



International Society of Wheelchair Professionals

Bylaws

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BYLAW NUMBER ONE

A bylaw relating generally to the conduct of the affairs of the International Society of Wheelchair Professionals (ISWP) hereinafter referred to as ISWP.

SECTION 1.0 – GENERAL

1.1 Definitions

In this bylaw and all other bylaws of ISWP, unless the context otherwise requires:

- 1) “Articles” means the original or restated Articles of Incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of ISWP;
- 2) “Board” means the Board of Directors of ISWP;
- 3) “Bylaw” means this bylaw or any other bylaw of ISWP as amended and which are, from time to time, in force and effect;
- 4) “Chair” means the Director elected by the Board to be the chief spokesperson of ISWP who presides at the annual general meeting of members and at meetings of the Board;
- 5) “Executive Director” means the senior staff person appointed by the Board to manage ISWP;
- 6) “Days” means calendar days
- 7) “Director” means a Director of the Board of ISWP;
- 8) “ISWP” means the International Society of Wheelchair Professionals;
- 9) “Meeting of members” means the annual general meeting of members or a special meeting of members;
- 10) “Officer” means a Director elected, or in the case of the Executive Director, a staff person appointed by the Board, to perform specific duties;
- 11) “Ordinary resolution” means a resolution passed by a majority of the votes cast on that resolution;
- 12) “PaNPCL” means Pennsylvania Nonprofit Corporation Law of 1988 including any regulations made pursuant to the PaNPCL, and any statute or regulations that may be substituted, as amended from time to time;
- 13) “Regulations” means the regulations made under the PaNPCL, as amended, restated or in effect from time to time;
- 14) “Secretary-Treasurer” means the Officer elected by the Board to, among other things, have the custody of the corporate seal and of all funds and securities and keep full and accurate accounts of receipt and disbursements in books belonging to ISWP;
- 15) “Special resolution” means a resolution passed by a majority of not less than two-thirds of the votes cast on that resolution;
- 16) “Vice-Chair” means the Officer elected by the Board to, in the absence or disability of the Chair, perform the duties and exercise the powers of the Chair and perform such other duties as shall from time to time be requested by the Board.

1.2 Interpretation

- 1) In the interpretation of this bylaw, words in the singular include the plural and vice-versa, words in one gender include all genders, and “person” includes an individual, body corporate, partnership, trust and unincorporated organization.
- 2) Other than as specified in 1.1 above, words and expressions defined in the PaNPCL have the same meanings when used in these bylaws.

1.3 Invalidity of any provisions of this bylaw

- 1) The invalidity or unenforceability of any provision of this bylaw shall not affect the validity or enforceability of the remaining provisions of this bylaw.

1.4 Corporate Seal

- 1) ISWP may have a corporate seal in the form approved from time to time by the Board. If a corporate seal is approved by the Board, the Secretary-Treasurer of ISWP shall be the custodian of the corporate seal.

1.5 Execution of Documents

- 1) Contracts, documents, or any instruments in writing requiring the signature of ISWP, shall be signed by any two Officers or by the Executive Director, if one is appointed, and any one Officer. Documents and instruments in writing so signed shall be binding upon ISWP without any further authorization or formality. The Officers shall have power from time to time, contingent upon Board approval, to appoint a member or members on behalf of the organization to sign specific contracts, documents and instruments in writing.

SECTION 2.0 - MEMBERSHIP

2.1 Membership Classes

- 1) Subject to the articles, there shall be two classes of members in ISWP, namely:
 - a) Individual Members
 - b) Organizational Members
- 2) Members shall be admitted in such manner as may be prescribed by the Board.
- 3) The Board of Directors of ISWP shall, by ordinary resolution, confirm the admission of the members of ISWP.

2.2 Eligibility of Organizational Members

- 1) Relevant public and private organizations with an interest in the assistive technologies sector are eligible for membership. These include, but are not limited to:
 - Relevant public sector departments and agencies
 - Non-governmental organizations working in the assistive technologies sector
 - Professional associations in related fields
 - Charitable organizations and Social Enterprise hybrids that provide wheelchairs
 - Corporations, Social Enterprises and Charities that manufacture or service wheelchairs and related products
 - Training institutes

2.3 Rights of Organizational Members

- 1) The term of membership of an Organizational Member shall be annual, subject to renewal in accordance with the policies of ISWP.
- 2) Each Organizational Member is entitled to receive notice of, attend and vote at all meetings of members, and each such Organizational Member shall be entitled to one (1) vote at such meetings.
- 3) Each Organizational Member shall duly name a person to act as representative on its behalf at all meetings of members (hereinafter called the "Representative").
- 4) Each Representative at the time of such designation and throughout such term shall be a director, officer or senior manager of an Organizational member.
- 5) If a Representative ceases to be a director, an officer, or a senior manager of an Organizational member, the member shall designate a new authorized representative to act as a representative on its behalf.
- 6) In the event that its Representative cannot be present at any meeting of members, an Organizational member may appoint another person (hereinafter called the "Alternate Representative") to act on its behalf at such meeting.
- 7) The Alternate Representative shall be a director, officer or senior manager of an Organizational member.

2.4 Eligibility of Individual Members

- 1) The following are eligible to become Individual Members:
 - Wheelchair Users, Families, Care Providers and Guardians
 - Employees of Organizational Members
 - Individuals with an interest in and commitment to the sector

2.5 Rights of Individual Members

- 1) The term of membership of an Individual Member shall be annual, subject to renewal in accordance with the policies of ISWP.
- 2) Each Individual Member is entitled to receive notice of, attend and vote at all meetings of members and each such Individual Member shall be entitled to one (1) vote at such meetings.

2.6 Notice of Meeting of Members

- 1) Notice by mail or electronic means for a meeting of members shall be sent at least thirty days prior to the meeting to all members. Where letter ballots are anticipated, an additional thirty days shall be required. Meetings may be held in person, a combination of in person/virtually (depending on members' accessibility) or entirely virtually.

2.7 Mail-in or Electronic Ballots

- 1) Whenever required by these bylaws, or at option of the Board, Members may vote by mailed-in or electronic ballot if ISWP has a system that:
 - a) enables the votes to be gathered in a manner that permits their subsequent verification, and
 - b) permits the tallied votes to be presented to ISWP without it being possible for ISWP to identify how each member voted.

2.8 Amendments to Eligibility and Rights of Members

- 1) A special resolution of the members is required to make any amendments to section 2.0 of the bylaws if those amendments affect membership rights.

SECTION 3.0 - MEMBERSHIP FEES, TERMINATION AND DISCIPLINE

3.1 Membership Fees

- 1) Members shall be notified in writing of the membership fees payable by them and, if any are not paid within sixty days after the membership renewal date, the members shall be declared in default and subject to late fees in addition to the outstanding membership fees. If the outstanding membership fees are not paid within ninety days after the membership renewal date, the members shall cease to be members.

3.2 Termination of Membership

- 1) A membership in ISWP is terminated when:
 - a) the member ceases operations;
 - b) the member fails to maintain qualifications for membership described in Section 2 of these bylaws;
 - c) the member resigns by delivering a written resignation to ISWP in which case such resignation shall be effective on the date specified in the resignation;
 - d) the member is expelled in accordance with Section 3. 3 below or is otherwise terminated in accordance with the Articles or these bylaws;
 - e) the member's term of membership expires; or
 - f) ISWP is liquidated or dissolved.
- 2) Upon any termination of membership, the rights of the member, including any rights in the property of ISWP, automatically cease to exist.

3.3 Discipline

- 1) The Board, may expel, suspend, or reprimand a member for:
 - a) engaging in activities that violate any provision of the articles, bylaws, or written policies of ISWP; or
 - b) any conduct which may be detrimental to ISWP as determined by the Board in its sole discretion.
- 2) In the event that the Board determines that a member should be expelled or suspended from membership in ISWP, the Chair, or such other Officer as may be designated by the Board, shall notify the member and provide an opportunity for the member to make a written submission to the Board in accordance with ISWP's discipline policies and procedures before the Board makes a final decision.

SECTION 4.0 - MEETINGS OF THE MEMBERS

4.1 Persons Entitled to be Present

- 1) The only persons entitled to be present at a meeting of members shall be those entitled to vote at the meeting, the Directors and the public accountant of ISWP and such other persons who are entitled or required under any provision of the PaNPCL, articles or bylaws of ISWP to be present at the meeting. Any other person may be admitted only on the invitation of the chair of the meeting or by ordinary resolution of the members.

4.2 Quorum

- 1) The quorum for all meetings of members shall be 10% of the membership and a minimum of twenty-five (25) members present at the meeting.

4.3 Votes to Govern

- 1) Except as otherwise provided for by the PaNPCL, questions shall be decided by a simple majority of those voting. In case of an equality of votes either on a show of hands or on a ballot or on the results of electronic voting, the chair of the meeting in addition to an original vote shall have a second or casting vote.
- 2) Any vote at a meeting of members may be held, in accordance with the policies of ISWP entirely by means of a telephonic, an electronic or other communication facility, if ISWP makes available such a communication facility.

4.4 Chair of the Meeting

- 1) In the event that the Chair and the Vice-Chair are absent, the Directors shall choose a Director to chair the meeting.

4.5 Rules

- 1) ISWP shall develop meeting rules from time to time so long as they are not inconsistent with these bylaws and any special rules of order ISWP may adopt.

4.6 Amendments to Manner of Giving Notice

- 1) A special resolution of the Members is required to make any amendment to the bylaws of ISWP to change the manner of giving notice to Members.

SECTION 5.0 - BOARD OF DIRECTORS

5.1 Composition

- 1) The property and business of ISWP shall be managed by a gender-balanced Board of not less than ten (10) and not more than fifteen (15) Directors, ideally comprising:
 - Two (2) directors representing wheelchair service practitioners including, but not limited to, clinicians, technicians, occupational therapists, physiotherapists, prosthetists, orthotists and other healthcare providers
 - Two (2) directors representing wheelchair manufacturers and suppliers

- Two (2) directors representing academia and researchers
 - Four (4) directors representing relevant not for profit associations or social enterprises
 - No less than three (3) directors who are wheelchair users
 - No less than two (2) directors who are parents, guardians or care providers for wheelchair users
- 2) The Board membership shall ideally reflect a balance of directors from the 6 WHO regions, including: Africa, the Americas, South-East Asia, Europe, the Eastern Mediterranean, and the Western Pacific Region.
 - 3) Each Director shall have one vote on the Board.

5.2 Election and Term

- 1) Subject to these bylaws and the articles, any person may be nominated in accordance with the rules and regulations established by the Board from time to time and elected by the Members. Directors shall be elected for a term expiring not later than three years following their election.
- 2) At the end of their term, Directors may stand for, and be re-elected by the Members to one additional term, as the case may be, to a maximum of six consecutive years, accordingly.
- 3) The Board may permit former Directors to stand for re-election should it not be possible to fill vacant Board positions with suitable nominees provided that they have not exercised the office of Director for a minimum of three years following the end of their most recent term.

5.3 Vacancy in Office

- 1) The Board, by ordinary resolution, may fill a vacancy among the Directors, except a vacancy resulting from an increase in the number of the minimum or maximum number of Directors provided for in the articles or a failure to elect the number or minimum number of Directors provided for in the articles. A Director appointed or elected to fill a vacancy holds office for the unexpired term of the Director's predecessor.

5.4 Directors – Ceasing to Hold Office

- 1) The office of a Director shall be automatically vacated:
 - a) if a Director resigns the office by delivering a written resignation to the Chair of ISWP;
 - b) if a Director is found by a court to be of unsound mind;
 - c) if a Director becomes bankrupt;
 - d) if, at a special meeting of members, a resolution is passed by special resolution of the members present at the meeting that a director be removed from office; or
 - e) on death.

SECTION 6 - MEETINGS OF THE BOARD

6.1 Time and Place

- 1) There shall be at least four meetings per year of the Board. Meetings of the Board may be held at any time and place as determined by the Chair, or in the absence of the Chair, by the Vice-Chair, or within two months following a request for a Board meeting by any three Directors.

6.2 Quorum

- 1) A simple majority of Directors shall constitute a quorum.

6.3 Notice of Meeting

- 1) Notice of the time and place for the holding of a meeting of the Board shall be given to every Director by mail or other electronic means not less than four weeks before the time when the meeting is to be held.

- 2) Notice of a meeting shall not be necessary if all of the Directors are present, and none objects to the holding of the meeting, or if those absent have waived notice of or have otherwise signified their consent to the holding of such meeting.
- 3) Notice of an adjourned meeting is not required if the time and place of the adjourned meeting is announced at the original meeting.
- 4) Unless the bylaw otherwise provides, no notice of meeting needs to specify the purpose or the business to be transacted at the meeting except that a notice of meeting of Directors shall specify any matter referred to in the PaNPCL that is to be dealt with at the meeting.

6.4 Votes to Govern

- 1) At all meetings of the Board, every question shall be decided by ordinary resolution, unless otherwise required by ISWP's bylaws. In case of an equality of votes, the chair of the meeting in addition to an original vote shall have a second or casting vote.

6.5 Remuneration

- 1) Directors and Officers, except for the Executive Director, shall serve as such without remuneration and no Director or Officer shall directly or indirectly receive any profit from the position as such, provided that a Director or Officer may be reimbursed reasonable expenses incurred in the performance of 'Director' or 'Officer' duties.

SECTION 7.0 - OFFICERS

7.1 Description of Officers

- 1) The Board shall elect from among themselves the Officers of ISWP: the Chair, the Vice-Chair, and the Secretary-Treasurer. The Executive Director shall be appointed by the Board if one is to be appointed.

7.2 Duties of Officers

- 1) The Chair shall, among other things, preside at the annual meeting of members and at meetings of the Board.
- 2) The Vice-Chair shall, in the absence or disability of the Chair, perform the duties and exercise the powers of the Chair and shall perform such other duties as shall from time to time be requested by the Board.
- 3) The Secretary-Treasurer shall have the custody of the corporate seal and of all funds and securities. The Secretary-Treasurer shall also perform such other duties as may from time to time be determined by the Board.
- 4) The Executive Director or other title as the Board may determine from time to time if one is appointed, shall be the chief staff person of ISWP and shall be responsible for managing the day-to-day operation of ISWP. The Executive Director shall attend meetings of the Board in a non-voting capacity and subject to the authority of the Board, have general supervision of the affairs of ISWP.
- 5) The powers and duties of all other Officers of ISWP shall be such as the terms of their engagement call for or the Board or Chair requires of them. The Board may, from time to time and subject to the PaNPCL, vary, add to or limit the powers and duties of any Officer.

7.3 Term

- 1) Officers, except for the Executive Director who will serve at the pleasure of the Board, shall serve from the date of their election, and until their successors are elected as follows: the Chair, Vice-Chair, and the Secretary-Treasurer may serve up to three consecutive two-year renewable terms.
- 2) An Officer shall cease to be an Officer if removed by special resolution of the Board.

SECTION 8.0 - COMMITTEES, CHAPTERS, AND ASSOCIATES

8.1 Committees

- 1) The Board may from time to time appoint any committee, council, or other advisory body, as it deems necessary or appropriate for such purposes and powers as the Board shall see fit.
- 2) Any committee member may be removed by ordinary resolution of the Board of Directors.
- 3) The Board, at its discretion, may dissolve any committee, council, or other advisory body, as it deems necessary or sees fit.

8.2 Chapters

- 1) Chapters of ISWP may be established by ordinary resolution of the ISWP Board further to the receipt of petitions from groups of members in accordance with ISWP's policies and procedures.
- 2) The ISWP Board of Directors may, at any time withdraw recognition of any Chapter.

8.3 Associates

- 1) The ISWP Board may accept as Associates individuals, including students, and organizations with an interest in receiving information from the association.
- 2) The Board shall have the right to determine the conditions required to be eligible to become an Associate.
- 3) Individuals and organizations approved as Associates are entitled to receive information as determined by the Board; however, they are not members and do not have the rights of a member.
- 4) Associates shall not have the right to attend meetings of members unless the Board determines otherwise.
- 5) The ISWP Board of directors may, at any time terminate the Associate status of any individual or organization.
- 6) The ISWP Board of directors may, at any time cancel the Associate category.

SECTION 9 - FINANCES

9.1 Financial Year End

- 1) The financial year end of ISWP shall be December 31 or as otherwise determined by the Board.

9.2 Banking Arrangements

- 1) The banking business of ISWP shall be transacted at such bank, trust company or other firm or corporation carrying on a banking business as the Board of Directors may designate, appoint or authorize from time to time by ordinary resolution. The banking business or any part of it shall be transacted by an Officer or Officers of ISWP and/or other persons as the Board of Directors may by ordinary resolution from time to time designate, direct, or authorize.

9.3 Annual Financial Statements

- 1) ISWP shall publish the annual financial statements on the members' section of ISWP website.

SECTION 10 - METHOD OF GIVING NOTICE

10.1 Method of Giving Notice

- 1) Any notice (which term includes any communication or document) to be given (which term includes sent, delivered or served), other than notice of a meeting of members or a meeting of the Board of Directors, pursuant to the PaNPCL, the bylaws or otherwise to a member, Director, Officer or member of a committee of the Board or to the public accountant shall be sufficiently given:
 - a) if delivered personally to the person to whom it is to be given or if delivered to such person's address as shown in the records of ISWP or in the case of notice to a Director to the latest address as shown in the last notice that was sent by ISWP; or
 - b) if mailed to such person at such person's recorded address by prepaid ordinary or air mail; or
 - c) if sent to such person by telephonic, electronic or other communication facility at such person's recorded address for that purpose; or
 - d) if provided in the form of an electronic document in accordance with the PaNPCL.
- 2) A notice so delivered shall be deemed to have been given when it is delivered personally or to the recorded address as aforesaid; a notice so mailed shall be deemed to have been given when deposited in a post office or public letter box; and a notice so sent by any means of transmitted or recorded communication shall be deemed to have been given when dispatched or delivered to the appropriate communication company or agency or its representative for dispatch.
- 3) The Secretary-Treasurer may change, or cause to be changed, the recorded address of any member, Director, Officer, public accountant or member of a committee of the Board in accordance with any information believed by the Secretary-Treasurer to be reliable. The declaration by the Secretary-Treasurer that notice has been given pursuant to this bylaw shall be sufficient and conclusive evidence of the giving of such notice. The signature of any Director or Officer of ISWP to any notice or other document to be given by ISWP may be written, stamped, typewritten or printed or partly written, stamped, typewritten or printed.

10.2 Omissions and Errors

- 1) The accidental omission to give any notice to any member, Director, Officer, member of a committee of the Board or public accountant, or the non-receipt of any notice by any such person where ISWP has provided notice in accordance with the bylaws or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

SECTION 11 – DISPUTE RESOLUTION

11.1 Dispute Resolution

- 1) In the event that a dispute or controversy among members, Directors, Officers, committee members, employees or volunteers of ISWP arising out of or related to the articles or bylaws, or out of any aspect of the operations of ISWP is not resolved in private meetings between the parties, then without prejudice to or in any other way derogating from the rights of the members, Directors, Officers, committee members, employees or volunteers of ISWP as set out in the Articles, bylaws or the PaNPCL, and as an alternative to such person instituting a law suit or legal action, such dispute or controversy may be settled by a process of dispute resolution which may include alternative dispute resolution, mediation and arbitration as may be determined by the Board.

SECTION 12 – AMENDMENTS

12.1 – Bylaws

- 1) Unless the Articles, the bylaws or a unanimous resolution by the Members otherwise provides, the Board may, by ordinary resolution, make, amend or repeal any bylaws that regulate the activities or affairs of ISWP.

SECTION 13 - EFFECTIVE DATE

Subject to matters requiring a special resolution, this bylaw shall be effective when made by the Board.

CERTIFIED to be bylaw No. 1 of ISWP, as enacted by the Directors of ISWP by ordinary resolution on the _____ day of _____, 20____ and confirmed by the members of ISWP by special resolution on the _____ day of _____, 20____.

Dated as of the _____ day of _____, 20____.

[Indicate name of Director/Officer]

SECTION 14 – SUMMARY OF AMENDMENTS

June 14, 2021: Changed definition of organizational members

From:

2.2 Eligibility of Organizational Members

1) Relevant public and private organizations with an interest in the assistive technologies sector are eligible for membership. These include, but are not limited to:

- Relevant public sector departments and agencies
- Non-governmental organizations working in the assistive technologies sector
- Professional associations in related fields
- Charitable organizations that provide wheelchairs
- Corporations that manufacture or service wheelchairs and related products
- Training institutes

To:

1) Relevant public and private organizations with an interest in the assistive technologies sector are eligible for membership. These include, but are not limited to:

- Relevant public sector departments and agencies
- Non-governmental organizations working in the assistive technologies sector
- Professional associations in related fields
- Charitable organizations and social enterprise hybrids that provide wheelchairs
- Corporations, Social enterprises and Charities that manufacture or service wheelchairs and related products
- Training institutes

February 13, 2023: Changed the number of Board members from not less than ten (10) and not more than eighteen (18) Directors to not less than 10 and not more than fifteen (15) Directors; and remove One (1) director for each Council (Certification, Accreditation, and Chapters).

December 5, 2023: Expanded the definition of “wheelchair service providers” to include prosthetists, orthotists, seating practitioners and other providers.

From: Two (2) directors representing wheelchair service providers (clinicians, technicians, occupational therapists, physiotherapists)

To: Two (2) directors representing wheelchair service practitioners, including, but not limited to, clinicians, technicians, occupational therapists, physiotherapists, prosthetists, orthotists, and other healthcare providers.

March 5, 2024: Amended the wording in paragraph 5.1 to be less restrictive due to the nature of the nominations received for election in 2024.

From: The property and business of ISWP shall be managed by a gender-balanced Board of not less than ten (10) and not more than fifteen (15) Directors, comprising:

Two (2) directors representing wheelchair service practitioners including, but not limited to, clinicians, technicians, occupational therapists, physiotherapists, prosthetists, orthotists and other healthcare providers

- Two (2) directors representing wheelchair manufacturers and suppliers
- Two (2) directors representing academia and researchers
- Four (4) directors representing relevant not for profit associations or social enterprises
- No less than three (3) directors who are wheelchair users
- No less than two (2) directors who are parents, guardians or care providers for wheelchair users

The Board membership shall reflect a balance of directors from the 6 WHO regions, including: Africa, the Americas, South-East Asia, Europe, the Eastern Mediterranean, and the Western Pacific Region.

To: The property and business of ISWP shall ideally be managed by a gender-balanced Board of not less than ten (10) and not more than fifteen (15) Directors, **ideally** comprising:

Two (2) directors representing wheelchair service practitioners including, but not limited to, clinicians, technicians, occupational therapists, physiotherapists, prosthetists, orthotists and other healthcare providers

- Two (2) directors representing wheelchair manufacturers and suppliers
- Two (2) directors representing academia and researchers
- Four (4) directors representing relevant not for profit associations or social enterprises
- No less than three (3) directors who are wheelchair users
- No less than two (2) directors who are parents, guardians or care providers for wheelchair users

The Board membership shall **ideally** reflect a balance of directors from the 6 WHO regions, including: Africa, the Americas, South-East Asia, Europe, the Eastern Mediterranean, and the Western Pacific Region.