

**Inclusion**  
international



# **Articles of Association**

OF  
INCLUSION INTERNATIONAL

Effective 30 March 2017

**The Companies Act 2006**  
**Company Limited by Guarantee and not having a Share Capital**  
Incorporated 12th March, 2004  
No. 5072000

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# Articles of Association

## 1. Name

The company's name is Inclusion International (and in this document it is called "the Charity").

## 2. Interpretation

In these articles:

**"the Charity"** means the company intended to be regulated by these Articles.

**"Charities Acts"** means the Charities Acts 1992, 2006 and 2011 and all other statutory provisions affecting charities in force from time to time insofar as they apply to the Charity.

**"the Companies Act"** means the Companies Act 2006 including any statutory modification or re-enactment thereof for the time being in force.

**"Articles"** means these Articles of Association of the Charity.

**"clear days"** in relation to the period of a notice means the period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect.

**"committee"** means a committee appointed by the Officers in accordance with these Articles.

**"executed"** includes any mode of execution.

**"Membership Committee"** means the committee responsible for reviewing new membership applications. The committee will operate subject to the terms of reference agreed by the Council. The initial terms of reference will be as contained in the Report to the Assembly dated September 2016 and agreed by Assembly on 26 October 2016.

**"office"** means the registered office of the Charity.

**"the seal"** means the common seal of the Charity if it has one.

**"secretary"** means the secretary of the Charity or any other person appointed to perform the duties of the secretary of the Charity, including a joint, assistant or deputy secretary.

**"Statement of Unity"** means the Statement of Unity for the Charity's members

highlighting the Charity's shared goals and explaining what the Charity does and what it means when they become a member, as contained in the Report to the Assembly dated September 2016 and agreed by Assembly on 26 October 2016, as amended from time to time.

**"Officers"** means the officers specified in Article 16.1, who are the board of directors of the Charity, and "Officer" has a corresponding meaning.

**"Council"** means the persons listed in Article 10.2, who are the Company members, and **"Councillor"** and **"Councillors"** have a corresponding meaning.

and other words or expressions contained in these Articles shall, unless the context requires otherwise, bear the same meaning as in the Companies Act.

### **3. Registered Office**

The Charity's registered office is to be situated in England or Wales.

### **4. Objects**

The Charity's objects ("the Objects") are to advance the relief of persons with intellectual disability, without regard to nationality, race or creed, by securing on their behalf from all possible sources, the provision of residential, educational training, employment and support services.

### **5. Powers**

5.1 In addition to any other powers it may have, the Charity has the following powers in order to further the Objects (but not for any other purpose):

- (a) to create a common bond of understanding among people with intellectual disability, parents, families and friends of persons with intellectual disability and others affected by intellectual disability throughout the world.
- (b) to promote the interests of persons with intellectual disability and their families by bringing about cooperation among organizations representing and/or supporting them.
- (c) to lobby international agencies, including the UN, to ensure that the rights of people with intellectual disabilities are included in all policies, directives and conventions.
- (d) to support the development of member organizations of parents and self-advocates.
- (e) to collect and disseminate information on all aspects of intellectual disability.

- (f) to organise meetings and conferences to exchange information, ideas and experiences.
- (g) to develop “solidarity” between member organizations.
- (h) to raise funds.
- (i) to buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use.
- (j) to sell, lease or otherwise dispose of all or any part of the property belonging to the Charity.
- (k) to borrow money and to charge the whole or any part of the property belonging to the Charity as security for repayment of the money borrowed.
- (l) to provide guarantees and indemnities in favour of and in respect of any person, company or charity and to give security in support of such guarantees and indemnities.
- (m) to co-operate with other international organizations, charities, voluntary bodies and statutory authorities and to exchange information and advice with them.
- (n) to establish or support any charitable trusts, associations or institutions formed for any of the charitable purposes included in the Objects.
- (o) to acquire, merge with or to enter into any partnership or joint venture arrangement with any other charity formed for any of the Objects.
- (p) to set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves.
- (q) to employ and remunerate such staff as the Charity considers expedient for carrying out its work.
- (r) to:
  - (i) deposit or invest funds
  - (ii) employ a professional fund-manager, and
  - (iii) arrange for the investments or other property of the Charity to be held in the name of a nominee in the same manner and subject to the same conditions as the trustees of a trust are permitted to do by the Trustee Act 2000.
- (s) to obtain indemnity insurance for the directors (herein referred to as 'Officers', and 'Officer' shall have a corresponding meaning) or any other

officer of the Charity in accordance with, and subject to the conditions in the Charities Acts.

- (t) to pay out of the funds of the Charity the costs of forming the Charity as a company.
- (u) to do all such other lawful things as are necessary for the achievement of the Objects.

## **6. General Rules**

- 6.1 The income and property of the Charity shall be applied solely towards the promotion of the Objects.
- 6.2
  - (a) An Officer is entitled to be reimbursed from the property of the Charity or may pay out of such property reasonable expenses properly incurred by him or her when acting on behalf of the Charity.
  - (b) An Officer may benefit from trustee indemnity insurance cover purchased at the Charity's expense in accordance with, and subject to the conditions in, the Charities Acts.
- 6.3 None of the income or property of the Charity may be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to any member of the Charity. This does not prevent a member who is not also an Officer receiving:
  - (a) a benefit from the Charity in the capacity of a beneficiary of the Charity.
  - (b) reasonable and proper remuneration for any goods or services supplied to the Charity.
- 6.4 No Officer may:
  - (a) buy any goods or services from the Charity;
  - (b) sell goods, services, or any interest in land to the Charity;
  - (c) be employed by, or receive any remuneration from the Charity;
  - (d) receive any other financial benefit from the Charity; unless:
    - (i) the payment is permitted by Article 6.5 and the Officers follow the procedure and observe the conditions set out in Article 6.6, or
    - (ii) the Officers obtain the prior written approval of the Commission and fully comply with any procedures it prescribes.

- 6.5 (a) An Officer may receive a benefit from the Charity in the capacity of a beneficiary of the Charity.
- (b) An Officer may receive interest on money lent to the Charity at a reasonable and proper rate.
- (c) A company of which an Officer is a member may receive fees remuneration or other benefit in money or money's worth provided that the shares of the company are listed on a recognised stock exchange and the Officer holds no more than 1% of the issued capital of that company.
- (d) An Officer may receive rent for premises let by the Officer to the Charity if the amount of the rent and the other terms of the lease are reasonable and proper.
- 6.6 (a) The Charity and its Officers may only rely upon the authority provided by Article 6.5 if each of the following conditions is satisfied:
- (i) The remuneration or other sums paid to the Officer do not exceed an amount that is reasonable in all the circumstances.
- (ii) The Officer is absent from the part of any meeting at which there is discussion of: his or her employment or remuneration, or any matter concerning the contract; or his or her performance in the employment, or his or her performance of the contract; or any proposal to enter into any other contract or arrangement with him or her or to confer any benefit upon him or her that would be permitted under Article 6.5; or any other matter relating to a payment or the conferring of any benefit permitted by Article 6.5.
- (iii) The Officer declares his or her interest and does not vote on any such matter and is not to be counted when calculating whether a quorum of Officers is present at the meeting and such declaration is recorded in the minutes of the meeting.
- (iv) The other Officers are satisfied that it is in the interests of the Charity to employ or to contract with that Officer rather than with someone who is not an Officer. In reaching that decision the Officers must balance the advantage of employing an Officer against the disadvantages of doing so (especially the loss of the Officer's services as a result of dealing with the Officer's conflict of interest).
- (v) The reason for their decision is recorded by the Officers in the minute book.
- (vi) A majority of the Officers then in office has received no such payments.

- (b) The employment or remuneration of an Officer includes the engagement or remuneration of any firm or company in which the Officer is:
  - (i) a partner
  - (ii) an employee
  - (iii) a consultant
  - (iv) a director, or
  - (v) a shareholder, unless the shares of the company are listed on a recognised stock exchange and the Officer holds less than 1% of the issued capital.

6.7 In Articles 6.2 to 6.6:

- (a) "Charity" shall include any company in which the Charity: holds more than 50% of the shares; or controls more than 50% of the voting rights attached to the shares; or has the right to appoint one or more directors to the Board of the company
- (b) "Officer" shall include any child, parent, grandchild, grandparent, brother, sister or spouse of the Officer or any person living with the Officer as his or her partner.

## **7. Members Liability**

The liability of the members is limited as provided by Article 8.

## **8. Dissolution of the Charity**

Every member promises, if the Charity is dissolved while he or she is a member or within twelve months after he or she ceases to be a member, to contribute such sum (not exceeding £1) as may be demanded of him or her towards the payment of the debts and liabilities of the Charity incurred before he or she ceases to be a member, and of the costs charges and expenses of winding up, and the adjustment of the rights of the contributories among themselves.

## **9. Application or Transfer of Net Assets**

9.1 The members of the Charity may at any time before, and in expectation of, its dissolution resolve that any net assets of the Charity after all its debts and liabilities have been paid, or provision has been made for them, shall on or before the dissolution of the Charity be applied or transferred:

- (a) directly for the Objects, or

- (b) by transfer to any charity or charities for purposes similar to the Objects, or
- (c) to any charity or charities for use for particular purposes that fall within the Objects.

9.2 Subject to any such resolution of the members of the Charity, the Officers of the Charity may at any time before, and in expectation of, its dissolution resolve that any net assets of the Charity after all its debts and liabilities have been paid, or provision made for them, shall on dissolution of the Charity be applied or transferred:

- (a) directly for the Objects, or
- (b) by transfer to any charity or charities for purposes similar to the Objects, or
- (c) to any charity or charities for use for particular purposes that fall within the Objects.

9.3 In no circumstances shall the net assets of the charity be paid to or distributed among the members of the Charity (except to a member that is itself a charity).

## **10. Members**

10.1 Classes – The membership of the Charity shall consist of:

- a) Company Members;
- b) Regions;
- c) Full Members;
- d) Affiliate Members;
- e) Individual Members.

10.2 Company Members – The members of the Council from time to time shall be Company Members under category a) above and shall be members within the meaning of the Companies Act for so long only as they hold office as members of the Council. Members of the Charity under categories b) to e) above shall have the rights conferred on them under these Articles but shall not, solely by virtue of their being members under categories b) to e), be members within the meaning of the Companies Act.

10.3 Regions

- a) The Regions shall, in principle, be based on the continents of the world and boundaries defined from time to time by the Council. The Council may, in exceptional circumstances, establish Regions based on published criteria.

- b) Regions will make their own membership arrangements.
- c) Where there is no functioning Region the Secretariat will coordinate the Full Members in that Region for membership purposes.

10.4 Full Members – An organization in any country may be admitted to the Charity as a Full Member if it accepts and supports the Statement of Unity and satisfies the following requirements:

- a) It must be a family or self-advocacy based organization recognized as a national organization or as an organization responsible for bringing a country level voice of families of persons with intellectual disabilities and/or self-advocates. For the purpose of this Article a “nation” or “country” is defined as a country recognised as such by the United Nations Organization.
- b) It must agree to meet all obligations of full membership including the payments of such subscriptions as are lawfully determined by the Council in conformity with all provisions of these Articles and the Charity’s duly established regulations, and participate in the affairs of the Charity as a responsible voting member.

Where there is more than one Full Member in a country, those Full Members will agree how to share the vote and, in the absence of such agreement, equal fractional votes will be assigned to the constituent organizations.

Full Members will pay such fees and subscriptions as may be determined under Article 28.2.

10.5 Affiliate Members – An organization with an interest in the affairs of persons with intellectual disability or a self-advocacy or family organization which in either case accepts and supports the Statement of Unity but which does not meet all of the requirements for full membership under Article 10.4 may be admitted to the Charity as an Affiliate Member without the right to vote.

- a) An Affiliate Member may be any organization with partial or specialised interest in persons with intellectual disability; it may be a local or regional organization or a branch/affiliate/member of a Full Member.
- b) An Affiliate Member will pay such fees and subscriptions as may be determined under Article 28.2.; it will adhere to the provisions of these Articles and regulations applicable to the Charity and it may participate without vote in the deliberations of the Assembly.

10.6 Individual Members – Individuals who accept and support the Statement of Unity may be admitted as Individual Members without vote.

- a) An Individual Member has the right to attend any and all meetings of the

Assembly.

- b) Individual Members will pay such fees and subscriptions as may be determined by the Council for this class of membership under Article 28.2..

10.7 Procedure for Admission – Regions shall be recognised by the Assembly upon proposal of the Council. Regions must incorporate the word “Inclusion” in their official name and adhere to the principles of the Inclusion movement as agreed by the Assembly. If there should be more than one regional organization applying for membership from one Region, the Council shall make a proposal for the resolution of this situation based on representativeness, structures and membership of the regional organizations applying for membership to the Assembly.

Application for Membership as Full Members, Affiliate Members and Individual Members shall be to the Membership Committee who will review such applications and recommend membership to the Council for full and affiliate membership. The Membership Committee and the Council, in acting upon applications to become Full Members and Affiliate members, shall give due regard to the need to preserve the major role, in the Charity, of organizations representing the parents and families of persons with intellectual disability. All decisions on membership relating to Full and Affiliate Members shall be ratified by the Assembly. Membership shall commence from the date of the relevant Council decision and should the Assembly not ratify any such application, any membership fees that have been paid will be reimbursed.

10.8 Termination of Membership – Membership in any class may be terminated under the following conditions:

- a) Non-payment of annual subscriptions. Any member whose subscription is in arrears after the end of December in the year in which it is due, will be assumed to have terminated membership. However, a member organization unable to meet its obligations within such time limit may appeal to the Council for a review of those obligations and a determination of the conditions under which the member organization may remain in good standing.
- b) Resignation. A member may terminate membership at any time by a notice of resignation to the Council. However, the member shall be obligated to the payment of all due subscriptions for the year in which the resignation is submitted.
- c) For cause detrimental to the interests and purposes of the Charity. The Region or the Officers may recommend to the Council at any time that the membership of any member of any class be terminated on the grounds that continuance of such membership is prejudicial to the interest of the Charity. Such a resolution by Council must be passed by not less than four-fifths of its members present at a meeting called to consider the case, provided, however, that no such judgment shall be rendered unless the offending

member shall have been notified of the charges sixty days in advance of the meeting, shall hear a testimony presented, and shall have had opportunity to be heard in defence; and provided further that the member shall have the right to appeal to the full Assembly, in which case the verdict to expel the member must be upheld by a three-fourths majority. Reinstatement following such expulsion will require a favourable vote of four-fifths of the Council present at any meeting called for the purpose and ratified by three-fourths of those present at a subsequent meeting of the Assembly.

## **11. Structure**

11.1 Structure of Organization – The organization of the Charity shall consist of:

- a) the Assembly;
- b) the Council (Company Members);
- c) the Officers;
- d) the Regions;
- e) the Secretariat;
- f) the Committees.

11.2 The Assembly

- a) The Assembly shall establish the general policies and procedures of the Charity, review all actions and decisions of the Council, and serve as final court of appeal on all matters respecting the rights of the members.
- b) The Assembly shall consist of representatives designated by the Regions and the Full Members.
- c) Each Full Member may designate up to three representative to the Assembly, one of who may exercise the full voting rights of the Full Member. Where, however, there is more than one Full Member from a single country each may designate a representative who may exercise their assigned fractional separate vote.
- d) A regular meeting of the Assembly shall be held every two years, at which time the Assembly shall:
  - (i) Elect the President of the Charity.
  - (ii) If the President of the Charity has served a two year term, elect the President-Elect of the Charity for a two year term.

- (iii) Elect a Vice President except when the Vice President role is filled by a President Elect or the immediate Past President has served less than two years.
- (iv) Elect a Treasurer and a Secretary-General who will each serve a two year term.
- e) At each biannual meeting of the Assembly, the Assembly shall elect or re-elect approximately one half of the number of Councillors in accordance with Article 13.3.
- f) The Assembly may at other times meet in extraordinary session at the call of the President or on petition of a majority of members of the Council or on petition of 55% of Full Members entitled to vote or two or more Regions.

## **12. Meetings of the Assembly**

### 12.1 Notice of meeting of Assembly

Three months' notice of meetings, accompanied by the proposed agenda and minutes of the preceding meeting shall be given.

### 12.2 Quorum

The quorum for meetings of the Assembly shall be one third of the then current voting membership thereof. Members voting by proxy shall not be counted in determining if a quorum is present.

### 12.3 Nominations for Officers

Nominations for President, President-Elect, Vice President, Treasurer, Secretary General and Council will be sought by the Council or authorised nominating committee, not less than three months before the date of the next Assembly, from members whose subscription payments are up to date, defined as paid in the last financial year of the Charity if the Assembly is on or before the 30<sup>th</sup> June and for the current financial year if the Assembly is on or after the 1<sup>st</sup> July. Nomination forms will be dispatched as provided in this Article and nominations will close four weeks before the date of the Assembly.

### 12.4 Voting for Officers

- a) Voting may be viva voce, by show of hands, or by ballot, which may be secret, as may be determined at any meeting. During the interim between meetings of the Assembly questions may be resolved by postal or electronic ballot.
- b) Any Full Member in good standing, not able to be present at an Assembly, may have its vote recorded by proxy provided a signed authorization

assigning the vote has been received by the Secretary General in advance of the meeting.

The proxy vote may be assigned either to the representative designated in the signed authorization or to the Secretary General of the Charity who, in addition, must be clearly directed, on the proxy form, on how to use and register the vote of the Full Member.

- c) All questions shall be decided by the vote of the majority of those present or voting by ballot except as otherwise provided in these Articles.
- d) New Officers elected and confirmed shall be appointed at the conclusion of the meeting of the Assembly at which their election is announced and shall hold office in accordance with these Articles.

#### 12.5 Nominations for Council

- a) Not less than three months before the Assembly meeting to elect or re-elect the Councillors in accordance with Article 11.2(e), the Council, on behalf of the Assembly, shall issue a notice to each Region requiring them to provide a candidate for the following positions on the Council:
  - i) a representative for that Region; and
  - ii) a self advocate, i.e. a person with intellectual disability, for that Region.
- b) Each Region shall hold their own elections to determine who is elected as Council members and shall advise the Secretary General of such representatives (who shall hold office as Councillors in accordance with Article 13.1) no later than 20 working days before the meeting of the Assembly.
- c) In the event a Region is unable to hold an election for Council members, the Secretary General shall issue a notice to Full Members from that Region requiring them to provide a candidate. In the event there is more than one candidate for the one vacant position on Council, the Council will recommend to the Assembly the preferred candidate for election as Council member.
- d) Councillors for each Region elected pursuant to Article 13.1 b) and 13.1 c) shall be appointed at the conclusion of the meeting of the Assembly at which their election is announced and shall hold office in accordance with these Articles.

#### 12.6 Parliamentary Authority

In all cases of dispute concerning the proper conduct of official business, the

authority shall be Roberts Rules of Order, when not in conflict with these Articles.

### **13. The Council**

13.1 The Council shall consist of:

- a) the Officers;
- b) a representative of each Region;
- c) five self advocates (people with intellectual disability, one from each Region).

13.2 The Council shall meet annually, if possible, upon the call of the President or when a majority of the members of the Council may determine. The time and place of meeting shall be determined by the President and Secretary-General, with the advice of the Council.

13.3 Councillors shall be elected for terms of four years and may be re-elected. No Councillor shall serve for more than twelve years, whether in consecutive order or not provided that periods during which a person is an Officer shall be disregarded for the purpose of this limit. A Councillor may be re-elected for a term of less than four years in order to complete a total length of service of not more than twelve years.

13.4 A majority of members of the Council shall always be persons with intellectual disability, parents or other family members of a person with intellectual disability. In the event of less than 50% of the normally elected Council being persons with intellectual disability, parents or other family members of a person with intellectual disability, the Council will co-opt additional members to redress the balance. Each co-option should be from a different Region.

13.5 The Charity shall hold an annual general meeting each year in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it; and not more than fifteen months shall elapse between the date of one annual general meeting of the Charity and that of the next: Provided that so long as the Charity holds its first annual general meeting within eighteen months of its incorporation, it need not hold it in the year of its incorporation or in the following year. The annual general meeting shall be held at such times and places as the Council shall appoint. All general meetings other than annual general meetings shall be called extraordinary general meetings.

13.6 The Council may call general meetings and, on the requisition of members pursuant to the provisions of the Companies Act, shall forthwith proceed to convene an extraordinary general meeting for a date not later than eight weeks after receipt of the requisition.

## **14. Notice of General Meetings of Council**

- 14.1 An annual general meeting and an extraordinary general meeting called for the passing of a special resolution or a resolution appointing a person as a Councillor shall be called by at least twenty one clear days' notice. All other extraordinary general meetings shall be called by at least fourteen clear days' notice but a general meeting may be called by shorter notice if it is so agreed:
- (a) In the case of an annual general meeting, by all the members entitled to attend and vote; and
  - (b) In the case of any other meeting by a majority in number of members having a right to attend and vote, being a majority together holding not less than 95 percent of the total voting rights at the meeting of all the members.
- 14.2 The notice shall specify the time and place of the meeting and the general nature of the business to be transacted and, in the case of an annual general meeting, shall specify the meeting as such.
- 14.3 The notice of a meeting shall be given to all the members and to the Councillors and auditors.
- 14.4 The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

## **15. Proceedings at General Meetings of Council**

- 15.1 No business shall be transacted at any meeting unless a quorum is present. 50% of the Council +1 shall be entitled to vote upon the business to be transacted, each being a member or a proxy for a member or a duly authorised representative of a member organization, or one tenth of the total number of such persons for the time being, whichever is the greater, shall constitute a quorum.
- 15.2 The President or in his or her absence some other Councillor nominated by the Council shall preside as chair of the meeting, but if neither the President nor such other Councillor (if any) be present within fifteen minutes after the time appointed for holding the meeting and willing to act, the Councillors present shall elect one of their number to be chair.
- 15.3 The chair may, with the consent of a meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than business which might properly have been transacted at the meeting had adjournment not taken place. When a meeting is adjourned for fourteen days or more, at least seven clear days' notice shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be

transacted. Otherwise it shall not be necessary to give any such notice.

15.4 A resolution put to the vote of a meeting shall be decided on a show of hands unless before, or on the declaration of the result thereof, the show of hands a poll is duly demanded. Subject to the provisions of the Companies Act, a poll may be demanded:

- (a) by the chair; or
- (b) by at least two members having the right to vote at the meeting; or
- (c) by a member or members representing not less than one tenth of the total voting rights of all the members having the right to vote at the meeting;

and a demand by a person as proxy for a member shall be the same as a demand by the member.

15.5 Unless a poll is duly demanded a declaration by the chair that a resolution has been carried or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.

15.6 The demand for a poll may be withdrawn, before the poll is taken, but only with the consent of the chair. The withdrawal of a demand for a poll shall not invalidate the result of a show of hands declared before the demand for the poll was made.

15.7 A poll shall be taken as the chair directs and he or she may appoint scrutineers (who need not be members) and fix a time and place for declaring the results of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded.

15.8 In the case of an equality of votes, whether on a show of hands or on a poll, the chair shall be entitled to a casting vote in addition to any other vote he or she may have.

15.9 A poll demanded on the election of a chair or on a question of adjournment shall be taken immediately. A poll demanded on any other question shall be taken either immediately or at such time and place as the chair directs not being more than thirty days after the poll is demanded. The demand for a poll shall not prevent continuance of a meeting for the transaction of any business other than the question on which the poll is demanded. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.

15.10 No notice need be given of a poll not taken immediately if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In other cases at least seven clear days' notice shall be given specifying the time and

place at which the poll is to be taken.

- 15.11 Subject to Article 15.10, on a show of hands every Councillor present in person shall have one vote. On a poll every Councillor present in person or by proxy shall have one vote. A proxy need not be a member of the Charity.
- 15.12 No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the chair whose decision shall be final and conclusive.
- 15.13 The Officers may be paid all reasonable travelling, hotel and other expenses properly incurred by them in connection with their attendance at meetings of the Officers or committees or general meetings or otherwise in connection with the discharge of their duties.

## **16. The Officers**

16.1 The Officers, who shall be the directors of the Charity for the purposes of the Companies Act, shall consist of:

- The President of the Charity;
- the Vice President or President elect or immediate Past President, under Article 11.2(d);
- the Treasurer;
- the Secretary General;

who shall be elected in accordance with Article 12.4

Up to two Officer(s) appointed in accordance with Article 16.10.

- 16.2 The Officers shall be the Executive Board, chaired by the President. The Officers shall exercise all the powers of the Charity which are not reserved to the Assembly or the Council. They shall set the strategic directions for all financial, service and management functions of the Charity and monitor the work and responsibility of the Staff in carrying out such directives.
- 16.3 One person may be charged with more than one of the posts but there should not be less than 3 Officers. Years of service as an Officer of the Charity shall not be construed as years of membership on the Council, nor shall the limit of twelve years as Member of the Council prevent subsequent election and service as an Officer of the Charity.
- 16.4 All Officers may serve for a total of 12 years – successive or not, except that the President-elect may not serve more than a 2-year term as President-elect or the

immediate Past President may not serve more than a 2-year term as immediate Past President.

- 16.5 The election of the President-elect to President, and the confirmation of the President for a subsequent term of office are subject to the confirmation of the Assembly. Should the Assembly refuse to confirm the election of an Officer the Nominating Committee will be asked to present alternative proposals.
- 16.6 The President shall be the head of the Charity, shall preside over all meetings of the Assembly, the Council and the Officers and shall appoint chairmen and members of all committees subject to the provisions of these Articles, with the advice of the Officers. The President-elect or immediate Past President as appropriate shall assume the duties of the President whenever the President is unable to serve.
- 16.7 The Treasurer shall perform, under the direction of the Officers, the duties usually appertaining to this office, including preparation of the annual budget with the advice of the Finance Committee, the approval of all authorized expenditures, the keeping of proper financial records, and preparation of annual, and such other, financial reports as the Officers may require.
- 16.8 The Secretary General shall have executive responsibility for the affairs of the Charity under the direction of the President and the Officers, and shall administer the headquarters office, have custody of the Charity's records and documents, prepare annual and other reports as directed by the Officers and the Assembly, and be responsible for recording, maintaining and distributing the minutes of all meetings. Various of these duties may be delegated to an employed staff as hereinafter provided, but final responsibility resides with the elected officer.
- 16.9 In the event of vacancies occurring in the several offices, the Officers may elect temporary Officers to serve until the next meeting of the Assembly.
- 16.10 The Officers may appoint a person who is willing to act to be an Officer to serve until the next meeting of the Council, who may ratify his or her appointment in which case the appointee will serve until the next meeting of the Assembly.

## **17. Powers of Officers**

- 17.1 Subject to the provisions of the Companies Act, these Articles and to any directions given by special resolution, the business of the Charity shall be managed by the Officers who may exercise all the powers of the Charity. No alteration of these Articles and no such direction shall invalidate any prior act of the Officers which would have been valid if that alteration had not been made or that direction had not been given. The powers given by this Article shall not be limited by any special power given to the Officers by these Articles and a meeting of the Officers at which a quorum is present may exercise all the powers exercisable by the Officers.

## **18. Appointment and Retirement of Officers**

- 18.1 No person may be appointed as an Officer in circumstances such that, had he or she already been an Officer, he or she would have been disqualified from acting under the provisions of Article 19.

## **19. Disqualification and Removal of Officers**

- 19.1 An Officer shall cease to hold office if he or she:
- (a) ceases to be an Officer by virtue of any provision in the Companies Act or is disqualified from acting as an Officer by virtue of the Charities Acts
  - (b) becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs
  - (c) resigns his or her office by notice to the Charity (but only if at least two Officers will remain in office when the notice of resignation is to take effect).

## **20. Officers' Expenses**

- 20.1 The Officers may be paid all reasonable travelling, hotel and other expenses properly incurred by them in connection with their attendance at meetings of the Officers or committees or general meetings or otherwise in connection with the discharge of their duties.

## **21. Officers' Appointments**

- 21.1 Subject to the provisions of the Companies Act and to Article 6, the Officers may appoint one or more of their number to the unremunerated office of managing director or to any other unremunerated executive office under the Charity. Any such appointment may be made upon such terms as the Officers determine. Any appointment of an Officer to an executive office shall terminate if he or she ceases to be an Officer.

## **22. Proceedings of the Officers and Committees**

- 22.1 Subject to the provisions of these Articles, the Officers may regulate their proceedings as they think fit. An Officer may, and the secretary at the request of an Officer shall, call a meeting of the Officers. Questions arising at a meeting shall be decided by a majority of votes. In the case of an equality of votes, the chair shall have a second or casting vote.
- 22.2 Whenever an Officer or a member of a committee has a personal interest in a matter to be discussed at a meeting of the Officers or a committee he or she must:

- (a) declare an interest at or before the beginning of discussion of the matter;
- (b) withdraw from the meeting for that item unless expressly invited to remain in order to provide information;
- (c) not be counted in the quorum for that part of the meeting; and
- (d) withdraw during the vote and have no vote on the matter.

For the purposes of this Article, an interest which an Officer or member of a committee has in a matter to be discussed at a meeting of the Officers or a committee and which arises only by virtue of him or her being a member or unpaid director or officer of another company or institution which is constituted as a charity or which prohibits the distribution of its income and property to an extent at least as great as is imposed on the Charity by these Articles or, in the case of a wholly owned subsidiary company, whose parent company is so constituted or contains such a prohibition shall not be treated as a personal interest. Such interest shall be declared at or before the beginning of discussion of the matter but the Officer or committee member shall not thereby be prohibited from participating in the meeting, being counted in the quorum or voting on the matter.

- 22.3 The quorum for meetings of the Officers shall be one-half of the elected Officers at any given time with a minimum of two.
- 22.4 The Officers may act notwithstanding any vacancies in their number, but, if the number of Officers is less than the number fixed as the quorum, the continuing Officers or Officer may act only for the purpose of filling vacancies or of calling a general meeting.
- 22.5 Unless he or she is unwilling to do so, the President shall preside at every meeting of the Officers at which he or she is present. But if there is no Officer holding that office, or if the Officer holding it is unwilling to preside or is not present within five minutes after the time appointed for the meeting, the Officers present may appoint one of their number to be chair of the meeting.
- 22.6 The Officers may appoint one or more committees consisting of one or more Officers or other persons for the purpose of making any inquiry or supervising or performing any function or duty which in the opinion of the Officers would be more conveniently undertaken or carried out by a committee provided that all acts and proceedings of any such sub-committees shall be fully and promptly reported to the Officers and provided further that no decision at any meeting of any such committee to exercise any powers delegated to it by the Officers shall be effective unless a majority of those present at the time of the decision are Officers.
- 22.7 All acts done by a meeting of the Officers, or of a committee, shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment of any Officer or member of such committee or that any of them were disqualified from holding office, or had vacated office, or were not entitled to vote,

be as valid as if every such person had been duly appointed and was qualified and had continued to be an Officer or member of such committee and had been entitled to vote.

22.8 A resolution in writing, signed by all the Officers entitled to receive notice of a meeting of the Officers or by all committee members entitled to receive notice of a meeting of a committee, shall be as valid and effective as if it had been passed at a meeting of the Officers or (as the case may be) a committee duly convened and held. Such a resolution may consist of several documents in the same form, each signed by one or more of the Officers or committee members.

22.9 Any bank, building society or other account in which any part of the assets of the Charity is deposited shall be operated by the Officers and shall indicate the name of the Charity.

### **23. The Secretariat**

23.1 The Officers shall be empowered to employ such staff and to rent or acquire such premises and appurtenances as it deems necessary in order to carry out the work of the Charity.

23.2 No employee of the Charity in any capacity is eligible to hold elective office or to serve as a member of the Council or an Officer.

### **24. Secretary**

24.1 Subject to the provisions of the Companies Act, the secretary shall be appointed by the Officers for such term, at such remuneration (if not an Officer) and upon such conditions as they may think fit; and any secretary so appointed may be removed by them.

### **25. Minutes**

25.1 The Officers shall keep minutes in books kept for the purpose:

- (a) of all appointments of officers made by the Officers; and
- (b) of all proceedings at meetings of the Assembly, the Council, the Officers and of committees including the names of the Councillors, Officers and committee members present at each such meeting.

25.2 The minutes of the Council meetings shall be transmitted to the Full Members of the Charity.

## **26. International Congress**

### 26.1 Frequency

An international congress shall, if possible, be sponsored by the Charity at least every four years.

### 26.2 Organization

The Council shall receive and vote upon invitations from Full Members desiring to act as host for each congress, or may initiate such invitations.

After the host country has been determined, a Congress Programme Committee shall be appointed.

### 26.3 Memorandum of Agreement

The Council shall establish a standard memorandum of agreement setting forth the responsibilities and obligations of the Charity and the host society respectively which shall be made available to countries extending invitations for the international congress.

Such standard memorandum shall be subject to negotiation as to details, provided however, that the final memorandum of agreement shall be approved by the Council.

## **27. The Seal**

27.1 The seal shall only be used by the authority of the Officers or of a committee authorised by the Officers. The Officers may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by an Officer and by the secretary or by a second Officer.

## **28. Finances**

### 28.1 Council Recommendations

The Council shall report to the Assembly, and make recommendations for action. The Assembly may then adopt, reject or modify such recommendations as it may decide.

### 28.2 Annual Subscription Fees

Fees will be as agreed at the Assembly on 26<sup>th</sup> October 2016. The Council will be empowered to adjust fees by up to 10% annually with any other changes needing approval by the Assembly.

The fee to the Charity is due and payable to the Treasurer on January 1 of each year, and becomes delinquent on July 1 of each year.

If a member remains delinquent by the end of December, their membership of the Charity is deemed terminated, unless the member submits an explanation which is accepted and approved in accordance with regulations adopted by the Council. Members have the right of appeal to the Region in the event of dissatisfaction with the amount of the subscription assessed. Ultimate appeal may be made to the Assembly whose decision is final.

### 28.3 Fiscal Policy

- a) The fiscal year of the Charity shall be the calendar year.
- b) True accounts shall be kept of the sources of money received and expended by the Charity, and the matters in respect of which such receipts and expenditures take place, of all sales and purchases of goods by the Charity; and subject to reasonable restrictions as to time and place, such accounts shall be open to the inspection of the members. The Officers must prepare accounts for each financial year as required by the Companies Act.
- c) Following the close of the fiscal year the books of the Charity shall be examined by properly qualified and independent auditors appointed by the Officers. An account of the financial affairs of the Charity, certified by the auditors, shall be presented as a part of the annual report of the Treasurer to the Officers for transmittal to the members of the Charity. All accounts shall be reviewed and acted upon by the Assembly.

## 29. Notices

- 29.1 Any notice to be given to or by any person pursuant to these Articles shall be in writing except that a notice calling a meeting of the Officers need not be in writing.
- 29.2 The Charity may give any notice to a member either personally or by sending it by post in a prepaid envelope addressed to the member at his or her registered address or by leaving it at that address.
- 29.3 A member present in person at any meeting of the Charity shall be deemed to have received notice of the meeting and, where necessary, of the purposes for which it was called.
- 29.4 Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. A notice shall be deemed to be given at the expiration of 48 hours after the envelope containing it was posted.

## **30. Indemnity**

30.1 Subject to the provisions of the Companies Act every Officer or other officer or auditor of the Charity shall be indemnified out of the assets of the Charity against any liability incurred by him or her in that capacity in defending any proceedings, whether civil or criminal, in which judgment is given in his or her favour or in which he or she is acquitted or in connection with any application in which relief is granted to him or her by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Charity.

## **31. Rules**

31.1 The Officers may from time to time make such rules or bye laws as they may deem necessary or expedient or convenient for the proper conduct and management of the Charity and for the purposes of prescribing classes of and conditions of membership, and in particular but without prejudice to the generality of the foregoing, they may by such rules or bye laws regulate:

- (a) the admission and classification of members of the Charity (including the admission of organizations to membership) and the rights and privileges of such members, and the conditions of membership and the terms on which members may resign or have their membership terminated and the entrance fees, subscriptions and other fees or payments to be made by members;
- (b) the conduct of members of the Charity in relation to one another, and to the Charity's employees;
- (c) the setting aside of the whole or any part or parts of the Charity's premises at any particular time or times or for any particular purpose or purposes;
- (d) the procedure at general meetings and meetings of the Council, of the Officers and committees of the Officers in so far as such procedure is not regulated by these Articles;
- (e) generally, all such matters as are commonly the subject matter of company rules.

31.2 The Charity in general meeting shall have power to alter, add to or repeal the rules or bye laws and the Officers shall adopt such means as they think sufficient to bring to the notice of members of the Charity all such rules or bye laws, which shall be binding on all members of the Charity Provided that no rule or bye law shall be inconsistent with, or shall affect or repeal anything contained in, these Articles.