

Protocol for Annual General Meeting of the General Assembly of WISTA Ltd.

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Revision February 2019

The Annual General Meeting (AGM) of the General Assembly of WISTA Ltd. (WISTA) will be held approximately once each year. Not more than 15 months should elapse between the date of one AGM and that of the next. The Chairman of the AGM shall be the WISTA President. The WISTA Secretary shall be the Secretary of the AGM.

Eligibility to Attend and Vote at AGMs

1. All National WISTA Associations (NWAs) are Members of WISTA. All NWAs in good standing are eligible to attend the AGM and to vote in person, subject to paragraph 4 below. If NWA Board members cannot attend the AGM, the NWA may vote by proxy. Only individuals that are members of an NWA may attend the AGM. Non-members of an NWA may only attend with the explicit permission of the WISTA President.
2. To be in good standing, an NWA has to have as its members at least ten individuals at the management level involved in the maritime transportation business or related trades (or pay the equivalent in annual Membership fees), an elected board and a set of rules/constitution in accordance with the laws of their country. The NWA must have paid its annual Membership fees to the WISTA Treasurer not later than 1 April of each year or must have made payment arrangements satisfactory to the WISTA Treasurer.
3. If an NWA has not paid its annual Membership fees by 1 April, or otherwise made payment arrangements satisfactory to the WISTA Treasurer, it is not eligible to vote in person or by proxy at the AGM. It is the responsibility of the WISTA Treasurer to inform the WISTA President and WISTA Secretary at least two months in advance of the WISTA International Conference which NWAs are not in good standing and therefore may not vote at the AGM.
4. New NWAs, which must have 10 members to form, are eligible for voting after they have paid their annual website and Membership fees if they were officially formed prior to July 1 of that year. NWAs that officially were formed July 1 or after may only vote at the next year's AGM.

Notice of AGM

5. At least two months before the date of the AGM, the WISTA Secretary will send to all NWAs, Executive Committee (ExCo) members, and to the WISTA Company Auditor, a Notice of the AGM, giving the date, time and venue of the meeting. This Notice must be given in writing and can be communicated electronically, *e.g.*, by email, together with the supporting documents.

Proposals

6. If any NWA wishes to make a proposal to the AGM, that proposal must be received by the WISTA Secretary at least six weeks before the date of the AGM. All proposals must be made in writing and accompanied by supporting documents (if any). All proposals must be submitted by an NWA; individual members of NWAs may not make proposals. A proposal can be communicated electronically, *e.g.*, by email.

Agenda and Agenda Documents

7. At least one month before the date of the AGM, the WISTA Secretary will send to all NWAs and ExCo members the Agenda, which will comprise at least the items listed in 8. below, the documents mentioned in 9. below and any documents received in respect of any proposal mentioned in 6. above. The Agenda must be given in writing and it and the supporting documents can be communicated electronically, *e.g.*, by email.
8. Agenda Items (as a minimum)
 - Date, timeline and location of the AGM (*i.e.*, 1400 until 1730 hours, Wednesday September __, 20__ in the _____ at _____)
 - Designation of Chairman and Secretary of the AGM
 - Identification of voting members and proxies
 - Matters arising under the previous AGM's Minutes
 - President of WISTA's summary of the Annual Report and of the status reports of *Ad Hoc* and Standing committees, if applicable
 - Approval of the Annual Report, including the past year's activities
 - Approval of the Financial Statements, including the Financial Budget for the forthcoming year
 - Details of future international initiatives and projects for the next financial year for furthering the aims and objectives of WISTA as set out in the Articles of Association (Articles)
 - Recommendation and approval of Membership fees and funding of international initiatives and projects for the next financial year
 - Personality of the Year Award
 - Updates on the preparations for the forthcoming WISTA International Conference
 - Bids for and election of the WISTA International Conference venue for at least two years ahead
 - Election of the ExCo
 - Appointment of members of the Nominations Committee by ExCo, with approval at the AGM
 - Election of a Company Auditor (an accountant who is member of a body mentioned in Article 1.3 of the Articles)
 - Proposals Received
 - Any Other Business

9. Documents accompanying the Agenda

- Previous AGM's Minutes
- Annual Report, including past year's activities
- Status reports of *Ad Hoc* and Standing committees, as applicable
- Treasurer's Report
- Previous year's accounts
- Company Auditor's report (if available)
- Financial Budget for the forthcoming year
- Recommendations for Membership fees for the forthcoming year
- Details of international initiatives and projects, as well as funding, for the forthcoming year
- A list of nominations for positions received from the Nominations Committee
- The signed notices of the Nominations Committee of the person(s) put forward, together with a brief CV
- The signed confirmation of each Nominee that she is willing to serve in that position
- Formal ballot paper(s) for circulation with the Agenda papers if a secret vote must be taken
- List of nominees for Personality of the Year Award received from NWAs, along with their supporting statement

Representation at the AGM and Voting

10. Every NWA in good standing may be represented at the AGM by not more than three delegates. NWA delegates who attend the AGM should review the Agenda documents in advance and should bring copies of the Agenda and the Agenda documents to the AGM.
11. At the AGM, the three delegates from each NWA in good standing will be provided with a sign bearing the name of their NWA. NWA delegates should sit behind the sign bearing the name of their NWA.
12. Each NWA in good standing has only one vote. All NWAs in good standing are entitled to vote by proxy if their Board members are not able to attend. Voting is by a show of hands or a show of the placard bearing the name of the NWA, or by secret ballot.

Proxies

13. All proxies must be registered with the WISTA Secretary at least 24 hours before the commencement of the AGM. In order to be valid, the proxy must be signed by the President or Chairperson of the relevant NWA, or their delegate, in accordance with their governing documents, and identify the NWA appointed to be the proxy holder.
14. No NWA may hold more than one proxy at any time.

15. All decisions at the AGM shall be taken by simple majority of the votes of the NWAs present in person or by proxy, unless otherwise stated in the Articles.

Secret Ballots

16. If there is only one nominee for a position, it is not necessary to take a secret ballot vote at the AGM. If there is more than one nominee for any position, a secret ballot vote must be taken. In the case of a tie vote, a re-vote shall be taken until there is a winner.

Quorum

17. In order to transact any business at the AGM, a quorum representing not less than one-half of the NWAs in good standing must be present at the AGM in person or by proxy.
18. If no quorum is present within half an hour of the time appointed for the AGM, the meeting shall stand adjourned to such other time and place as the ExCo may determine.

Minutes

19. The WISTA Secretary will send to all NWAs the Minutes of the AGM within two months of the AGM. The Minutes may be communicated electronically.