



**INTERNATIONAL LIAISON COMMITTEE
ON RESUSCITATION**

(ILCOR)

International Non-Profit Association

ARTICLES OF INCORPORATION

New version, approved by the General Assembly on 30.10.2018.

TITLE I NAME - SEAT - GOAL - DURATION

Article 1

The association has been established as an international nonprofit association in accordance with Title III of the Belgian law of 27 June 1921 (as amended).

The association carries the name “International Liaison Committee on Resuscitation”, abbreviated ‘ILCOR’ (hereafter the “Association”).

Article 2

The registered office of the Association is established in Belgium, Emile Vanderveldelaan 35, 2845 Niel, Belgium, under the judicial district of Antwerp.

Article 3

The Vision of the Association is “Saving More Lives Globally through Resuscitation”.

The purpose of the international non-profit association is to promote, disseminate and advocate international implementation of evidence-informed resuscitation and first aid, using transparent evaluation and consensus summary of scientific data.

The following activities shall be deployed to realize its purpose:

- a. Rigorous and continuous review of scientific literature focused on resuscitation, cardiac arrest, relevant conditions requiring first aid, related education, implementation strategies and systems of care
- b. Publishing regular and ongoing consensus on science with treatment recommendations
- c. Collaborating with others to facilitate knowledge dissemination and exchange, inform effective education and training, implement and share trusted evidence-informed resuscitation practices
- d. Enhancing capacity through mentorship and fostering the next generation
- e. Leading the international resuscitation research agenda to address gaps in knowledge and promote funding related to resuscitation and relevant first aid practices
- f. Encouraging engagement of patients, families and the public as partners in our activities
- g. Monitoring and reporting incidence, process of care and outcomes to improve patient care
- h. Building the foundation to evolve from international to global impact
- i. The Association can also collaborate with, grant loans to, invest in the capital of, or, in any manner, directly or indirectly, participate in other legal entities, associations and companies of private or public nature, governed by Belgian or foreign laws. In general, the Association may enter into any other activities and undertake any other actions that are directly or indirectly related to the above-mentioned nonprofit purpose of the Association, or that are necessary or useful for the realization of such purpose, including accessory economic and profit-making activities within the boundaries of what is legally permitted and of which the revenues shall be fully destined to the realization of the nonprofit purpose of the Association.

Article 4

The Association is founded for an indefinite period.

TITLE II MEMBERS

Article 5

The Association shall be composed of regular members and Collaborating Members.

Article 6 REGULAR MEMBERSHIP

- a. There are two types of regular members:
 1. Representative member organizations (hereafter "Member Organizations"); and
 2. Executive Officers.
- b. Member Organizations:
 1. At present, the following legal entities are the Member Organizations:
 - i. American Heart Association (AHA), with legal seat at American Heart Association, 7272 Greenville Avenue, Dallas Texas. USA
 - ii. Australian and New Zealand Committee on Resuscitation (ANZCOR), with legal seat at Australian and New Zealand Committee on Resuscitation, College of Surgeons, Surgeons Gardens, Spring Street, Melbourne 3000,
 - iii. European Resuscitation Council (ERC), with legal seat at European Resuscitation Council, E. Vanderveldelaan 35, 2845 NIEL Belgium
 - iv. Heart and Stroke Foundation of Canada (HSFC), with legal seat at Heart & Stroke Foundation of Canada, 1525 Carling Avenue, Suite 110, Ottawa, Ontario, Canada K1Z 8R9
 - v. InterAmerican Heart Foundation (IAHF), with legal seat at InterAmerican Heart Foundation, 7272 Greenville Ave, Dallas Texas 75231 USA
 - vi. Resuscitation Council of Asia (RCA), with legal seat at National Heart Center, Blk A, Level 6, 226 Outram Road, Singapore 169039, Republic of Singapore.
 - vii. Resuscitation Council of Southern Africa (RCSA), with legal seat at Resuscitation Council of Southern Africa, 72 Sophia Street, Fairland, Johannesburg 2195, South Africa
 2. Regular Membership can be applied for in accordance with Article 7.
 3. Member Organizations shall be expected to:
 - i. Be representative of their geographic region in membership.
 - ii. Have promulgated resuscitation guidelines within their geographic region.

- iii. Have demonstrated a commitment to working towards the development of an International Consensus on Science and Treatment recommendations.
 4. The Association shall not subvert in any way the autonomy of its Member Organizations.
 5. Membership of the Association does not constitute recognition of any individual, any individual organization or its constituent members within its own geographic region.
 6. The Association may invite organizations to seek membership.
- c. Executive Officers:
 1. Executive Officers become automatically regular members of the Association upon their appointment as Executive Officer. Executive Officers will automatically lose regular membership the moment their mandate as Executive Officers has ended.

Article 7 APPLICATION FOR REGULAR MEMBERSHIP

- a. Criteria for new regular membership
 1. Legal entity active as representative regional body for substantial quantity of institutions/professionals involved in the field of resuscitation/first aid
 - i. Not already affiliated with an existing Member Organization
 - ii. Active in a region not represented by an existing Member Organization
 - iii. Track record of collaboration and leadership within region
 - iv. Committed and able to actively participate as a Member Organization in all ILCOR activities
 2. Guidelines for submitting an application to become a Member Organization are described in the Internal Rules.
 3. Applications for Member Organizations must be submitted in writing to the Honorary Secretary and supported by a current Member Organization.
 4. Application to be accepted as Member Organization will be considered by the General Assembly, who will determine the admission of the applicant. Admission as a Member Organization will require a 2/3 majority of the votes in the General Assembly. The decision of the General Assembly is final.
 5. When a candidate Member Organization has been accepted as Member Organization by the General Assembly, the Honorary Secretary will send a written notice of acceptance. The Honorary Secretary notifies the new Member Organization of any subscription due. Membership will commence upon General Assembly approval.

Article 8 COLLABORATING MEMBERSHIP

- a. Legal entity active as representative international body for substantial quantity of institutions/professionals involved in a field related to resuscitation and/or first aid.
- b. Guidelines for submitting an application to become a Collaborating Member are described in the Internal Rules.
- c. Member Organizations are ineligible to apply as Collaborating Members, and Collaborating Members are ineligible to apply as Member Organization.
- d. Collaborating Members may also be those organizations such as any relevant academic body or society or international organization active in the field of CPR or first aid that desire a close association with the Association. They must desire to work collaboratively in continuous evidence review and in achieving the Association's mission of "saving more lives globally".
- e. A 2/3 majority vote in the General Assembly is required to be admitted for collaborating membership.

Article 9 RESIGNATION AND EXPULSION OF A MEMBER ORGANIZATION OR COLLABORATING MEMBER

- a. Member Organizations and Collaborating Members may resign from membership of the Association by sending a written letter of resignation to the Honorary Secretary. Member Organizations will remain liable for any unpaid subscriptions or fees due at the resignation date.
- b. Member Organizations and Collaborating Members may be suspended or expelled if they do not uphold the Articles of Incorporation and/or Internal Rules of the Association. Suspension or expulsion of a Member Organization will require a 2/3 majority of the votes in the General Assembly. The decision of the General Assembly is final.

Article 10 MEMBERSHIP FEES

- a. Membership fees will be determined by the General Assembly and will be reviewed annually. Executive Officers are not subject to subscriptions and membership fees.
- b. Membership fees must be paid within the time frame set by the General Assembly. Failure to pay membership fees may result in the withdrawal of membership privileges, suspension or expulsion.
- c. Member Organizations who did not pay their membership fees of the past year, will not be entitled to nominate persons for positions within the Association and will not have voting rights on the General Assembly meetings for as long as their membership fees are not paid.

- d. The General Assembly has the right to terminate the membership of Member Organizations whose membership fees of the past two years are not paid, at the end of that second year.

Article 11 THE RIGHTS AND DUTIES OF MEMBER ORGANISATIONS

- a. Member Organizations who have paid all their membership fees will have voting power to the General Assembly as set forth in Article 14.
- b. Member Organizations who have paid all their membership fees have the right to nominate their delegates for positions on the Board. The nomination procedure will be decided by the General Assembly, as set out in Article 19.
- c. Member Organizations who have paid all their membership fees will be entitled to receive full copies of all records of meetings of the General Assembly and the Board.
- d. Member Organizations will uphold the aims and objectives of the Association.
- e. Member Organizations will support and respect the Articles of Incorporation and the Internal Rules.
- f. Member Organizations will inform the Honorary Secretary in the event that they are unable to support the aims, objectives, Articles of Incorporation and Internal Rules of the Association. The General Assembly will decide whether the Member Organization is in breach of the Articles of Incorporation or the Internal Rules and what action should be taken.
- g. Member Organizations will inform the Honorary Secretary of any conflict of interest, personal, professional or financial, that reasonably could adversely affect the structure or function of the Association.
- h. Member Organizations will respect the confidentiality and restrictions regarding pre-publication release of materials developed by the Association.

Article 12 THE RIGHTS AND DUTIES OF EXECUTIVE OFFICERS

- a. Executive Officers will uphold the aims and objectives of the Association.
- b. Executive Officers will support and respect the Articles of Incorporation and the Internal Rules.
- c. Executive Officers exercise their mandate independently and are not subject to voting instructions from the Member Organization from which they originated.
- d. Costs and expenses incurred by Executive Officers are addressed in the internal rules.

Article 13 THE RIGHTS AND DUTIES OF COLLABORATING MEMBERS

- a. Collaborating Members must have similar demonstrated missions and goals and values as the Association.
- b. Collaborating Members have no voting rights and their representatives are ineligible to serve as Executive Officers.
- c. Collaborating Members are invited to attend the Association's face-to-face meetings and send up to 2 representatives to these meetings who will be designated as non-voting delegates. They may also send up to 2 additional observers. Collaborating Members are responsible for all expenses related to their representatives attending meetings of the Association.
- d. Individuals affiliated with Collaborating Members will be invited to apply for membership on the Task Forces. Task force member positions will be selected in accordance with the Association's processes and published criteria.
- e. Collaboration Members are not subject to membership fees.

TITLE III THE GENERAL ASSEMBLY

Article 14 THE GENERAL ASSEMBLY

- a. The General Assembly is the Association's general guiding body, as referred to in article 48, 5° of the Belgian Law of 27 June 1921 (as amended). The General Assembly has authority to decide and act for the Association in all matters except for those exclusively attributed to the Board by law or by the Articles of Incorporation.
- b. The General Assembly will in particular be responsible for producing, amending and making available Internal Rules in support of the Articles of Incorporation. Such Internal Rules will include, but not be restricted to, the mode of operation of committees, Task forces and other groups, the procedures for conduct of meetings and the use of the title of the Association's name and logo by its Member Organizations, Collaborating Members, involved individuals and by third parties.
- c. The General Assembly will comprise the Executive Officers and the Member Organizations. Each Member Organization will be represented as outlined in d. below.
- d. Current Member Organizations and number of delegates, whereas the number of delegates of a Member Organization corresponds to the number of votes to which the Member Organization is entitled:

1.	American Heart Association (AHA)	6 delegates
2.	European Resuscitation Council (ERC)	6 delegates
3.	Heart & Stroke Foundation of Canada (HSFC)	4 delegates
4.	Australian and New Zealand Committee on Resuscitation	4 delegates

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| 5. | Inter-American Heart Foundation (IAHF) | 4 delegates |
| 6. | Resuscitation Council of Southern Africa (RCSA) | 4 delegates |
| 7. | Resuscitation Council of Asia (RCA) | 4 delegates |

- e. The number of voting delegates allocated to a new Member Organization is four, unless the General Assembly decides to allocate a different number of delegates with a 2/3 vote at the time the new Member Organization is admitted.
- f. Each Member Organization appoints and discharges its delegates. Member Organizations will formally inform the Honorary Secretary in writing, of changes in their delegates on the General Assembly. They will be expected to withdraw delegates who do not uphold the aims and objectives of the Association or their own representative organization.
- g. All delegates from the Member Organization are expected to attend each General Assembly meeting. Each delegate has one vote and proxy voting is not allowed. If none of the delegates of a Member Organization are present, the Member Organization shall have no voting rights.
- h. Notwithstanding the previous paragraph (g), changes in the Articles of Incorporation that are approved by the General Assembly with the required quorum and majority, can be confirmed by one or more proxies in exactly the same wording in front of a Notary for legal publication purposes.

Article 15 MEETINGS OF THE GENERAL ASSEMBLY

- a. There will be at least one meeting of the General Assembly of the Association each year. General Assembly meetings are called by the Board. General Assembly meetings are to be organized as face-to-face or conference call meetings, or similar technology.
- b. The Honorary Secretary will give at least 90 calendar days' notice of all General Assembly physical meetings; for conference calls a 30 days' notice applies. Notice will be provided in writing to each Member Organization, to each individual delegate and each Executive Officer.
- c. The meeting agenda will be circulated to each Member Organization, to each individual delegate and to each Executive Officer in writing, at least 14 days in advance.
- d. At least 2/3 of the Member Organizations need to be present or represented at the General Assembly to constitute a valid quorum, regardless of the number of delegates present.
- e. The Board may invite any number of observers without vote to the General Assembly to facilitate its business and will inform the General Assembly thereof at the beginning of the meeting.

- f. No business will be transacted at any meeting of the General Assembly unless the quorum set out under Article 15.d, is met.
- g. The Co-Chairs will preside over the meetings of the General Assembly. The Co-Chairs will conduct the meeting in a proper and businesslike manner consistent with the Articles of Incorporation and Internal Rules of the Association. The Co-Chairs will assist each other in the execution of their tasks and mutually replace each other in case of absence.
- h. The Honorary Secretary will prepare an accurate record of the proceedings at all General Assembly meetings. The Co-Chairs will sign the record as an accurate representation of the proceedings of the meeting. This record will be circulated to all Member Organizations of the Association and delegates as a record of a meeting of the General Assembly.
- i. The General Assembly will decide with a simple majority of the votes except when a stricter majority is required by the Articles of Incorporation or the Internal Rules.
- j. Each Executive Officer has one vote.
- k. Each Member Organization has as many votes as it has delegates present in accordance to the provisions of the Articles of Incorporation. If all the delegates of a Member Organization are present at the General Assembly meeting, each delegate shall cast one vote on behalf of its Member Organization. If not all the delegates of a Member Organization are present, the Member Organization will cast the votes in accordance with the number of delegates present.
- l. Voting will be by a show of hands or a roll call unless at least one of the delegates requests a written ballot. Repeat votes will occur until a decision is reached. Should decisions not be reached the matter will be referred directly to the individual Member Organizations for local resolution before the matter is returned to the General Assembly. When voting involves named individuals, the vote will be done by secret ballot.
- m. All delegates, attendees and observers must comply with the Association's Conflict of Interest Policies as set out in the Internal Rules.
- n. Each member organization may invite up to 3 observers without vote to a General Assembly and they must notify the Honorary Secretary with their names and email addresses no later than 30 days prior to the General Assembly.
- o. Each Member Organization will nominate a delegate as Chair for their organization.
- p. Two Member Organization Chairs can add an item on the agenda of the General Assembly.
- q. Four Member Organization Chairs can commission the Board to convene a GA meeting at the earliest convenience.

TITLE IV THE BOARD

Article 16 THE BOARD

- a. The Board will have day-to-day control and management of the administrative affairs of the Association.
- b. The Board will prepare the meetings of the General Assembly and will execute the decisions taken by the General Assembly.
- c. The Board will consist of 4 Executive Officers

Article 17 MEETINGS OF THE BOARD

- a. There will be a meeting (face-to-face, by telephone, or electronic) of the Board quarterly. Additionally, the Board will communicate as deemed necessary or desirable.
- b. The Honorary Secretary will give at least 7 calendar days' notice prior to the Board meetings. Notice will be provided in writing to each member of the Board.
- c. The number of Board Members required to constitute a quorum of attendance at a Board meeting will be a simple majority of the total number of Board Members.
- d. No business will be transacted at any meeting of the Board unless a quorum is present.
- e. The Co-Chairs will preside over meetings of the Board. The Co-Chairs will conduct the meeting in a proper and approved manner. The Co-Chairs will assist each other in the execution of their tasks and mutually replace each other in case of absence.
- f. The Honorary Secretary will prepare an accurate record of the proceedings at all Board meetings. The Co-Chairs will sign the record as an accurate representation of the proceedings of the meeting. This record will be provided to the General Assembly.
- g. Business of the Board will be decided by a simple majority.
- h. Each Executive Officer is entitled to one vote. Voting will be by a show of hands or a roll call unless at least one of the delegates requests a written ballot. If a decision cannot be reached then the matter will be referred directly to the General Assembly.
- i. All members of the Board and observers must comply with the Association Conflict of Interest Policies as set out in the Internal Rules.
- j. Upon invitation by the Board and a motivated request, but at least quarterly, Member Organization Chairs may attend Board meetings. They have no voting rights.

TITLE V EXECUTIVE OFFICERS

Article 18 THE EXECUTIVE OFFICERS

The Executive Officers is comprised as follows:

- ILCOR Co-Chairs (2)
- Honorary Secretary
- Honorary Treasurer

Article 19 NOMINATION AND ELECTION OF EXECUTIVE OFFICERS

- a. Individual Member Organizations shall nominate individual delegates to serve as Executive Officers and will indicate for which function within the Board they nominate the delegates (Co-Chair, Honorary Secretary or Honorary Treasurer).
- b. Nominations will be submitted to the Honorary Secretary in writing no later than 30 days prior to any election, with the consent, the intent (motivation) of the individual nominee and a picture and a curriculum vitae.
- c. The curriculum vitae and intent will be circulated with the General Assembly agenda 14 days prior to the General Assembly meeting.
- d. A maximum of two Executive Officers can originate from the same Member Organization. The two Co-Chairs must originate from different Member Organizations.
- e. Elections will be held by the following procedure:
 - i. To be elected, a delegate needs to receive a simple majority of the votes in the General Assembly. If none of the delegates has a simple majority of the votes for a specific function (Co-Chair, Honorary Secretary, or Honorary Treasurer), a second voting round will be organized between the two delegates who received the highest number of votes in the first round. The delegate with the highest number of votes in the second round, provided that he has a simple majority of the votes, will be appointed. If none of the two delegates receives a simple majority of the votes in the second round, the function for which they were nominated remains open until the next General Assembly that will decide on the appointment of Executive Officers. However, if this mechanism causes the number of Executive Officers to fall below three, the delegate with the overall highest number of votes in the second round will nonetheless be appointed.
 - ii. Voting will be held by a secret ballot. Abstentions, blank and invalid votes shall be considered as validly cast votes in the calculation of the majority.

- f. Once a delegate is appointed as Executive Officer, he will no longer be a delegate of a Member Organization. The Member Organization that has a delegate appointed as Executive Officer, will appoint a new delegate to replace the former.

Article 20 TERMS OF OFFICE

- a. Each Co-Chair shall serve a term of four years and is eligible for a second term as Co-Chair once.
- b. The Honorary Secretary shall serve a term of four years and is eligible for a second term as Honorary Secretary once.
- c. The Honorary Treasurer shall serve a term of four years and is eligible for a second term as Honorary Treasurer once.
- d. After two terms in the same function, a delegate may be appointed for another function within the Board under the same conditions as delegates that not have yet exercised a mandate as Executive Officer.
- e. Both Co-Chair terms overlap by two years. The terms of the Honorary Secretary and the Honorary Treasurer also overlap by two years
- f. An Executive Officer who is elected to replace the former Executive Officer during his/her term, only completes the term of his predecessor, after which he can apply for a second term of four years.
- g. The term of office for the Executive Officers will commence at the end of the General Assembly meeting at which they were elected.
- h. Honorary ex officio past Co-Chairs are the immediate past Co-Chairs and serve one four-year term on the Board. They are non-voting and serve at the pleasure for the current Co-Chairs. If their service is no longer necessary they can be terminated at any time by the Board. If an Honorary ex officio past Co-Chair is elected as Honorary Secretary or Honorary Treasurer, he will no longer be Honorary ex officio past Co-Chair.

Article 21 RESIGNATIONS AND PREMATURE TERMINATION OF MANDATE OF EXECUTIVE OFFICERS

- a. Executive Officers may resign from their post by submitting their resignation in writing to the Honorary Secretary – in case of resignation of the Honorary Secretary to both Co-Chairs. Resignation will take effect upon acceptance by the General Assembly.
- b. The General Assembly may at any time prematurely terminate the mandate of an Executive Officer via vote by secret ballot and as long as such voting was put on the agenda on time.

Article 22 THE OFFICERS AND THEIR RESPONSIBILITIES

a. Co-Chairs

1. The Co-Chairs will preside over the meetings of the General Assembly and the Board.
2. The Co-Chairs will conduct the meeting in a proper and businesslike manner consistent with these Articles of Incorporation and Internal Rules.
3. The Co-Chairs will ensure that a full and accurate record of all meetings of the General Assembly and Board is kept pursuant to Article 22. b.4.
4. The Co-Chairs will assist each other in the execution of their tasks and mutually replace each other in the case of absence.
5. The Co-Chairs will submit reports annually to the Association and its Member Organizations on the current and future activities of the Association.

b. Honorary Secretary

1. The Honorary Secretary will be responsible for coordinating the preparation of all meetings of the General Assembly and Board.
2. The Honorary Secretary will give notice of all General Assembly meetings. Notice will be provided by email to each Member Organization and to each individual delegate of the General Assembly.
3. The Honorary Secretary will give notice of all Board meetings. Notice will be provided by email to each member of the Board.
4. The Honorary Secretary will prepare an accurate record of the proceedings of all General Assembly and Board meetings. The Co-Chairs will sign the record as an accurate representation of the proceedings of the meeting. This record will be posted on the intranet of the Association and circulated to all Member Organizations of the Association and delegates as a record of a meeting of the General Assembly or the Board.

c. Honorary Treasurer

1. The Honorary Treasurer will establish and maintain a bank account or accounts in the name of the Association, which will receive all monies of the Association.
2. The Honorary Treasurer will maintain accurate records of all donations, subscriptions and other payments and all expenditure of the Association.
3. The Honorary Treasurer will submit accurate annual accounts showing the financial affairs of the Association at least annually to the Board, who shall present it together with a detailed annual budget for the following financial year to the General Assembly for approval. These accounts and budget will be recorded and appended to the record of the meeting of the General Assembly to form a permanent record.
4. The Honorary Treasurer will at the request of the General Assembly arrange for the financial records to be subject to audit.

Article 22/1 REPRESENTATION OF THE ORGANISATION

- a. Any two Executive Officers acting jointly may validly represent the Association.
- b. The Board may mandate individuals to represent the Association for specific tasks.

TITLE VI TASK FORCES

Article 23 TASK FORCES

- a. The General Assembly or Board may establish Task Forces to deal with specific issues relating to the Association.
- b. A Task Force will consist of members as defined in the Internal Rules.
- c. Task Force Chairs, Vice Chairs and Task Force Members will be proposed by the nominating committee (as defined in the Internal Rules) to the Board and appointed by the General Assembly.
- d. A Task Force will meet from time to time, as deemed necessary or desirable.
- e. A Task Force will make recommendations on their specific issue to the Board. The adoption of these recommendations will remain the decision of the General Assembly.
- f. The Task Force Chair and Vice Chair will preside over meetings of the Task Force. The Task Force Chair and Vice Chair will conduct the meeting in a proper and businesslike manner consistent with the Internal Rules. The Task Force Chair and Vice Chair will assist each other in the execution of their tasks, and mutually replace each other in case of absence.
- g. Each Task Force will nominate a Recorder who will prepare an accurate record of the proceedings at all Task Force meetings. The Task Force Chair and Vice Chair will sign the record as an accurate representation of the proceedings of the meeting. This record will be posted on the intranet of the Association as a documentation of the Task Force meeting.
- h. Recommendations and decisions of the Task Force will be decided by a consensus or, if necessary, by a simple majority vote.
- i. Each Task Force member will have voting rights and will be entitled to one vote. Voting will be by a show of hands or a roll call unless at least one of the member requests a written ballot. If a decision cannot be reached then the matter will be referred directly to the General Assembly.
- j. All Task Force members, attendees and observers must comply with the Association's Conflict of Interest Policies that are set out in the Internal Rules.

TITLE VII FUNDS AND ACCOUNTS

Article 24 FUNDS AND ACCOUNTS

- a. At the request of the General Assembly, the financial records shall be subjected to audit.
- b. The Association's financial year is the calendar year. Each year, the Board must prepare financial documents, which include the annual accounts of the previous financial year, the annual budget for the following financial year, and any other documents or filings required by law. The Board must submit the accounts and budgets for approval to the General Assembly.
- c. The Board may appropriate up to 5000 euros per financial year as discretionary spending and without General Assembly approval. Discretionary spending must be a line item in the annual budget.

TITLE VIII MISCELLANEOUS

Article 25 AMENDMENTS TO THE ARTICLES OF INCORPORATION

- a. The Articles of Incorporation may be amended, altered, repealed or added to by a resolution passed by a 2/3 majority of the votes in the General Assembly convened and conducted in accordance with Article 15.d.
- b. No amendment shall be made to these Articles of Incorporation that would be inconsistent with any national or international legislation.
- c. Any proposal for an amendment of the Articles of Incorporation needs to be circulated to all delegates, at least 30 days prior to the General Assembly meeting. Only those articles of the Articles of Incorporation that are submitted for amendment, can be amended at the General Assembly meeting.

Article 26 ANNUAL REPORT

- a. The Honorary Secretary will prepare an annual report of the activities of the Association. This report will be proposed as an Agenda item at a meeting of the General Assembly and accepted as a true record of the activities of the Association. The report will be circulated to all Member Organizations, to all Collaborating Members and to any other body requesting information on the activity of the Association.

Article 27 DISSOLUTION

- a. If the Board decides that it is necessary or advisable to dissolve the Association, it shall call a special meeting of the General Assembly respecting Article 15.b for the announcement, and stating the terms of the resolution to be proposed. If a 2/3 majority of the votes in the General Assembly confirms the proposal, then the Board shall have

power to realize any assets held by or on behalf of the Association. At the direction of the Board, any assets remaining after the satisfaction of any proper debts and liabilities shall be given or transferred to such other institutions or organizations having goals similar to the goals of the Association. A copy of the statement of accounts, or account and statement, for the final accounting period of the Association shall be sent to each Member Organization.

Article 28 TITLE AND LOGO

- a. The title and logo of the Association are protected strongly and shall be used only as directed or permitted by the Board or an agent authorized by the Board for this purpose. Changes cannot be made to the design or colour of the logo unless authorized by the General Assembly. A copy of the Association's logo is attached to the Internal Rules.