in the countries of the members of the Organization;
- (ii) commit a crime involving moral turpitude, fraud, theft, or embezzlement;
- (iii) commit any other crime that results in or is intended to result in personal enrichment (of the International Board member or a personal relation of the International Board member) at the expense of any YFU organization;
- (iv) commit any acts of repeated, intentional and material dishonesty while acting in a YFU context;
- (v) apply for, receive, or accept from any source commissions, gifts, payments, loans, promises of future benefits, or other items of value which are or may appear in any way connected with their International Board mandate, other than ordinary salary payments or payments for services performed, reimbursements of reasonable expenses, and occasional gifts of nominal value, in each case in keeping with normal business ethics.



## **Annex V      Fee for International Services**

The FIS is charged as a flat fee of USD 235 for each participant in a program conducted by a member of the Organization with a duration of more than 31 days.

The FIS must be paid by the member who acts as the sending organization. In case the sending organization is not a member of the Organization, the FIS must be paid by the member who acts as the receiving organization.