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Members' Meetings - Bylaw 3

Fourth (4) December 2025

# Members' Meetings - Bylaw 3

## Table of Contents

<b>1.</b>	<b>INTERPRETATION .....</b>	<b>3</b>
<b>2.</b>	<b>MEMBERS' MEETINGS' PROCEDURES .....</b>	<b>3</b>
<b>3.</b>	<b>WWR GENERAL ASSEMBLIES .....</b>	<b>3</b>
<b>4.</b>	<b>WWR SPECIAL ASSEMBLIES .....</b>	<b>4</b>
<b>5.</b>	<b>NOTICE FOR MEMBERS' MEETINGS .....</b>	<b>4</b>
<b>6.</b>	<b>MANDATES FOR DELEGATES AND PROXIES .....</b>	<b>4</b>
<b>7.</b>	<b>QUORUM FOR MEMBERS' MEETINGS .....</b>	<b>4</b>
<b>8.</b>	<b>SUBMISSION OF MOTIONS .....</b>	<b>5</b>
<b>9.</b>	<b>VOTING IN MEMBERS' MEETINGS .....</b>	<b>5</b>
<b>10.</b>	<b>CONDUCT OF MEMBERS' MEETINGS .....</b>	<b>5</b>
10.2.	OPENING THE MEETING .....	6
10.3.	ADOPTION OF THE AGENDA .....	6
10.4.	MINUTES OF THE PREVIOUS MEETING .....	6
10.5.	REPORTS .....	6
10.6.	SPEAKING RIGHTS .....	7
10.7.	MOTIONS & EMERGENCY MOTIONS .....	7
10.8.	PROCEDURAL MOTIONS .....	8
10.9.	RULINGS AND CHALLENGES .....	8
10.10.	CONDUCT .....	9
10.11.	ADJOURNING AND RECONVENING .....	9
10.12.	CLOSING THE MEETING .....	9
<b>11.</b>	<b>MINUTES OF THE MEETING .....</b>	<b>9</b>
<b>12.</b>	<b>WRITTEN RESOLUTIONS IN PLACE OF MEMBERS' MEETINGS .....</b>	<b>10</b>

### Amendments

<u>Date</u>	<u>Subject</u>	<u>Changes / summary</u>
17 July 2021	Approved	Major review, Board composition, name change
4 December 2025	Amended	6 Mandates for Delegates and Proxies Change of address

Adopted by a Special Assembly held on 4 December 2025.

## 1. Interpretation

- 1.1. In the event of any questions of interpretation between this Bylaw and the relevant Articles of the WWR Statutes, the wording in the Statutes shall take precedence.
- 1.2. In this Bylaw, unless the context otherwise requires, words importing the singular number shall include the plural number; and words importing the neutral gender shall include the feminine gender, the masculine gender, and any other gender to which an individual identifies; as the case may be, and vice versa.

## 2. Members' Meetings' Procedures

- 2.1. This Bylaw establishes the procedures to be followed for WWR General Assemblies and WWR Special Assemblies.
- 2.2. Members' Meetings of WWR will be conducted under Robert's Rules of Order, to which reference should be made for clarification or when no specific Bylaw has been adopted by WWR.
- 2.3. Members' Meetings may be conducted in person and/or by telephone conference or video conference, provided that all meeting participants can take a full part and exercise their respective rights in the meeting.

## 3. WWR General Assemblies

- 3.1. The date and place of the General Assembly will be decided by the Board.
- 3.2. The WWR General Assembly is held at least once in every two years for the purposes of:
  - a) determining the Strategic Plans of WWR towards achieving its aims and objectives;
  - b) Voting to receive and note the reports of the Board, Secretary General, Committees, and Working Groups;
  - c) Voting to receive and note the long-term budget forecasts for the Association's financial resources;
  - d) Appointing the auditors for the ensuing period;
  - e) Determining the amount of WWR Membership fees;
  - f) Deciding upon recommendations and motions submitted by the Board and Full Members;
  - g) Deciding upon applications for Membership and/or, if necessary, the expulsion of Members;
  - h) Where necessary, deciding upon the removal (which does not need to be for specific justifiable reasons) of a Director of WWR;
  - i) Voting to adopt the WWR Statutes or any amendments thereto;
  - j) Voting to adopt the WWR Bylaws or any amendment thereto;
  - k) Electing Elected Directors to the Board of Directors for up to four year terms of office;
  - l) Confirming the number of Director positions on the WWR Board from time to time; and
  - m) Any other business as decided by the Full Members or the Board.

In addition to any other business that may be transacted, the business of every General Assembly shall include:

- n) voting to receive and note the annual financial statements of WWR and the reports of the auditors; and
- o) voting to grant discharge to the WWR Board and to the auditors with regard to such financial statements and reports.

## 4. WWR Special Assemblies

- 4.1. A Special Assembly of WWR may be called at any time:
- a) by the Board, the President, or (in the absence of the President) the Vice-President; or
  - b) on the receipt of a written request from at least twenty percent of the Full Members of WWR.

## 5. Notice for Members' Meetings

- 5.1. At least six (6) weeks' written formal notice shall be given to each Member of any Members' meeting. This formal notice shall advise of the proposed agenda, any motions to be put to a vote, and any business to be transacted. The formal notice will include instructions on submitting motions, on delegate mandates, and on proxy voting.
- 5.2. Advance notice of each General Assembly shall be given at least four (4) months ahead of the planned meeting date. The advance notice will include instructions on submitting motions to the General Assembly.
- 5.3. No superficial error or omission in giving notice of any meeting or any adjourned Members' meeting of WWR shall invalidate such meeting or make void any proceedings taken thereat, provided that a majority of fifty percent plus one of the Full Members, forming the quorum for the Members' meeting concerned, so agree. Any Member may at any time waive notice of any such meeting and any Full Member may ratify, approve, and confirm any or all proceedings taken or had thereat.
- 5.4. For the purpose of sending notice to any Member, Director, or officer for any meeting or otherwise, the address of the Member, Director or officer shall be their last postal or email address recorded on the books of WWR.

## 6. Mandates for Delegates and Proxies

- 6.1. Each Full Member of WWR, in good standing, may mandate two (2) official delegates, one with voting rights and one without. Arrangements may be made on mandate forms for substitution of the voting rights.
- 6.2. Each Affiliate Member and each Associate Member of WWR, in good standing, may mandate one (1) official delegate without voting rights.
- 6.3. An organization that has been provisionally approved by the Board may mandate one (1) official delegate.
- 6.4. Additional observer status attendees may be permitted at the discretion of the WWR Board.
- 6.5. Mandates will be verified and accepted by the Secretary General up until twenty-four (24) hours before the start of the Members' Meeting. Mandate forms must be authorised by any two of the President, Vice President or Secretary General of the Member organization.

## 7. Quorum for Members' Meetings

- 7.1. Fifty percent plus one of the Full Members of WWR attending a meeting in person, or by video or telephone conference, will constitute a quorum.
- 7.2. Members voting by proxy or that have been approved provisionally by the Board shall not be counted towards quorum.

- 7.3. If there is no quorum at the start of a meeting, the Chair should rule that it should not proceed and should advise those present that the meeting is adjourned to a time and place agreed by the Assembly.

## 8. Submission of Motions

- 8.1. All Full Members in good standing are entitled to submit motions to be considered by the General Assembly.
- 8.2. A call for motions shall be made when advance notice of the meeting is given, at least four months prior to the meeting.
- 8.3. The Board shall acknowledge all motions and is entitled to comment and make recommendations related to motions received, where it is felt that the motion has been previously covered and appropriate action is in place. The acknowledgement, and any comment and recommendation made, will be added to the motion as received and circulated to Members prior to the General Assembly.
- 8.4. The Board is entitled to put forward motions, in its own right and on behalf of WWR Working Groups and Standing Committees, to the General Assembly. These will be submitted and handled in exactly the same way as the Full Members' motions.
- 8.5. Motion forms must be authorised by any two out of the President, Vice President or Secretary General of the Member organization.

## 9. Voting in Members' Meetings

- 9.1. Each Full Member attending a meeting shall have the right to exercise one vote.
- 9.2. A Full Member may, in writing, appoint a proxy to attend and act at a specific meeting, in the manner and to the extent authorized by the Full Member. The proxy must be a Full Member of WWR. A Full Member may only act as a proxy for one other Full Member.
- 9.3. A simple majority of the votes cast, defined as 50% of the votes plus one, by the Full Members attending shall determine the questions in general business in meetings, except where the consent of a greater number of Full Members is specifically required by the Statutes or Bylaws.
- 9.4. Motions to amend a Bylaw of WWR shall be determined by a majority of the votes cast. Motions to amend the Statutes of WWR require a two-thirds (2/3) majority of the votes cast in favour of the motion.
- 9.5. For the purpose of determining whether a majority has been obtained in any vote, an abstention shall not be treated as a vote cast; a vote which is not exercised (e.g. the Full Member entitled to exercise the vote has left the room) shall not be treated as a vote cast; and a tied equality of votes shall be considered as a refusal of the business item or motion concerned.
- 9.6. The Chair shall determine the method of voting for motions (e.g. voice vote, show of hands, roll call vote, ballot, electronic vote).

## 10. Conduct of Members' Meetings

- 10.1. Members' Meetings of WWR will be chaired by the President, or the Vice President in the absence of the President. At their sole discretion, the Chair may designate another WWR Director to Chair a portion of the meeting.

## 10.2. Opening the Meeting

- 10.2.1. The Chair will call the meeting to order, invite mandated delegates to take their seats, and declare the meeting open.
- 10.2.2. The Secretary General (or, in their absence, the Chair) will take the roll call and confirm that delegates are officially mandated to represent Full Members in good standing. At the conclusion of the roll call, the Secretary General will advise the total number of Full, Affiliate, and Associate Members including proxies and declare whether or not quorum has been achieved.
- 10.2.3. If necessary, a motion will be introduced by the Board to approve tellers or scrutinizers or any other officials or assistants necessary for the efficient conduct of the meeting, including any coverage required in the event of the absence of the Secretary General.

## 10.3. Adoption of the Agenda

- 10.3.1. The Chair will ask for a motion and a second from the Full Members that the agenda, circulated at least six (6) weeks in advance, be adopted. The order of business will follow the order as outlined in the adopted agenda.
- 10.3.2. Although the agenda may be varied by subsequent motion approved by the meeting, no subject may be discussed at the meeting that is not on the agenda as agreed or amended. The agenda can be amended at any time during the meeting subject to the approval of a procedural motion by a simple majority of those present and entitled to vote.

## 10.4. Minutes of the previous meeting

- 10.4.1. The Chair will ask for a motion and a second to accept the draft minutes, previously circulated, as an accurate record of the last meeting. The draft minutes will be taken as read, if no objection or point of issue was raised with the Secretary General within ten (10) days of the issue of the draft minutes.
- 10.4.2. The Secretary General will present:
  - a) any amendments that have been submitted in advance by Full Members and/or by the WWR Board, with a recommendation from the Board that the meeting should either approve or reject the proposed amendment to the draft minutes; and
  - b) the outcome of any court judgement on any objection raised under Article 75 of the Swiss Civil Code which requires a mandatory amendment to the draft minutes.
- 10.4.3. Only matters arising from the minutes that will not be covered by any other item on the agenda may be discussed at this point.

## 10.5. Reports

- 10.5.1. The report of the Board, including reports from Secretary General and the Working Groups and Standing Committees, should be circulated in advance with the meeting documents and will be taken as having been read. The author of each report may summarise in a few sentences the main highlights of the report. The Chair will then invite questions from the floor.
- 10.5.2. At the conclusion of all reports, the Chair will ask for a motion and a second to accept the reports as presented. This motion is only to acknowledge receipt of the reports and does not imply agreement with or acceptance of any comments or recommendations contained in any of the reports and does not bind the Board or WWR, as a legal entity, to any course of action suggested in any of the reports.

### 10.6. Speaking Rights

- 10.6.1. Only mandated delegates to the meeting, from Full Members, Affiliate Members, and Associate Members, are permitted to speak by right.
- 10.6.2. The Chair may invite someone to speak who does not have speaking rights or may acknowledge someone wishing to speak who does not have rights and allow them to do so; this is within the authority of the Chair but should be exercised sensitively.
- 10.6.3. Requests to speak from the floor should be indicated by a raised hand. The Chair will acknowledge such request, either by granting a right to address the meeting or where several people wish to speak at the same time, by indicating the order in which these contributions will be taken.
- 10.6.4. Speakers must address their remarks to the Chair and not conduct a debate with a Board Director or other meeting delegate. Speeches are only permitted where they are relevant to the current business, or to a point of order or point of information or a challenge to a ruling from the Chair.
- 10.6.5. A person who has spoken once in a discussion on a particular subject or motion may not speak again except:
  - a) to speak after an amendment moved by someone else;
  - b) to exercise the right of reply as mover of the original motion;
  - c) to move a further amendment if the motion has been amended since the person first spoke;
  - d) to move a procedural motion; or
  - e) to make a personal explanation.
- 10.6.6. The Chair may indicate time limits to speeches and has the final decision in terms of what is considered a relevant speech or a speech that has gone on too long.
- 10.6.7. Where a person who has already spoken feels their views have been misrepresented, they shall be granted the right to make a personal explanation. This must be limited to the part of the speech that they believe has been misrepresented.

### 10.7. Motions & Emergency Motions

- 10.7.1. With the exception of procedural motions, only motions submitted in writing and circulated with the meeting documents before the meeting are valid for discussion.
- 10.7.2. The Chair shall rule whether a new motion introduced from a Full Member is an emergency motion which can be introduced to the agenda by a procedural motion. Any emergency motion will address only an urgent and important item of business which has arisen since the 6 week prior circulation of the meeting papers.
- 10.7.3. Motions shall not be discussed or debated unless they have been formally moved and seconded. Only someone entitled to speak and vote at the meeting can move or second a motion or an amendment to a motion.
- 10.7.4. The mover of a motion may speak first to introduce the motion and will be allowed to conclude the discussion with a brief statement. The mover may respond to questions regarding the motion.
- 10.7.5. An amendment can be proposed which is relevant to the motion. It must have the intent and effect of modifying the motion and not negating it or proposing something unrelated or different. The Chair can rule that an amendment cannot continue to be presented if they believe these actions are the intention of the amendment.

- 10.7.6. The mover, with the approval of the seconder, can accept an amendment without further discussion or vote which has the effect of amending the motion accordingly. If the mover or seconder does not accept an amendment, it must be moved and seconded separately and then is subject to discussion and vote.
- 10.7.7. Amendments will be taken in the order they are proposed. During discussion on an amendment, discussion on the main motion is suspended.
- 10.7.8. If the amendment is adopted, then the original motion plus the amendment becomes the substantive motion. If the amendment fails, the discussion continues on the original main motion.

### **10.8. Procedural Motions**

- 10.8.1. Full Members with voting rights may make procedural motions during the meeting. The most common types are points of information and points of order:
- 10.8.2. Points of information seek clarification of the speaker and may be raised at any time if the speaker holding the floor is prepared to accept the question.
- 10.8.3. Points of order can be raised by Full Members who believe that there has been a breach of a constitutional requirement or Bylaw. The Full Member should specify the alleged breach, with a reference to the clause, Statute or Bylaw allegedly being breached.  
The Chair will rule as they see fit.
- 10.8.4. Other procedural motions that may be put are as follows:
  - a) to defer a motion - the Chair will put that motion immediately to the vote unless they feel that insufficient discussion has been allowed. If the motion to defer a motion is carried, no further discussion on the motion or any amendments and no vote on the deferred motion will be permitted. A deferred motion will appear on the agenda of the next meeting unless withdrawn by the mover;
  - b) to adjourn the meeting or the debate until a certain time;
  - c) to put a motion to the vote immediately;
  - d) to proceed to the next agenda item or to modify the agenda;
  - e) to challenge a ruling of the Chair;
  - f) that a Member be not further heard;
  - g) that a Member must leave the meeting; or
  - h) to allow a motion not submitted in time or an emergency motion to be included on the agenda.
- 10.8.5. Provided such requests are in accord with this Bylaw the Chair is obliged to suspend the current discussion no matter how close the discussion is to a vote.

### **10.9. Rulings and Challenges**

- 10.9.1. The Chair can rule on any matter relating to the conduct of the meeting, points of order, personal explanations and the construction or interpretation of the Statutes and Bylaws governing the meeting. Such a ruling shall be accepted without debate and shall be final, unless any person present and entitled to speak at the meeting successfully challenges the ruling of the Chair by the procedure outlined below.
- 10.9.2. When a Full Member challenges a ruling of the Chair, the Chair will ask if there is a second for the challenge. If the challenge is seconded, the meeting will be temporarily suspended. The Chair will hand over the chair to the most senior Board Director present at that time to continue as Chair of the meeting.

- 10.9.3. The temporary Chair will allow the Full Member proposing the challenge to give their specific reasons and will allow a limited debate of 2 or 3 speakers; in this situation the proposer may not conclude the discussion. The temporary Chair will then call for a vote for or against the challenge to be determined by simple majority.
- 10.9.4. The chair will then be handed back to the original Chair who will act upon the wishes of the meeting, either to continue with the ruling as issued or to issue a new ruling.

#### **10.10. Conduct**

- 10.10.1. When the conduct of any speaker risks disrupting the proper and efficient conduct of the meeting, the Chair or any Full Member may move that this person be no longer heard. If such a motion is carried, the person is not allowed to take any further part in that particular debate.
- 10.10.2. If the behaviour of the individual cited continues to be disruptive the Chair or any Full Member may move that this person must leave the meeting. If carried, the person in question must immediately leave the meeting and consequently loses the right to vote for the remainder of the meeting.
- 10.10.3. If the departure of the person in question reduces the number of attendees below the meeting quorum, then the procedures for an adjournment of the meeting are to be followed.

#### **10.11. Adjourning and Reconvening**

- 10.11.1. A Members' Meeting will be adjourned when:
- a) the meeting occupies more than one session;
  - b) there is no longer a quorum; or
  - c) a procedural motion to adjourn the meeting has been carried.
- 10.11.2. Upon adjournment the Chair must suspend the business under discussion and indicate when and where the meeting will be reconvened.
- 10.11.3. When a meeting is reconvened following adjournment, the Chair will follow the procedures for opening a meeting and then direct the meeting to resume its business at the point in the agenda where the meeting had been adjourned.

#### **10.12. Closing the Meeting**

The Chair will declare the meeting closed when all agenda items have been concluded. A motion to adjourn is not required.

## **11. Minutes of the meeting**

- 11.1. Draft minutes of the meeting shall be supplied to Members by the Secretary General within ten (10) days of the date of the meeting. Full Members may raise any objections to the draft minutes, with the Secretary General, within ten (10) days of receipt.
- 11.2. Pursuant to Article 75 of the Swiss Civil Code, any Full Member who has not consented to any decision of a Members' Meeting recorded in the draft minutes, which specifically appears to infringe Swiss law and/or the WWR Statutes, is entitled to challenge such a decision, in accordance with the procedures set out in Article 20 of the WWR Statutes, within one month of receipt of the draft minutes.

## 12. Written Resolutions in place of Members' Meetings

- 12.1. The WWR Board of Directors may put forward, at any time when a Members' Meeting is not in session, a written resolution to the Full Members. The Board will usually only exercise this power in cases where an urgent decision of the Full Members of WWR is needed.
- 12.2. A written resolution may deal with any matter except the following:
- a) amendments to the Statutes of WWR;
  - b) a request by a Director for indemnification by WWR;
  - c) conflict of interest issues;
  - d) the confirmation, by Members, of a contract despite any conflict of interest;
  - e) the removal of a Director; or
  - f) the appointment of an auditor.
- 12.3. The deadline date for receipt, by the WWR Secretary General, of votes cast by the Full Members shall be at least twenty-one (21) days following distribution of the written resolution.
- 12.4. A written resolution will only pass with the consent of two-thirds (2/3) of all Full Members.

[Return to Table of Contents](#)

END OF BYLAW