



International Breast Cancer Paddlers Commission 5th Congress

August 27, 2026

Cinema Les Toiles du Lac

14 ave. Daniel Rops

Aix-les Bains

France

Amendment to Bylaw Definitions:

Current: "Director": means a member of the Commissions Board of Directors

Change: "Director" means the elected directors of the Board of IBCPC; President, Vice President, Secretary, and Treasurer.

Additions to the IBCPC Bylaws

1. Governance Review:

The Directors shall conduct a formal governance review at least once every three years, assessing its governance practices are fit for purpose and assist in achieving the charitable purpose, ensuring compliance.

Reason: This is currently being done annually. This formalizes this process in our bylaws.

2. Director Duties:

Directors must comply with mandatory and default duties including acting honestly, in good faith, and for the trust's benefit: avoiding conflicts; investing prudently; exercising due care and skill; and acting unanimously unless rules provide otherwise.

Reason: Formalizes responsibilities and statutory duties in our bylaws

3. Conflicts of Interest

Directors must declare any actual, potential, or perceived conflict of interest before any meeting or decision. They must record disclosures in a register and refrain from influencing discussion or votes. Significant related-party transactions must be disclosed in annual financial statements.

Reason: Good governance procedure. This formalizes this process in our bylaws.

4. Meetings and Electronic Participation

Meetings may be held electronically. Notice provisions, quorum, and secure means for decision-making (e-voting, authentication, secret ballots) will mirror in-person standards. Resolutions passed electronically carry the same force as those passed in person.

Reason: Ensures legal validity for electronic meetings and aligns with flexible meeting authority.

5. Document Retention and Record Keeping

Directors must keep core documents during their tenure and ensure at least one director retains the original afterward. Financial records must also comply with legislative requirements.

Reason: Good governance process for record retention. Formalizes this process in our bylaws

6. The trust will file an annual return, including financial statements or performance report within six months of its balance date. If operating expenditure exceeds NZ\$550,000 in two consecutive years, a review by a qualified auditor is required; if it exceeds NZ\$1.1 million, a full audit is required.

Reason: The IBCPC Trust has complied with this requirement consistently. It meets statutory annual return obligations and statutory audit thresholds. This formalizes this requirement in our bylaws.

7. Quorum for Meetings

The quorum of director's meetings is a majority of current directors. If a quorum is not present within thirty minutes of the scheduled time, the meeting is adjourned to a date and time set by the Chair.

Reason: Provides clarity and avoids invalid meetings. This formalizes this process in our bylaws.

8. Updating Trust Rules

The Charitable Trusts Register must be notified within one month if any amendments are made to the Trust Deed.

Reason: Statutory requirement to update the Register details in a timely manner. This formalizes this process in our bylaws

9. Register Information

The Charitable Trust Register must be notified of officeholder changes within one month, including changes of name and address.

Reason: Statutory requirement to update the Register details in a timely manner. This formalizes this process in our bylaws.