

THE COMPANIES ACT 985 to 2006
COMPANY LIMITED BY GUARANTEE AND
NOT HAVING A SHARE CAPITAL

WORLD OBESITY FEDERATION

Incorporated on 8th July 1999

Company no.: 1076981

Charity no.: 3802726

Adopted by Special Resolution dated 3rd May 2016

MEMORANDUM OF ASSOCIATION OF THE WORLD OBESITY FEDERATION

1. NAME

The name of the Charity is the World Obesity Federation.

2. REGISTERED OFFICE

The registered office of the Charity is to be in England and Wales.

3. OBJECTS

The Objects for which the Federation is established are to promote the preservation of health and relief of sickness for the public benefit in the field of obesity and its related disorders by:

- 3.1. Promoting research, the dissemination of the results of such research and exchange of scientific information in the field of obesity internationally;
- 3.2. Developing a deeper understanding of how to achieve and maintain a healthy bodyweight, and managing and preventing obesity and its related conditions by those engaged in the study of obesity, healthcare professionals, health related organisations, governments and the international community.

4. POWERS

To promote its objects but not for any other purpose the Federation may:

- 4.1. Promote, encourage, carry out or commission research, surveys, studies or other work publishing the useful results;
- 4.2. Promote, initiate, develop and carry out education and training and arrange and provide or assist in arranging and providing conferences, symposia, meetings, seminars and classes;
- 4.3. Write, make, commission, print, publish or distribute written materials, or other materials recorded in or on any other format, or assist in these activities;
- 4.4. Co-operate with other voluntary organisations, scientific and academic institutions, statutory authorities, non-governmental agencies, governments and international organisations operating in furtherance of the objects and to exchange information and advice with them;
- 4.5. Purchase, lease, hire, receive in exchange or as a gift, any interest whatever in real or personal property and equip it for use;
- 4.6. Subject to any consent required by law, sell, manage, lease, mortgage, exchange, dispose of, or deal with all or any of its property with or without payment and subject to such conditions as it may think suitable;
- 4.7. Subject to any consent required by law, borrow and raise money on such terms and security as World Obesity may think suitable;
- 4.8. Raise funds and receive contributions from any person(s) provided that World Obesity shall not undertake any permanent trading activities in raising funds;

- 4.9. Carry on trade in the course of carrying out its objectives;
- 4.10. Carry on temporary trade ancillary to carrying out its objects;
- 4.11. Incorporate wholly owned subsidiary companies to carry on any trade;
- 4.12. Employ and pay employees and professional or other advisors;
- 4.13. Grant pensions to employees of World Obesity;
- 4.14. Establish, promote, support, aid, amalgamate or co-operate with, become a part or members of, affiliate or associate of, and act as or appoint trustees, agents, nominees or delegates to control and manage charitable institutions whether corporate or unincorporated with objects similar to its objects and subscribe, lend or guarantee money to such charitable institutions;
- 4.15. Undertake and execute any charitable trusts which may lawfully be undertaken by it, invest and deal with the federation's money not immediately required for its objects in or upon any investments, securities, or property;
- 4.16. To delegate the management of investments to a financial expert, but only on terms that:
 - 4.16.1. The investment policy is set down in writing for the financial expert by the Executive Committee;
 - 4.16.2. Every transaction is reported promptly to the Executive Committee;
 - 4.16.3. The performance of the investments are reviewed regularly with the Executive Committee;
 - 4.16.4. The Executive Committee are entitled to cancel the delegation arrangement at any time;
 - 4.16.5. The investment policy and the delegation arrangement are reviewed at least once per year;
 - 4.16.6. All payments due to the financial expert are on a scale or at a level which is agreed in advance and are notified promptly to the Executive Committee upon receipt;
 - 4.16.7. The financial expert must not do anything outside of the powers of the Executive Committee;
- 4.17. To arrange for investments or other property of the Federation to be held in the name of a nominee (being a corporate body registered or having an established place of business in England and Wales) under the control of the Executive Committee or a financial expert acting under their instructions and to pay any reasonable fee required;
- 4.18. Guarantee and become or give security for the performance of contracts by any person or the Federation;
- 4.19. Open and operate banking accounts and other facilities for banking and draw, accept, endorse, negotiate, discount, issue or execute promissory notes, bills of exchange and other negotiable instruments;

- 4.20. Purchase or acquire or undertake all or any of the property assets, liabilities and engagements of any charitable institutions whether corporate or unincorporated with objects similar to the Federation's;
- 4.21. Indemnify a member of the Executive Committee of former member of the Executive Committee against any liability incurred by him or her in that capacity to the extent permitted by sections 232 to 234 of the Companies Act 2006.
- 4.22. Do all such other lawful things as shall further the objects of the Federation.

5. BENEFITS TO MEMBERS AND TRUSTEES

- 5.1. The property and funds of the Federation must be used only for promoting the Objects and do not belong to the members but:
 - 5.1.1. Members (including Trustees) may be employed by or enter into contracts with the Federation and receive reasonable payment for goods and services supplied; in particular, members who are not Trustees may receive reasonable and proper remuneration in respect of their services as an Editor of the Journals of the Federation;
 - 5.1.2. Members (including trustees) may be paid interest at a reasonable rate on money lent to the Federation;
 - 5.1.3. Members (including trustees) may be paid a reasonable rent or hiring fee for property or equipment let or hired to the Federation;
 - 5.1.4. Individual members (including Trustees) may receive charitable benefits (such as, in particular, grants) in their personal capacity;
- 5.2. A Trustee must not receive any payment of money or other material benefit (whether directly or indirectly) from the Federation except:
 - 5.2.1. As mentioned in clauses 4.21 (indemnity insurance), 5.1.2 (Interest), 5.1.3 (rent), 5.1.4 (charitable benefits), or 5.1.1 (contractual payments);
 - 5.2.2. Reimbursement of reasonable out of pocket expenses (including hotel and travel costs) actually incurred in managing and directing the Federation;
 - 5.2.3. As mentioned in clause 4.2.1 an indemnity in respect of any liabilities properly incurred in managing and directing the Federation (including the costs of a successful defence to criminal proceedings);
 - 5.2.4. Payment to any company in which a Trustee has no interest other than a one per cent shareholding; and
 - 5.2.5. In exceptional circumstances, other payments or benefits (but only with the written approval of the Commission in advance).
- 5.3. A Trustee may not be an employee of the Federation, but a Trustee or a connected person may enter into a contract with the Charity to supply goods or services in return for a payment or other material benefit if:
 - 5.3.1. The goods or services are actually required by the Federation;

- 5.3.2. The nature and level of the benefit is no more than reasonable in relation to the value of the goods or services and is set at a meeting of the Trustees in accordance with the procedure in clause 5.1; and
- 5.3.3. No more than one half of the Trustees are interested in such a contract in any financial year.
- 5.4. Whenever a Trustee has a personal interest in a matter to be discussed at a meeting of the Executive Committee or General Council, the Trustee concerned must:
 - 5.4.1. Declare an interest at the meeting before discussion begins on the matter
 - 5.4.2. Withdraw from the meeting for that item unless expressly invited to remain in order to provide information
 - 5.4.3. Not be counted in the quorum for that part of the meeting; and
 - 5.4.4. Withdraw during the vote and have no vote on the matter
- 5.5. This clause may not be amended without the written consent of the Charity Commission in advance.

6. LIMITED LIABILITY

- 6.1. The liability of members is limited.

7. GUARANTEE

- 7.1. Every member promises, if the Federation is dissolved while he, she or it remains a member or within 12 months afterwards to pay up to £1 towards the costs of dissolution and the liabilities incurred by the Federation while he, she or it was a member.

8. DISSOLUTION

- 8.1. If the Federation is dissolved, the assets (if any) remaining after provision has been made for all its liabilities must be applied in one of more of the following ways:
 - 8.1.1. By transfer to one or more other bodies established for exclusively charitable purposes within, the same as or similar to the Objects;
 - 8.1.2. Directly for the Objects or for charitable purposes which are within or similar to the Objects; and
 - 8.1.3. In such other manner consistent with charitable status as the Commission approve in writing in advance
- 8.2. A final report and statement of account must be sent to the Commission.

9. INTERPRETATION

In these Articles of Association, the Articles of Memorandum, and the Rules and Regulations, the following words shall have the following meanings, unless the context otherwise requires:

Term	Meaning
Address	A postal address, or for the purposes of communication in electronic form, a fax number or an email (but excluding telephone number for receiving text messages) in each case registered with the Federation;
The Articles	The Articles of Association of the Federation, as amended from time to time;
Charity Commission	The Charity Commission for England and Wales
Clear Day	Means 24 hours from midnight following the relevant event;
Companies Acts	The Companies Acts (as defined in section 2 of the Companies Act 2006) insofar as they apply to the Federation;
Document	Includes, unless otherwise specified, any document sent or supplied in electronic form;
Electronic form	As defined in section 1168 of the Companies Act 2006;
The Executive Committee	The directors and charity trustees of the Federation (as defined in section 97 of the Charities Act 1993);
The Federation	The company registered by the Articles;
Financial Expert	An individual, company or firm who is authorised to give investment advice under the Financial Services and Markets Act 2000;
Financial Year	The Federation's financial year;
General Council	The governing body of the Federation as pursuant to Article 2.1 in the Articles of Association
A Member of the Executive Committee	A Trustee and Director of the Federation
A Member of the General Council	The elected representative of a Member Organisation or individual member where no Member Organisation is appropriate for the individual to join
The Memorandum	The Memorandum of Association of the Federation;
Nominations Committee	The Committee established by the Executive Committee in accordance with the Rules and Regulations;
Objects	The Objects of the Federation as defined in Article 3

The Office	The registered office of the Federation
Proxy Notice	Has the meaning given in Article 2.20 of the Articles of Association
The Register	The Register of Members of the Federation kept pursuant the Companies Acts;
Rules and Regulations	The Regulations of the Federation made by the General Council;
Services	(in the context of remuneration for services as stipulated in Article 5.1) includes goods that are supplied in connection with the provision of those services;
Standing Committees	Means such committees as may be designated as Federation Committees by the Executive Committee and/or General Council
Subsidiary Company	Any company in which the Federation holds more than 50% of the shares, controls more than 50% of the voting rights attached to the shares or has the right to appoint the majority of the board of the company;
United Kingdom	Great Britain and Northern Ireland;
In writing or written	The representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in electronic form or otherwise;
Year	Calendar year.

10. Unless specifically stated otherwise:

10.1. Other words or expressions bear the same meaning as in the Companies Acts as in force on the date when the Articles become binding on the Federation.

10.2. Words denoting the singular include the plural and vice versa.

10.3. Words denoting any one gender include all genders.

10.4. Reference to a 'person' includes a reference to a body corporate, unincorporated association, government, local authority, state, partnership, scheme, fund or trust (in each case, whether or not having separate legal personality).

10.5. All references to legislative provisions are to the legislation concerned as amended, repealed, re-enacted or replaced and in force from time to time.

11. The relevant model articles for a company limited by guarantee are expressly excluded.

COMPANIES ACTS 1985 AND 1989
COMPANY LIMITED BY GUARANTEE

ARTICLES OF ASSOCIATION OF THE WORLD OBESITY FEDERATION

1. MEMBERSHIP

- 1.1. The Federation must maintain a register of members.
- 1.2. Membership of the Charity is open to any organisation interested in promoting the Objects who:
 - 1.2.1. Applies to the Federation in the form required by the Executive Committee;
 - 1.2.2. Is approved by the Executive Committee;
 - 1.2.3. Signs the register of members or consents in writing to become a member either personally or (in the case of an organisation) through an authorised representative.
 - 1.2.4. Provides proof (names, emails, etc.) of numbers of individuals who are members of the joining organisation.
- 1.3. The General Council may establish different classes of membership (including those of Regional Member, Organisation Member, Associate Member, Individual Member, and Honorary Members), prescribe their respective privileges and duties and set the amounts of any subscriptions either directly or on the recommendation of the Executive Committee.
- 1.4. Membership is terminated if the member concerned:
 - 1.4.1. Gives written notice of resignation to the Charity;
 - 1.4.2. Dies or in the case of an organisation ceases to exist;
 - 1.4.3. Is more than twelve months in arrear in paying the relevant subscription, if any (but in such a case the member may be reinstated on payment of the amount due, or;
 - 1.4.4. Is removed from membership by the Executive Committee or General Council on the ground that in their reasonable opinion the member's continued membership is harmful to the Federation. The Executive Committee or General Council may only pass such a resolution after notifying the member in writing and considering the matter in the light of any written representations which the member concerned puts forward within 14 clear days after receiving notice.
- 1.5. Membership of the Federation is not transferable.

2. GENERAL MEETINGS

- 2.1. The voting members of the Federation shall constitute the General Council of the Federation.
- 2.2. Meetings of the General Council are the equivalent of general meetings of the Federation for the purposes of the Act
- 2.3. Members are entitled to send one representative to attend general meetings personally and vote on behalf of their organisation (if appropriate dependent on membership type). Each

member shall be responsible for the expenses incurred by its designated representative in attending the meetings of the Federation.

- 2.4. Each Member shall have one vote.
- 2.5. No Member or proxy may vote on any matter in which he or she is personally interested, or debate on such a matter without in either case the permission of the majority of the members present in person or by proxy at the meeting, and such permission is to be given or withheld without discussion.
- 2.6. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to be tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the chairperson whose decision shall be final and binding.
- 2.7. An AGM and an EGM called for the passing of a special or elective resolution shall be called by giving at least 21 clear days' notice. All other EGMs shall be called by giving at least 14 clear days' notice but a general meeting may be called by shorter notice if it is so agreed:
 - 2.7.1. In the case of an AGM, the Executive Committee may call a meeting of the General Council on receiving a requisition to that effect, signed by at least 10% of the members having the right to attend and vote at such meetings.
 - 2.7.2. In the case of any other meeting by at least 10% of the members having the right to attend and vote at such meetings
- 2.8. 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 AGM, shall specify the meeting as such.
- 2.9. There is a quorum at a General Council meeting if the numbers of Member Organisations and Regional Organisations represented is at least 30%.
- 2.10. Notice of meetings of the General Council shall be given to every member organisation and to the Executive Committee.
- 2.11. If within half an hour after the time appointed for the meeting a quorum is not present, or if during the meeting a quorum ceases to be present, the meeting shall stand adjourned to a time and place as may be determined by the President, and, if at the adjourned meeting a quorum is not present or ceases to be present, then the member or members present shall be a quorum.
- 2.12. The chairman of the meeting 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 the 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 such notice.

- 2.13. The President or (if the President is unable or unwilling to do so) some other member elected by those present presides at a general meeting.
- 2.14. Except where otherwise provided by the Articles or the Companies Act, every issue is decided by a majority of the votes cast.
- 2.15. Except for the chairman of the meeting, who, in the case of an equality of votes, shall have a second or casting vote, the President Elect, Past President, Treasurer, and every Member Organisation and Regional Organisation representative present in person has one vote on each issue.
- 2.16. At an AGM the members:
- 2.16.1. receive the accounts of the Charity for the previous financial year;
 - 2.16.2. receive the Executive Committees' report on the Federation's activities since the previous Executive Committee's report;
 - 2.16.3. elect Trustees to fill the vacancies arising on the Executive Committee;
 - 2.16.4. appoint auditors for the Federation; and
 - 2.16.5. may discuss and determine any issues of policy or deal with any other business put before them by the Executive Committee.
- 2.17. Any general meeting which is not an AGM is an EGM.
- 2.18. An EGM may be called at any time by the Trustees or by the Council Secretary at the direction of two or more of the Trustees and must be convened within 21 days following a written request from the members pursuant to the provisions of the Companies Act.
- 2.19. A resolution in writing signed or approved by a quorum of General Council shall be valid and effectual as if it had been passed at a meeting of the general Council or of such committee duly convened and held. The resolution may consist of more than one document in the same form each signed or approved by one or more persons.
- 2.20. The accidental omission to give notice of a General Meeting or the non-receipt of such notice by any person entitled to receive notice thereof shall not invalidate any resolution passed or proceeding had at any such meeting
- 2.21. Members have the right to delegate their vote to another member of the same body or the chairman of the AGM to vote in their absence. The appointment of a proxy must be made by the recognised representative of the Member.
- 2.22. An instrument appointing a proxy shall be in writing, executed by the appointing member and shall be in the following form (or in form as near thereto as circumstances allow):

World Obesity, I/We.....

Of.....

Being a voting member of the above named Federation, hereby appoint

....., of, or failing
him/her,....., of, as my/our proxy to
vote in my/our name(s) and on my/our behalf at the annual/extraordinary meeting of the
General Council to be held on [date], and at any adjournment thereof.

Signed on [date]

Signed by [signature]

- 2.23. The notice appointing a proxy and any authority under which it is executed must be deposited at the Office or at such other place as specified in the notice convening the meeting at least 24 hours before the time for holding the meeting or adjourned meeting at which the person named as the proxy proposes to vote.
- 2.24. A proxy notification which is not deposited or delivered in a manner so permitted shall be invalid.
- 2.25. A vote given by member representative or proxy shall be valid notwithstanding the previous termination of the authority of the person voting unless notice of the termination of authority was received by the Federation at the Office or at such other place at which the instrument of proxy was duly deposited before the commencement of the meeting or adjourned meeting at which the vote is given or the time appointed for the vote.

3. THE EXECUTIVE COMMITTEE

- 3.1. The Executive Committee members are the Trustees of the Federation and have control of the Charity and its property and funds as delegated by the General Council.
- 3.2. The Executive Committee when complete consists of at least five and not more than thirteen individuals, all of whom must be members or must have agreed in writing, following an invitation by other members of the Executive Committee, to become a member.
- 3.3. The Members of the Executive Committee are the President, not more than two Vice-Presidents (one of whom may be titled 'the president Elect' or 'Past President' as appropriate in accordance with clause 3.8), the Treasurer, The Chairpersons of the Federation's Committees (including Publications, Policy & Prevention, Clinical Care, Research and Basic Science, ISC/ICO Liaison Chair) and a representative from each of the Federation's regional organisations.
- 3.4. Every Executive Committee member must sign a declaration of willingness to act as a trustee of the Federation before he or she may vote at any meeting of the Executive Committee.
- 3.5. An Executive Committee member's term of office automatically terminates if he or she:
- 3.5.1. is disqualified under the Charities Act from acting as a charity trustee;

- 3.5.2. if he or she is or may be suffering from a mental disorder and either is admitted to hospital in pursuance of an application for admission for treatment under any statute for the time being in force relating to mental disorder or an order is made in relation to their personal welfare or property and affairs under legislation relating to mental health or mental capacity;
 - 3.5.3. is absent without notice from three consecutive meetings of the Executive Committee and is asked by a majority of the other Executive Committee members to resign;
 - 3.5.4. ceases to be a member (but such a person may be reinstated by resolution passed by all the other Executive Committee members on resuming membership of the Federation before the next AGM);
 - 3.5.5. resigns by written notice to the Executive Committee (but only if at least two Executive Committee members will remain in office);or
 - 3.5.6. is removed by resolution of the members pursuant to the provisions of the Companies Act.
- 3.6. The Executive Committee may at any time co-opt any individual who is qualified to be appointed as a member of the Executive Committee to fill a vacancy in their number or as an additional member of the Executive Committee, but a co-opted member of the Executive Committee holds office only until the next AGM at which they shall be eligible for election for up to a further two years.
- 3.7. A technical defect in the appointment of a member of the Executive Committee of which the Executive Committee are unaware at the time does not invalidate decisions taken at a meeting.
- 3.8. Election to the office of President takes place at the Annual General Meeting at the close of which the term of office of the then President Elect expires and the person so elected becomes the Vice-President with the title of "the President-Elect". Each President elected shall, subject to clause 3.5, hold office during the period from the expiry of the preceding President's term of office until the close of the second Annual General Meeting after he/she took office. Thereafter such retiring President will serve two years as Vice-President with the title "the Past-President" until the close of that years' Annual General Meeting.
- 3.9. If for any reason the office of President becomes vacant otherwise than by expiry of term of office the President-Elect (if any) shall assume the office of President and shall serve for the remainder of the term of office of the preceding President followed by the term of office for which the President-elect was elected. If there is no President-elect at the date of the vacancy the General Council shall elect one of the Members of the Executive Committee to serve as President until the next Annual General Meeting.
- 3.10. The President Elect shall be elected by a secret ballot at a meeting of the General Council.

- 3.11. The President Elect shall become the President of the Federation on the termination of his or her office as President Elect.
- 3.12. One year prior to the termination of the current Treasurer's term of office a Treasurer Elect will be elected by secret ballot at a meeting of the general Council. They shall serve as Deputy Treasurer in a non-voting capacity for one year, and shall then hold office upon termination of the current Treasurer's term of office.
- 3.13. Executive Committee members shall be elected by the Federation at the meeting of General Council.
- 3.14. With effect from the close of each General Council meeting of the Federation Executive Committee members (excluding the President, President-Elect and Past-President) shall hold office for two years from the date of appointment until the second meeting of General Council after taking office at the end of which they shall be eligible for re-appointment for one further term of two years but no such member of the Executive Committee shall be eligible for re-appointment until the expiration of one year after completing their second term of office.
- 3.15. Regional representatives shall be elected by the delegates of the members in each region to be held at a meeting of the regional organisation.
- 3.16. A Regional representative shall hold office for a maximum of four years.
- 3.17. The General Council may, on recommendation from the Executive Committee vary the number of regions that are represented.
- 3.18. Nominations for the election of President Elect should be submitted to the Nominations Committee at least 90 days before the meeting of the General Council at which the election is to be held.
- 3.19. The Nominations Committee consisting of the President Elect, President and Past President plus three co-opted individuals elected by the Executive Committee shall select the most appropriate candidate from the nominations received.
- 3.20. Nominations for election to any position on the Executive Committee (excluding that of President and the Regional representatives) shall be submitted to the The Office at least 90 days before the meeting of the General Council at which the election is to be held.
- 3.21. Nominations may be made by:
- 3.21.1. members and;
 - 3.21.2. individuals on the Executive Committee (excluding the current President, Past-President or President-Elect)
- 3.22. All nominations must be submitted in writing and signed by a recognised representative and also notice in writing signed by that person of their willingness to be elected.
- 3.23. Elections shall be by secret ballot with a majority vote of those present required for election. Should there be more than 2 nominations, the nominee with the least votes in each round will be deleted until a nominee receives a majority vote.

4. PROCEEDINGS OF THE EXECUTIVE COMMITTEE

- 4.1. The Executive Committee must hold at least two meetings in each year.
- 4.2. A quorum at a meeting of the Executive Committee is 51%. If the number of Executive Committee members is less than the fixed number as the quorum, the continuing Executive Committee members may act only for the purpose of filling vacancies or of calling a meeting of the General Council.
- 4.3. The President or (if the President is unable or unwilling to do so) some other member of the Executive Committee chosen by the Executive Committee members present presides at each meeting.
- 4.4. Every issue may be determined by a simple majority of the votes cast at a meeting, but a written resolution signed by all the Executive Committee members is as valid as a resolution passed at a meeting. For this purpose the resolution may be contained in more than one document and will be treated as passed on the date of the last signature.
- 4.5. Except for the President, who in the case of an equality of votes, shall have a second or casting vote, every member of the Executive Committee has one vote on each issue.
- 4.6. On a request of a member of the Executive Committee the Executive Director shall summon a meeting of the Executive Committee by reasonable notice.
- 4.7. A procedural defect of which the Executive Committee are unaware at the time does not invalidate decisions taken at a meeting of the Executive Committee.

5. EXECUTIVE COMMITTEE'S POWERS

- 5.1. Subject to the provisions of the Act, the Memorandum and the Articles, the business of World Obesity shall be managed by the Executive Committee who may exercise all the powers of the Federation.
- 5.2. No alteration of the Memorandum or Articles shall invalidate any prior act of the Executive Committee.
- 5.3. The Executive Committee may have the power of attorney or otherwise, appoint any person to be the agent of the Federation for such purposes and on such conditions as they determine.
- 5.4. The Executive Committee have the following powers in the administration of the Federation:
 - 5.4.1. To appoint (and remove) any person (who may be a member and/or a member of the Executive Committee) to act as Secretary in accordance with the Companies Act;
 - 5.4.2. To elect (and remove) Executive Committee members from among their number;
 - 5.4.3. To delegate any of their functions to Committees, Working Groups and Task Forces consisting of two or more individuals appointed by them. At least one member of every Committee, Working Group or Task Force must be a member of the executive

Committee and all proceedings must be reported promptly to the Executive Committee;

- 5.4.4. To make standing orders consistent with the Memorandum, the Articles and the Companies Act to govern their proceedings and proceedings of Committees, Working Groups and Task Forces;
- 5.4.5. To make rules and regulations consistent with the Memorandum, the Articles and the Companies Act to govern the administration of the Federation and the use of its seal (if any);
- 5.4.6. To establish procedures to assist the resolution of disputes or differences within the Federation;
- 5.4.7. To exercise any powers of the Federation which are not reserved to General Council.

6. RECORDS AND ACCOUNTS

- 6.1. The members of the Executive Committee, as Trustees, must comply with the requirements of the Companies Act and of the Charities Act to keeping financial records, the audit of accounts and the preparation and transmission to the Registrar of Companies and the Commission of:
 - 6.1.1. Annual returns;
 - 6.1.2. Annual reports; and
 - 6.1.3. Annual statements of account.
- 6.2. The Executive Committee must keep proper records of:
 - 6.2.1. All proceedings of General Council;
 - 6.2.2. All proceedings and meetings of the Executive Committee;
 - 6.2.3. All reports of committees, working groups and task forces; and
 - 6.2.4. All professional advice obtained.
- 6.3. Accounting records relating to the Federation must be made available for inspection by any Executive Committee member at any time during normal working hours and may be made available for inspection by members who are not members of the Executive Committee if the Executive Committee so decides.
- 6.4. A copy of the Federation's latest available statement of account must be supplied on request to any Executive Committee member or Member. A copy must also be supplied, within two months, to any other person who makes a written request and pays the Federation's reasonable costs.

7. NOTICES

- 7.1. Notices under the Articles may be sent by hand, by post or by suitable electronic means.
- 7.2. The only address at which a member is entitled to receive notices sent by post is an address shown in the register of members.

7.3. Any notice given in accordance with these Articles is to be treated for all purposes as having been received:

7.3.1. 24 hours after being sent by electronic means or delivered by hand to the relevant address;

7.3.2. two clear days after being sent by first class post to that address;

7.3.3. three clear days after being sent by second class or overseas post to that address;

7.3.4. on being handed to the member (including the authorised representative) personally or, if earlier;

7.3.5. as soon as the member acknowledges receipt.

7.4. A technical defect in the giving of notice of which the Executive Committee are unaware at the time does not invalidate decisions taken at a meeting.

8. DISSOLUTION

8.1. The provisions of the Memorandum relating to dissolution of the Federation take effect as though repeated here.

9. INTERPRETATION

9.1. Expressions defined in the Companies Act have the same meaning

9.2. References to an Act of Parliament are to that Act as amended or re-enacted from time to time and to any subordinate legislation made under it.

RULES AND REGULATIONS OF MEMBERSHIP OF THE WORLD OBESITY FEDERATION

1. The Rules and Regulations of membership of the World Obesity Federation may only be amended with the agreement of the General Council.
2. Every Member shall either sign a written consent to become a member or shall be automatically become a member upon the confirmation of their professional association becoming a Membership Organisation of the World Obesity Federation.

MEMBERSHIP TYPES

3. The Membership of the Federation comprises Organisation, Individual, Associate Organisation, Honorary and Regional Members:
 - 3.1. Organisation Members are national obesity organisations, academic institutions or other academic bodies, national research councils, advocacy organisations or other appropriate membership organisations whose aims meet the objectives of the Federation.
 - 3.2. Individual Members are individuals that are not eligible to join an Organisation Member.
 - 3.3. Associate Organisation Members are organisations with an interest in obesity.
 - 3.4. Honorary Members are individuals who as have in the opinion of the Council rendered outstanding service to the subject of obesity.
 - 3.5. A Regional member is a regional body representing the Organisation Members in a specific region of the world. A Regional organisation representing more than one country will be a Member Organisation if these countries are not represented individually as Member Organisations.

APPLICATION FOR MEMBERSHIP

4. All applications for Membership will be made to the Federation in the form approved by the Council and will be signed by a recognised representative or by the applicant in the case of Individual Membership.

CONDITIONS OF MEMBERSHIP

5. Every Member shall be bound to further to the best of his/her ability the objects of interest and influence of the Federation and shall observe all the provisions of the Articles of Association of the Federation and all Rules of the Federation.
6. A Member shall cease to be a Member:
 - 6.1. If a notice of resignation signed by or on behalf of such Member is delivered to the Federation
 - 6.2. If their subscription has been in arrears for more than one year

- 6.3. If the objectives of an Member Organisation or Association Member Organisation are in conflict with those of the Federation
- 6.4. The Executive Committee shall be entitled to request the resignation of a Member if in their opinion the interest of the Federation requires it. Should the Member refuse to resign then the question may be submitted to the General Council at which the Member shall be given a reasonable opportunity to attend and speak on their own behalf and they shall cease to be a Member if two-thirds of the Council Members present and voting so resolve.

MEMBERSHIP FEES

7. Annual Fees are as follows:
 - 7.1. Organisation Member - \$5USD per individual member charged upon provision of a list of members and, their email addresses.
 - 7.2. Individual Member - £15GBP
 - 7.3. Associate Member - \$5USD per individual member charged upon provision of a list of members and their email addresses.
 - 7.4. Regional Member - No charge
8. Honorary Members shall pay no annual subscription and are entitled to receive the benefits of membership of the Federation as the Executive may determine.
9. Annual subscription fees for Organisation, Individual, Associate and Regional Members are set by the Federation's Executive Committee.
10. All subscriptions are payable within the period to which they apply.
11. If a Member ceases to be a Member during a subscription period they shall nevertheless remain liable for payment of the full subscription in respect of that subscription period and of any arrears of subscription and shall not be entitled to recover any part of any subscription paid.
12. The subscription period of the Federation is a period of twelve consecutive months starting from the 1st of January.
13. Member Organisations, Individual Members are entitled during each subscription period to receive discounts: to the Federation's journals, SCOPE subscriptions, registrations to the Federation's events and access to selected data via the membership portal. At the relevant prices as determined by the Executive Committee provided that all Members have paid all subscriptions due.

VOTING RIGHTS

14. Organisation Members and Regional Members are eligible to vote at General Council.
15. Individual Members and Associate Members are not eligible to vote at General Council.

COMMITTEES

Committees fulfil functions serving the governance of the Federation. In addition to the Committees listed in Article 14 of the rules and regulations the Executive Committee may appoint interim Committees for activities limited in time. New standing committees will be proposed in response to governance needs of the Federation by the Executive Committee and adopted by the General Council.

16. The standing committees of the Federation shall consist of:
 - 16.1. The Policy and Prevention Section
 - 16.2. The Clinical Care Section
 - 16.3. The Research and Basic Science Section
 - 16.4. The Finance and Risk Committee
 - 16.5. The Scientific Programme and ICO Liaison Committee
 - 16.6. The Publications Committee
 - 16.7. The Nominations Committee
17. The Chairs of the standing Committees (excluding the Nominations Committee) sit on the Executive Committee as voting members. Where a Committee has more than one Chair, a single representative should be selected to sit on Executive Committee. Each Committee has one representative on the Executive Committee.
18. The Nominations Committee consists of the President-Elect, the President, the Past-President and three co-opted members.