

BY-LAWS OF THE GLOBAL PULSE CONFEDERATION

(Proposed and approved at May 22, 2025 General Assembly)

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SECTION I: ORGANISATION

1 *Name*

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

2 *Registered Office*

The registered office is located at N2960 730th St, Menomonie, WI 54751, USA.

3 *Language*

The official language of the GPC is English.

4 *Fiscal Year*

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

5 *Purpose*

GPC is an international non-profit organization with the following purposes:

- a) Promote the production, consumption, and trade of pulses in markets around the world.
- b) Engage with national and international government bodies to advocate for harmonized, predictable, and transparent trade policies and rules.

- c) Advocate for globally standardized, science-based policies that protect human health and the environment and facilitate global pulse trade.
- d) Strengthen trade performance by developing and supporting trade contracts created by the GPC. Promote adherence to these contracts, facilitate effective dispute resolution, and enforce compliance with dispute settlement terms.
- e) Represent the pulse industry as the global apex body. Act as the unified voice for the industry in all relevant international forums and discussions.
- f) Facilitate networking opportunities, educational programs, and information sharing among members of the association. Strengthen member knowledge on industry challenges and opportunities through workshops, conferences, publications, and online resources.

6 *Accounts and Corporate Records*

A copy of the by-laws and all corporate records shall be kept at the registered office for inspection by authorized personnel.

Minutes of all general meetings, Board of Directors, Executive Committee meetings and all other committee meetings shall be recorded and maintained by the Secretary or designated representative in hard copy and/or electronic form.

Books of account and financial records shall be kept at such place and by such person or persons as designated by the Executive Committee.

SECTION II: MEMBERSHIP

7 *Classes and Categories of Members*

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

1. Voting Members, and
2. Non-Voting Members.

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

7.1 *Voting Members*

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

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

Voting Members shall also include national pulse associations and other industry associations whose organizational objectives align with the objectives of the GPC.

Membership in a national or industry association that is a member of the GPC does not confer individual membership in the GPC. Benefits of GPC membership do not extend to the individual members of a national or industry association member.

7.2 Non-Voting Members

Non-Voting Members are entitled to attend all meetings of Members and are entitled to engage in discussions addressed at these meetings but do not have a voting right.

Non-voting Members shall include:

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

8 Rights and Responsibilities of Members

8.1 Voting Members

Attendance and Voting Rights: Voting Members have the right to attend and vote at all meetings of Members.

Access to Information: Voting Members shall have access to important organizational documents, including financial reports and Annual General Meeting minutes.

Participation: Upon invitation, Voting Members have the right to participate in GPC committees, task forces, and other special interest groups.

Representation: Voting Members can stand for election to the Board of Directors and other key positions within the GPC.

8.2 Non-Voting Members

Attendance Rights: Non-Voting Members have the right to attend all meetings of Members and to participate in discussions but do not have voting rights.

Access to Resources: Non-Voting Members shall have access to selected organizational documents, publications, and other resources.

Involvement: Non-Voting Members can participate in GPC activities, events, and educational programs.

8.3 All Members

Adherence to Policies: Members must adhere to the GPC by-laws, Code of Conduct, and any other relevant policies and guidelines as published by the GPC.

Annual Dues: Members must pay annual dues in a timely manner to maintain good standing and to retain membership rights and privileges.

Promotion of Objectives: Members are expected to actively promote and support the objectives and values of the GPC.

Ethical Conduct: Members must conduct themselves ethically and professionally, upholding the integrity and reputation of the GPC.

Notification of Changes: Members must promptly notify the GPC of any changes in contact information, organizational status, or other relevant details.

Conflict of Interest Disclosure: Members must disclose any potential conflicts of interest and refrain from participating in decisions where such conflicts exist.

Engagement: Members are encouraged to engage in GPC activities, contribute to discussions, and share expertise to support the organization's mission.

Compliance: Members must comply with all legal and regulatory requirements relevant to their activities within the GPC.

9 Membership Application and Renewal

9.1 Application Process

The Membership application process for any class or category of membership shall be conducted via the application process established by the Executive Committee and approved by the Board of Directors upon recommendation of the Membership Committee. The Membership Committee shall be responsible for developing and recommending membership eligibility policies and due diligence standards. The vetting and approval of membership applications shall be delegated to the CEO in accordance with the approved policies and standards.

9.2 Annual Registration, Duration, and Membership Fees

The Board of Directors shall determine the annual membership dues for each class and category of membership. Dues amounts may vary based on membership category, class, and the size and type of the organization or individual.

Any membership registration or renewal will take effect upon full receipt of the annual membership fees. The membership shall be valid for 12 months or another specific term as agreed, from the date joined or renewed.

If membership fees have not been fully paid, Members shall have no voting rights at the Annual General Meeting, Extraordinary General Meetings and/or Board of Directors/Executive Committee Meetings (if the member is part of the Board of Directors/Executive Committee). The Secretary shall verify the membership payment status at the start of the meetings.

10 Membership Termination and Membership Lapse

10.1 Membership in the GPC is terminated when:

- a) A Member ceases to fulfill the basic requirements for membership as per Article 7.1 and/or Article 7.2.
- b) A Member decides to withdraw from membership, upon written notice filed with the Secretary. If a Member withdraws during the fiscal year, there will be no refund of any part of the membership fee.
- c) A Member fails to pay the Membership Fee within 60 days after his first registration or renewal request. Such a Member shall become a lapsed member. A lapsed Member may be reinstated or terminated upon procedures adopted by the Board of Directors.
- d) Membership in GPC can be suspended, revoked or terminated by the Board of Directors with a two-third (67%) majority vote of those present or represented at a meeting of the Board of Directors, in the following circumstances which are considered events of default that result in the Member being deemed a Defaulting Member (hereinafter referred to as a "Defaulting Member"):
 - 1. Breach of or failure or refusal by a Member to observe or comply with the by-laws of the organization or the Code of Ethics of GPC, as determined by the Board of Directors;
 - 2. Neglect or refusal by a Member to comply with any direction or order of the Board of Directors made pursuant to the by-laws;
 - 3. Making any false statement in the application for membership or in response to any question asked by the Board of Directors or any member or committee thereof when applying for membership;
 - 4. Taking any action or making any public statement or remark by a Member which, in the opinion of the Board of Directors, is derogatory to the good name or dignity of the organization or its members;
 - 5. Conviction by any court of any crime injurious to the objects or purpose of the GPC;
 - 6. Neglect or refusal by a member to carry out or abide by a GAFTA Award of Arbitration within 21 days of the issue of that Award by GAFTA or to pay any costs, fees, or expenses of the Arbitration within 21 days of being called upon by GAFTA to do so.
 - 7. Bankruptcy or insolvency of a Member, the filing against a Member of a petition in bankruptcy, the making of an authorized assignment for the benefit of creditors by a Member, the appointment of a receiver or trustee for a Member or for any assets of a Member, or the institution by or against a Member of any other type of insolvency proceeding;
 - 8. Institution by or against a Member of any formal or informal proceeding for the dissolution or liquidation of, settlement of claims or winding up of affairs of the Member.

In any of the above events of default listed in points 1 to 6, the Board of Directors may, after having given reasonable notice to the Defaulting Member of the event of default and, in the above events

of default listed in points 1 to 4, having provided the Defaulting Member with an opportunity to be heard by the Board of Directors, decide to suspend, terminate or revoke the membership of any Defaulting Member, at its sole and absolute discretion.

Where the event of default is one of the events listed in points 7 or 8, the Defaulting Member shall cease to be a member of the organization immediately upon the occurrence of such event.

The decision of the Board of Directors to suspend or revoke the membership shall include the grounds for the decision. Notification of the decision taken shall be sent to the last known email address of that Member on file with GPC headquarters. Notice of the decision shall also be provided to all other Members through the GPC website.

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

SECTION III. MEETING OF MEMBERS

11 Voting rights

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

Each individual Voting Member shall have the right to one vote. For company members, the authorized representative shall be the person designated at the time of membership or membership renewal, or as amended in writing from time to time by the authorized person within that company.

Any changes in the designated representative shall be notified to the Secretary of GPC.

Notwithstanding the above, GPC may assume that, as long as no two persons step forward as representatives for the same company, any person presenting themselves as a valid representative for voting purposes holds the authority to do so.

12 Notice of Meetings

12.1 Written notice shall be given to the Members (Voting Members and Non-Voting Members) by email and/or by general publication on the GPC website at least thirty (30) days before the meeting. The notice shall state the place, date, and time of the meeting, as well as the agenda.

Notwithstanding the above, any meeting of Members may be held at any date, time, and place with a shorter notice period than 30 days, provided a quorum of Voting Members is present or represented by a duly appointed proxy.

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

13 Annual General Assembly (AGM)

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

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

13.3 While the AGM shall primarily be held in person, it can also be conducted electronically or via conference call.

13.4 The AGM will receive updates from the Board of Directors and the Executive Committee on the operations and activities of the organization, approve the financial statements and the allocation of the organization's financial results, and approve the appointment of the members of the Board of Directors and the Auditors.

14 Extraordinary General Assembly (EGM)

14.1 Additional meetings of Members (hereinafter referred to as the "Extraordinary General Assembly" or "EGM") may be convened by the Board of Directors at any time. An EGM must also be convened by the Board of Directors if either two-thirds of the Board of Directors, or Voting Members representing one quarter of the eligible votes of GPC submit a written petition requesting an EGM.

In the latter case, the EGM shall be held no later than three (3) months from the date on which the Secretary or President received the request. If the Secretary or President fails to act upon such a request, those who have made the request may convene the EGM themselves.

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

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

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

15 Meetings of Members – Presence, Quorum, and Voting

15.1 In order for an AGM or EGM to be valid, a minimum number of Voting Members present or represented must be attained ("quorum"). The quorum for the AGM and EGM is twenty percent (20%) of the Voting Members.

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

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

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

15.4 Voting Members shall not be entitled to vote unless all dues or fees payable by that Member have been paid.

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

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

- Amendment of the by-laws;

- Dissolution of the organization.

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

16 Voting at physical meetings or electronically

16.1 At general meetings of Members organized in person, voting shall take place for each question either by a digital vote or by a show of hands unless a poll is demanded by a Voting Member. Every Voting Member shall have one vote. Unless a poll is demanded, a declaration by the President that a resolution has been carried or not carried, and an entry to that effect in the minutes of the meeting, shall be admissible as prima facie proof of the fact without proof of the number or proportion of the votes accorded in favor of or against such resolution.

The demand for a poll may be withdrawn, but if a poll is demanded and not withdrawn, the question shall be decided by a majority of votes cast by the Voting Members present in person or by proxy. Such a poll shall be conducted in the manner directed by the President, and the result of the poll shall be deemed the decision of the organization at the general meeting on the matter in question.

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

SECTION IV: BOARD OF DIRECTORS

17 Composition and Representation

17.1 Number of Directors

The Board of Directors shall consist of no more than forty-one (41) Directors, including the five (5) most recent Past Presidents. Directors must be Voting Members in good standing with the organization. Members of the Board of Directors shall serve the interests of the GPC, prioritizing the organization's goals and objectives over personal, corporate, or national interests.

17.2 Country Representation ("Two Country Rule")

There shall be a maximum of two voting Board members per country. Past Presidents are exempt from this rule, so there may be two additional voting board members from the country of the Past President(s). The GPC Young Professionals (GPCYP) member of the Board of Directors can also be exempted from the maximum two-country rule by a vote of the Board of Directors. This exception is granted by vote and is not automatic. Board members and applicants will be considered to represent the country in which they primarily reside.

17.3 Company Representation ("Two Company Rule")

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

18 Appointment and Term

Directors shall be appointed by the Voting Members at the Annual General Meeting (AGM) upon the proposal of the incumbent Board of Directors. Each Director shall serve a term of up to three (3) years, starting from the date of appointment at the AGM until the AGM held three years later. A Director may serve a maximum of two (2) consecutive terms. A Director is eligible for reappointment to the Board after being off the Board for one year following their last term. Directors rejoining the Board after one year off the Board are eligible for an additional maximum of two (2) consecutive terms.

The five (5) most recent Past Presidents of the GPC who remain Voting Members through personal membership or through their ongoing affiliation with a company that is a Voting Member shall remain ex officio voting members of the Board of Directors, provided they are still fully and actively engaged in the business of pulses. The CEO of the GPC will be an ex officio, non-voting member of the Board of Directors.

19 Appointments, Reappointments, Vacancies and Resignations

At least 61 days prior to the next AGM, the Secretary shall notify Board members with terms that are expiring at the next AGM. Board members who are eligible for a second three-year term shall have 15 calendar days to notify the Secretary if they wish to be considered for reappointment in line with the selection and approval procedure.

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

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

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

20 Powers and Duties of the Board

20.1 Governance and Oversight

20.1.1 Strategic Planning

The Board of Directors shall establish and periodically review the organization's vision and mission to ensure they accurately reflect the goals and values of the GPC. Additionally, the Board of Directors shall develop and approve long-term strategic goals and objectives for the organization. At least once every five years, the Board shall engage in a comprehensive strategic planning process, which includes a thorough evaluation of the internal and external environments, stakeholder engagement, and the development of a detailed strategic plan.

The President shall lead the annual review of the strategic plan, ensuring alignment with the organization's vision, mission, and long-term goals. Based on the outcomes of the annual review and

feedback from stakeholders, the President shall recalibrate strategic goals or measurable indicators of success as necessary.

20.1.2 Policy Development

The Board of Directors shall develop and implement policies that guide the organization's operations and governance. These policies shall be regularly reviewed and updated to ensure they remain relevant, effective, and compliant with applicable laws and regulations. All internal policies shall be available to Members.

20.1.3 By-laws Amendments

The by-laws of the GPC may be amended_

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

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

20.2 Financial Management

20.2.1 Budget Approval

The Board of Directors shall approve the annual budget, ensuring it aligns with the organization's strategic goals and objectives. The approved budget shall guide the financial planning and expenditure for the fiscal year.

20.2.2 Financial Oversight:

The Board of Directors shall ensure sound financial practices are in place and continuously monitor the financial performance of the organization. This includes regular reviews of financial statements, adherence to budgetary constraints, and ensuring financial stability.

20.2.3 Audit Approval

The Board of Directors shall approve the appointment of an external auditor to conduct an independent review of the organization's financial records. The Board shall review audit reports, address any findings or recommendations, and ensure corrective actions are implemented to maintain financial integrity and transparency.

20.3 Appointments and Removals

20.3.1 Appointments of Officers

The Board of Directors shall appoint key positions within the organization to ensure effective governance and management. These appointments include:

- The President
- The Executive Vice President
- The Treasurer
- The CEO

Appointments are made to ensure that the individuals in these roles possess the necessary skills, experience, and commitment to further the objectives of the GPC. The Board shall also ensure that these appointments are made in a transparent and fair manner.

Additionally, the Board of Directors has the authority to recommend candidates for Board positions to the Voting Members. These recommendations can be made by sitting members of the Board of Directors in addition to those suggested by the Nominations Committee.

20.3.2 Removal of Officers and Directors

In extraordinary circumstances, the Board of Directors has the authority to remove any or all members of the Executive Committee. This action may be taken under circumstances where:

- The reputation or security of the GPC is deemed to be under extreme threat.
- There is evidence of misconduct, negligence, or failure to fulfill duties.

The removal process includes:

- (i) A special hearing to consider the removal, during which the individual(s) facing removal must be given an opportunity to hear the allegations and respond.
- (ii) A confidence motion against the member(s) in question must be passed by a two-thirds (67%) majority of the Board members present or represented.
- (iii) The special hearing can be held during a regular meeting of the Board of Directors or at a special Board of Directors meeting convened for that purpose.

The Board of Directors shall also have the authority to expel a Board member from the Board of Directors for the following reasons:

- Failing to attend two (2) consecutive Board meetings.
- Using proxies for attendance at more than two (2) consecutive Board meetings.
- There is evidence of misconduct, negligence, or failure to fulfill duties.

20.4 Membership Management

20.4.1 Classes of Membership

Categories: The Board of Directors has the power to establish or change different categories of membership for both Voting and Non-Voting Members, and to determine their respective rights, privileges, and obligations.

20.4.2 Disciplinary Actions

Imposing Disciplinary Actions: The Board of Directors shall impose disciplinary actions on members and directors for conduct that is contrary to the best interests of the GPC.

Other Misconduct: The Board shall also address other forms of misconduct as deemed necessary to maintain the integrity and reputation of the GPC.

20.5 Change of Registered Office

The Board of Directors has the authority to change the location of the registered office by a two-thirds (67%) majority vote, upon a proposal made by the Executive Committee.

20.6 Selection of the Location for Annual Conventions

The Convention Committee shall evaluate potential sites for conventions and present recommendations to the Executive Committee for consideration. The recommendation of the Executive Committee on the location for upcoming conventions will then be presented to the Board of Directors for final approval.

21 Meetings of the Board

21.1 Frequency

The Board of Directors shall meet a minimum of two (2) times per year, including once at the time of the annual convention. Additional meetings may be called by the President as necessary.

Written notice of each Board meeting shall be sent to each Director at least seven (7) days prior to the meeting, including the date, time, place, and agenda for the meeting.

21.2 Quorum

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

If the quorum is not reached, the meeting shall be postponed, and a new convocation for a second meeting shall be issued to take place within thirty (30) days following the first meeting. This second meeting shall be valid irrespective of the number of Directors present or represented.

21.3 Proxy Voting

A voting member of the Board of Directors who is unable to attend in person or by electronic means may give a proxy to any other voting member of the Board of Directors (recipient of the proxy). However, the President cannot hold proxy votes due to their role in tie-breaking.

The proxy can specify that voting rights are transferred to the recipient for all issues that will arise at the meeting, or a limited proxy can be given for specific motions or topics.

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

Prior to the start of the meeting, the proxy holder must provide evidence of the valid proxies they hold. The Secretary will notify all Board members of the proxies held and indicate whether they are general or limited in scope.

21.4 Decision Making

Questions and decisions arising at any meetings shall be decided by a majority of votes of the Board of Directors present or represented (50%+1), unless a two-thirds (67%) majority is required as stated in Article 20. In case of a tie, the President or acting Chair of the meeting shall have a deciding vote. Votes shall be either digital voting or taken by raising hands to indicate assent or dissent but can be taken by ballot if requested by any member of the Board of Directors present.

22 *Unanimous Written Consent*

Decision making and board motions can be passed outside of meetings, providing there is written unanimous consent from the Board of Directors.

SECTION V: COMMITTEES

23 *Establishment and Purpose*

Formation: The Board of Directors may establish standing and ad hoc committees as necessary to fulfill the objectives of the GPC.

Purpose: Committees shall be formed to address specific areas such as finance, governance, membership, events, and other key operational and strategic areas.

23.1 Types of Committees

23.1.1 Standing Committees

Nominations Committee: Oversees the nomination process for Board and committee members.

Finance Committee: Manages financial planning, budgeting, audit and oversight.

Memberships Committee: Manages the approval of new memberships, membership categories and benefits and overseeing member value and engagement

Conventions Committee: Organizes and plans annual conventions and other key events.

23.1.2 Ad Hoc Committees

Temporary Committees: Formed to address specific issues or projects, disbanded upon completion of their objectives.

23.2 Composition and Appointment

Membership: Each committee shall consist of members appointed by the Board of Directors.

Chairpersons: Committee Chairs shall be elected by the Executive Committee and presented to the Board of Directors for formal appointment.

Terms: Members shall serve on committees for a term determined by the Board of Directors, typically three years, aligning with board terms

23.3 Meetings

23.3.1 Frequency

Regular Meetings: Committees shall meet at least quarterly or as frequently as necessary to fulfill their responsibilities. The frequency of meetings shall be determined by the Chairperson or as specified by the Board of Directors.

23.3.2 Quorum and Voting

Quorum: A quorum for committee meetings shall be a majority of the committee members unless otherwise specified.

Voting: Decisions shall be made by a majority vote of the members present. Proxy voting is permitted if authorized by the committee's charter.

23.3.3 Proxy Voting

Authorization: A voting member of a committee unable to attend may give a proxy to another voting member of the committee.

Limitations: Proxy votes cannot be held by the President or any member designated to break tie votes.

23.3.4 Minutes and Records

Documentation: Minutes of each committee meeting shall be recorded and maintained by the Secretary or a designated member of the committee.

Distribution: Minutes should be distributed to committee members in a timely manner.

23.4 Responsibilities and Reporting

Scope of Work: Each committee shall operate within the scope defined by the Board of Directors and report on its activities regularly.

Accountability: Committees are accountable to the Board of Directors and shall provide updates and reports as requested.

23.5 Dissolution

Ad Hoc Committees: Ad hoc committees shall be dissolved upon completion of their assigned tasks.

Standing Committees: Standing committees may be restructured or dissolved by the Board of Directors as necessary.

24 Nominations Committee

24.1.1 Size and Composition

The Nominations Committee shall consist of at least three members and no more than five members. The Committee shall include the President, two Past Presidents and may include up to two additional Board of Directors chosen by the President and confirmed by the Board of Directors.

24.1.2 Appointment and Term

Members of the Nominations Committee shall be appointed by the Board of Directors. Each member shall serve a term of up to three years, with the possibility of extension for an additional term of up to three years, provided the member continues to meet the criteria for Committee membership.

24.1.3 Committee Chairpersons

The Board of Directors shall appoint the Chairperson of the Nominations Committee, who shall be either the President or a Past President. In the absence of the Chairperson, the remaining members shall elect a Chair for that meeting. The President shall not chair meetings concerning the succession of the GPC Presidency.

24.1.4 Committee Duties and Responsibilities

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

The Nomination Committee will develop a list of criteria to be used in the selection of the candidate Board members and will define the selection and approval procedure to be sent to candidates. Both will be brought forward to the Board of Directors for approval.

The selection criteria shall include, but shall not be limited to:

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

The Nominations Committee shall, on a yearly basis, consider bringing forward to the Board of Directors recommendations for candidates for honorary membership to GPC, as described in article 7.2.(iii).

24.1.5 Meetings

1. Frequency

The committee shall meet at a frequency of a minimum of once per quarter.

2. Quorum

For a Nominations Committee Meeting to be valid, a quorum of seventy-five percent (75%) of members presents or represented is required, which includes at least three (3) members of the Committee. No member of the Nominations Committee shall have voting rights if they are a Lapsed Member (see Article 10(c)) or a Defaulting Member (see Article 10(d)).

3. Decision Making

Decisions shall be made by a simple majority (50%+1) of all members present. In the case of a tie, the President or acting Chair shall have the deciding vote.

25 Ad-hoc committees

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

25.2 The ad hoc requires a minimum of three and a maximum of five members to represent the committee, The CEO and at least one board member is required.

- 25.3 Ad hoc Committees will, working with the Executive Committee, develop annual work plans and deal with issues that arise within the scope of the committee's responsibility.
- 25.4 Any Member can be elected on an ad hoc Committee and each Committee shall have a Committee Chair that will convene and steer the Committee. The Committee Chair working with the CEO will ensure that the Executive Committee is kept up to date on the Committee activity and that recommendations are brought to the Executive Committee for approval.

SECTION VI: OFFICERS

26 The Executive Committee

The Executive Committee shall consist of the following members:

- **President:** Elected by the Board of Directors from among its members.
- **Executive Vice President:** Elected by the Board of Directors from among its members.
- **Treasurer:** Elected by the Board of Directors from among its members.
- **CEO:** Appointed by the Board of Directors and does not necessarily need to hold any other position within the GPC.
- **A Nominee Member:** Appointed at the discretion of the Executive Committee for a 1-year tenure. The duties, powers, rights and responsibilities of this Nominee Member shall be decided by the Executive Committee at the time of his/her appointment.

The Executive Committee carries out all day-to-day operations of the GPC. The Executive Committee is responsible for bringing issues governed by the Board of Directors to the attention of the Board.

26.1 Committee Duties and Responsibilities

The powers of the GPC Executive Committee include:

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

26.1.1 Daily management of GPC and representation towards third parties

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

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

The Executive Committee shall have the power to represent GPC vis-à-vis third parties by the joint action or signing by the President or the CEO together with one other member of the Executive Committee.

26.1.2 Banking and finance

The Executive Committee is solely responsible for all financial matters of GPC, except those specifically reserved to the Board of Directors in article 20.2.

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

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

26.1.3 Other powers entrusted to the Executive Committee in these by-laws

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

26.2 Meetings

26.2.1 Frequency

The Committee shall meet as frequently as necessary to fulfill its responsibilities. The frequency of meetings shall be determined by the President.

26.2.2 Quorum

For an Executive Committee Meeting to be valid, a quorum of seventy-five percent (75%) of members present or represented is required, which includes at least three (3) members of the Committee. No member of the Executive Committee shall have voting rights if they are a Lapsed Member (see Article 10(c)) or a Defaulting Member (see Article 10(d)).

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

26.2.3 Decision Making

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

26.2.4 Minutes

Minutes of each committee meeting shall be recorded and maintained by the Secretary or a designated member of the committee. Minutes should be distributed to committee members.

27 The President

Election and Term: The President is elected by the Board of Directors from the Board members. The term of the President is two (2) years, with the possibility for re-election for one additional term of two (2) years.

Principal Executive Officer: The President shall be the principal executive officer of the GPC and shall, in general, supervise and manage all the activities and affairs of the organization to ensure an efficient operation.

Presiding at Meetings: The President shall preside at all regular and special Member meetings of the GPC, as well as meetings of the Board of Directors and the Executive Committee. The primary role of the President in these meetings is to ensure that all opinions are heard and to work towards seeking consensus within the organization.

Supervision of the CEO: The President shall be responsible for the supervision of the CEO. On behalf of the Executive Committee, the President shall complete annual performance plans for the CEO and provide regular updates to evaluate their performance in meeting these objectives.

Committee Oversight: The President shall annually review the Committees and the positions of the elected Committee Chairs to ensure all committees are actively supporting the organization's objectives and activities. The President shall also ensure that all Committee positions are filled in a proper and professional manner.

Reporting: The President is responsible for providing detailed and timely reports to the Board of Directors on the activities of the Office of the President, the Executive Committee, and the CEO.

Contract and Agreement Authority: The President, together with any other member of the Executive Committee or designated staff, can sign contracts, agreements, or financial instruments within existing budgets and policies approved by the Board of Directors. The Board of Directors can also grant specific powers to the President to sign alone for specific matters within defined limits as determined by the Board of Directors from time to time.

Legal Representation: In consultation with the Executive Committee, the President shall have the power to represent the GPC in all civil and legal actions. The President may perform all legal acts necessary for the smooth running of the GPC.

28 The Executive Vice President

Election and Term: The Executive Vice President is elected by the Board of Directors from among its members. The term of the Executive Vice President is for two (2) years, with the possibility for re-election for one additional term of two (2) years.

Acting President: The Executive Vice President shall perform the functions of the President in the event of the President's absence, resignation, or death, or as assigned by the President.

Continuity of Duties: In the absence of the Executive Vice President, these duties shall be performed by the Treasurer to ensure the continuity of the programs and activities of the GPC.

29 Treasurer

Election and Term: The Treasurer is elected by the Board of Directors from among its members for a term of two (2) years. The maximum length of the term is limited only by the term limit for members of the Board of Directors.

Budget Preparation and Approval: The Treasurer shall annually prepare and submit a budget to the Executive Committee, which shall then submit the budget to the Board of Directors for approval. Budget approval by the Board of Directors is required prior to any expenditure.

Financial Oversight and Reporting: The Treasurer shall account for all money received and disbursed by the GPC throughout the year and provide semi-annual financial reports to the Executive Committee and the Board of Directors

Accounting Practices: The Treasurer shall ensure that recognized accounting practices are in place as per Board policy and ensure staff adherence to these policies.

Auditing: The Treasurer shall ensure that the financial records of the GPC are audited annually using the auditor selected by the Executive Committee and approved by the Board of Directors.

Fiduciary Responsibility: The Treasurer will play a leading role in ensuring the fiduciary responsibility of the organization. He/she shall develop recommendations for the Executive Committee regarding the banks, trust companies, or other financial institutions where GPC securities shall be deposited for safekeeping. These recommendations shall be decided upon by the Executive Committee.

30 The CEO and Secretary

30.1 Appointments and eligibility

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

The CEO and the Secretary do not need to be members of the GPC.

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

30.2 The CEO

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

The CEO shall manage the daily operations of the GPC by implementing decisions taken by the Board of Directors and the Executive Committee and make day-to-day decisions to ensure the efficient running of the organization.

Representation and Signing Authority: Within this power of daily management, the CEO is authorized to represent GPC vis-à-vis third parties. The CEO can sign and engage GPC:

- (i) by signing jointly together with the President or any other member of the Executive Committee
- or
- (ii) by signing alone with prior approval of the Executive Committee or the President

30.3 The Secretary

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

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

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

31 Indemnity of Officers

The members of the Executive Committee and any other officers for the time being of the GPC shall be indemnified out of the funds of the organization against all costs, charges, losses, damages and expenses which they shall respectively incur or become liable to by reason of any contract, act, deed, matter or thing which shall be made, done, entered into, or executed by them respectively on behalf of the organization and shall be reimbursed by the GPC all reasonable expenses incurred by them in or about any legal proceedings or arbitration on account of the GPC or otherwise in the execution of their respective offices except such costs, losses and expenses as shall happen through their willful neglect or default.

SECTION VII: FINANCIAL MANAGEMENT

32 Banking and Finance

Bank Accounts: The Executive Committee is responsible for opening, operating, and closing bank accounts, postal check accounts, and any other accounts with official financial institutions in the name of GPC. All bank accounts must be managed according to the banking policy approved by the Board of Directors.

Authorized Signatories: Transactions from GPC accounts shall require signatures from authorized signatories. Typically, the Treasurer and one other member of the Executive Committee (President, Executive Vice President, or CEO) must sign for financial transactions to ensure checks and balances.

Financial Authority: The Executive Committee shall set limits on financial authority for different positions within the organization, specifying who can approve expenses, make payments, and sign contracts.

Safekeeping of Securities: The securities of GPC shall be deposited for safekeeping with one or more bankers, trust companies, or other financial institutions selected by the Executive Committee. Withdrawals of securities shall be made only upon the written order of the Executive Committee, signed by authorized officers or agents in accordance with the banking policy approved by the Board of Directors.

33 Budget Approval

Budget Preparation: The Treasurer, in collaboration with the CEO and the Executive Committee, shall prepare an annual budget that aligns with the strategic goals and operational needs of the GPC.

Budget Presentation: The proposed budget shall be presented to the Board of Directors prior to the start of the fiscal year. The budget must include detailed projections of income and expenses for the upcoming year.

Approval Process: The Board of Directors must approve the budget by a majority vote before any expenditures can be authorized. Amendments to the budget during the fiscal year also require approval from the Board of Directors.

34 Audit Requirements

Annual Audits: The financial records of the GPC shall be audited annually by an independent auditor selected by the Executive Committee and approved by the Board of Directors.

Audit Report: The auditor's report shall be presented to the Executive Committee and the Board of Directors, and any significant findings must be addressed promptly.

Internal Controls: The Treasurer shall ensure that appropriate internal controls are in place to safeguard the organization's assets and ensure the accuracy of financial records. These controls include separation of duties, regular reconciliation of accounts, and periodic review of financial policies.

35 Financial Reporting

Regular Reporting: The Treasurer shall provide financial reports to the Executive Committee and the Board of Directors at least semi-annually. These reports shall include income statements, balance sheets, cash flow statements, and budget vs. actual comparisons.

Transparency: Financial statements shall be made available to Voting Members upon request, ensuring transparency and accountability within the organization.

Annual Financial Statement: At the end of each fiscal year, a comprehensive financial statement shall be prepared and presented at the Annual General Meeting (AGM) for review and approval by the Voting Members.

36 Financial Planning

Strategic Financial Planning: The Executive Committee, led by the Treasurer and CEO, shall engage in long-term financial planning to ensure the sustainability and growth of the GPC. This includes setting financial goals, forecasting future financial needs, and developing strategies to achieve these goals.

Reserves Policy: The GPC shall maintain a reserves policy to ensure financial stability. This policy will define the minimum reserve levels, conditions for using reserves, and replenishment strategies.

Investment Strategy: If applicable, the Executive Committee shall develop and oversee an investment strategy for any surplus funds, ensuring that investments align with the GPC's mission and provide reasonable returns while minimizing risk.

37 Expense Reimbursement

Reimbursement Policy: The GPC shall have a clear expense reimbursement policy outlining the types of expenses that are reimbursable, the documentation required, and the approval process. This policy must be approved by the Board of Directors.

Submission of Claims: Members, employees, and volunteers seeking reimbursement must submit claims with appropriate receipts and documentation within a specified timeframe, typically within 30 days of incurring the expense.

Approval Process: Reimbursement claims shall be reviewed and approved by the Treasurer or another authorized member of the Executive Committee before payment is issued.

SECTION VIII: AMENDMENTS TO THE BY-LAWS

38 Proposing Amendments

Amendments to these by-laws may be proposed by any member of the Board of Directors, any committee, or by a petition signed by at least 10% of the Voting Members of the GPC. Proposed amendments must be submitted in writing to the Secretary of the GPC. The submission should include the exact wording of the proposed amendment, the rationale for the amendment, and any relevant supporting documentation.

The Secretary shall present all proposed amendments to the Board of Directors for initial review. The Board may refer the proposed amendment to the By-Laws committee for further examination and recommendations.

The Secretary shall ensure that all proposed amendments, along with the Board of Directors' recommendations, are distributed to all Voting Members at least 30 days before the meeting at which the amendments will be considered. This notice may be given via email and/or publication on the GPC's official website.

39 Approval of Amendments

Amendments to the by-laws may be approved at the Annual General Meeting (AGM) or an Extraordinary General Meeting (EGM). A quorum of Voting Members must be present or represented by proxy at the meeting where the amendment is to be considered. The quorum for such meetings shall be as specified in these by-laws (e.g., 20% of Voting Members). Amendments to the by-laws require a two-thirds (67%) majority vote of the Voting Members present or represented by proxy at the meeting.

Alternatively, the Board of Directors may approve amendments to the by-laws by a two-thirds (67%) majority vote of the Board members present or represented, but such amendments are subject to confirmation or ratification at the next General Meeting of the GPC.

Amendments to the by-laws shall take effect immediately upon approval unless otherwise specified in the amendment itself. Amendments made by the Board of Directors that do not receive ratification at the next General Meeting will revert to the previous by-laws' provisions.

The Secretary shall ensure that all approved amendments are promptly incorporated into the official by-laws document. The updated by-laws shall be distributed to all members and posted on the GPC's official website.

SECTION IX: DISSOLUTION

40 Process of Dissolution

Dissolution of the GPC may be initiated by a resolution of the Board of Directors or by a petition signed by at least one-third (33%) of the Voting Members. The proposal for dissolution must be submitted in writing to the Secretary.

A resolution to dissolve the GPC must be approved by a two-thirds (67%) majority vote of the Voting Members present or represented by proxy at an Extraordinary General Meeting (EGM) specifically called for this purpose. Notice of the EGM must be given at least 60 days in advance, and the notice must include the purpose of the meeting and details of the proposed dissolution.

Upon approval of the dissolution, the Board of Directors shall notify all relevant regulatory authorities and comply with any statutory requirements for dissolution, including filing necessary documents with governmental agencies.

41 Distribution of Assets

Before any assets are distributed, the GPC shall settle all outstanding liabilities, including payment of debts, obligations to employees, and any other financial commitments.

Any remaining assets shall be distributed in a manner consistent with the purpose of the GPC and in accordance with applicable laws. The assets shall be distributed to one or more not-for-profit organizations or charitable entities that share similar goals and objectives as the GPC. The selection of such organizations shall be determined by a majority vote of the Board of Directors.

No part of the remaining assets shall be distributed to the members, directors, officers, or any private individuals, except as compensation for services rendered or as reimbursement for authorized expenses.

SECTION X: MISCELLANEOUS

42 Governing Law

42.1 Jurisdiction

These by-laws and the organization of the GPC shall be governed by and construed in accordance with the laws of the jurisdiction in which the GPC is registered, which is Wisconsin, USA.

42.2 Legal Compliance

The GPC shall operate in compliance with all applicable local, national, and international laws and regulations.

42.3 Effective Date

These by-laws shall become effective immediately upon their approval by the Voting Members as specified in the amendment procedures outlined in these by-laws. Upon becoming effective, these by-laws shall supersede any and all previous by-laws, constitutions, or other governing documents of the GPC. The Secretary shall ensure that all members are notified of the effective date of the by-laws and provided with a copy of the approved by-laws. The by-laws shall also be made available on the GPC's official website.