

Company Number: 03802726

THE COMPANIES ACT 2006

COMPANY LIMITED BY GUARANTEE

**ARTICLES OF ASSOCIATION OF WORLD OBESITY
FEDERATION**



**PENNINGTONS
MANCHES
COOPER**

1. NAME

The Company's name is: World Obesity Federation (and in these articles is called the "**Federation**").

2. INTERPRETATION

2.1 In these Articles of Association the following words shall have the following meanings, unless the context otherwise requires:

Address means a postal address, or for the purposes of communication in electronic form, an email (but excluding telephone number for receiving text messages) of a Member in each case registered with the Federation;

Articles means these Articles of Association of the Federation, as amended from time to time;

AGM means the annual general meeting of the Federation;

Associate Member means an associate member of the General Council appointed as such by the Board of Trustees;

Board of Trustees means the directors of the Federation for the purposes of the Companies Acts and who are charity trustees for the purposes of the Charities Acts;

Charity Commission means the Charity Commission for England and Wales;

Companies Acts means The Companies Acts (as defined in section 2 of the Companies Act 2006) insofar as they apply to the Federation;

Connected Person means:

- (a) a child, parent, grandchild, brother or sister of the Trustee;
- (b) the spouse or civil partner of the Trustee or any of the persons listed in (a) above;
- (c) a person carrying on business in partnership with the Trustee or with any person listed in (a) or (b) above;
- (d) an institution controlled by the Trustee or any Connected Person as defined in (a), (b) and/or (c) above or an institution controlled by two or more persons falling within this paragraph (d) when taken together;
- (e) a body corporate in which:
 - (i) the Trustee or any Connected Person falling within paragraphs (a), (b) and/or (c) has a substantial interest;
 - (ii) two or more persons falling within paragraph (i) above who when taken together have a substantial interest; or
 - (iii) Sections 350 – 352 of the Charities Act 2011 apply for the purposes of interpreting the terms used in Article 7;

Document means unless otherwise specified, any document sent or supplied in electronic form;

EGM means an extraordinary general meeting of the Federation;

Electronic form is as defined in section 1168 of the Companies Act 2006;

Financial Expert means an individual, company or firm who is authorised to give investment advice under the Financial Services and Markets Act 2000;

Full Member means a full member of the General Council appointed as such by the Board of Trustees;

General Council means the Federation's Members comprising the Full Members, and the Associate Members;

In writing or written means 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;

Member means a member of the General Council;

Objects means the objects of the Federation as set out in Article 8;

Office means the registered office of the Federation;

President, President-Elect, Past President and Treasurer means the Trustees appointed to these positions in accordance with Articles 12.7 – 12.11;

Proxy Notice has the meaning given in Article 11.22;

Register means The Register of Members of the Federation kept pursuant the Companies Acts;

Rules and Regulations means the Rules and Regulations of the Federation made from time to time by the Board of Trustees in accordance with Article 14.5.4:

Secretary means the Federation's company secretary who is also secretary to the Board of Trustees;

Standing Committees means the following committees:

- (a) The Policy and Prevention Committee;
- (b) The Clinical Care Committee;
- (c) The Finance Committee;
- (d) The Scientific Programme and ICO Liaison Committee;
- (e) The Publications Committee;
- (f) The Membership Committee; and
- (g) The Nominations Committee

as the same may be amended, supplemented, removed, or replaced by the Board of Trustees; and

Trustee means a member of the Board of Trustees;

- 2.2 Unless specifically stated otherwise:
- 2.3 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.
- 2.4 Words denoting the singular include the plural and vice versa.
- 2.5 Words denoting any one gender include all genders.
- 2.6 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).
- 2.7 All references to legislative provisions are to the legislation concerned as amended, repealed, re-enacted or replaced and in force from time to time.

3. DISAPPLICATION OF MODEL ARTICLES

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

4. LIMITED LIABILITY

The liability of members is limited.

5. GUARANTEE

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.

6. APPLICATION OF INCOME AND PROPERTY

- 6.1 The income and property of the Federation shall be applied solely towards the promotion of the Objects and in particular, but without limitation:
 - 6.1.1 a Trustee is entitled to be reimbursed for their reasonable expenses incurred on the Federation's business;
 - 6.1.2 a Trustee may benefit from trustee indemnity insurance cover purchased by the Federation in accordance with and subject to the provisions of Section 189 of the Charities Act 2011;
 - 6.1.3 A Trustee may receive an indemnity from the Federation as set out in Article 16; and
 - 6.1.4 A Trustee may not receive any other benefit or payment unless it is authorised by Article 7.

- 6.2 Subject to Article 7, none of the income or property of the Federation may be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to any Member. This does not prevent a Member who is not also a Trustee receiving:
 - 6.2.1 a benefit from the Federation in the capacity of a beneficiary of the Federation; or
 - 6.2.2 reasonable and proper remuneration for any goods or services supplied to the Federation.

7. PAYMENTS AND BENEFITS TO TRUSTEES

- 7.1 No Trustee or Connected Person may;
 - 7.1.1 buy any goods or services from the Federation on terms preferential to those applicable to members of the public;
 - 7.1.2 sell goods, services or any interest in land to the Federation;
 - 7.1.3 be employed by or receive any remuneration from the Federation; and/or
 - 7.1.4 receive any other financial benefit (here meaning a direct or indirect benefit which is either money or has a monetary value) from the Federation;

unless the payment is permitted under Article 7.2, authorised by the Court or the prior written consent of the Charity Commission has been obtained.
- 7.2 A Trustee or Connected Person may:
 - 7.2.1 receive a benefit from the Federation in the capacity of a beneficiary of the Federation provide that a majority of the Trustees do not benefit in this way;
 - 7.2.2 enter into a contract for the supply of services or goods that are supplied in connection with the provision of services to the Federation where that is permitted in accordance with and subject to the conditions in Sections 185 and 186 of the Charities Act 2011;
 - 7.2.3 subject to Article 7.3 provide the Federation with goods that are not supplied in connection with services provided to the Federation by the Trustee or Connected Person;
 - 7.2.4 receive interest on money lent to the Federation at a reasonable and proper rate which must not be more than the Bank of England bank rate (also known as the base rate);
 - 7.2.5 Receive rent for premises let by the Trustee or Connected Person to the Federation. The amount of the rent and the other terms of the lease must be reasonable and proper. The Trustee concerned must withdraw from any meeting at which such proposal or the rent or other terms of the lease are under discussion; and/or
 - 7.2.6 Take part in the normal trading and fundraising activities of the Federation on the same terms as members of the public.

7.3 The Federation and its Trustees may only rely upon the authority provided by Article 7.2.3 if each of the following conditions is satisfied:

7.3.1 The amount or maximum amount of the payment for the goods is set out in an agreement in writing between the Federation and the Trustee or Connected Person supplying the goods (the “supplier”) under which the supplier is to supply the goods in question to or on behalf of the Federation.

7.3.2 The amount or maximum amount of the payment for the goods does not exceed what is reasonable in the circumstances for the supply of the goods in question.

7.3.3 The other Trustees are satisfied that it is in the best interests of the Federation to contract with the supplier rather than with someone who is not a Trustee or Connected Person. In reaching that decision the Trustees must balance the advantage of contracting with a Trustee or Connected Person against the disadvantages of doing so.

7.3.4 The supplier is absent from the part of any meeting at which there is discussion of the proposal to enter into a contract or arrangement with him or her or it with regard to the supply of goods to the charity.

7.3.5 The supplier does not vote on any such matter and is not to be counted when calculating whether a quorum of Trustees is present at the meeting.

7.3.6 The reason for their decision is recorded by the Trustees in the minute book.

7.3.7 A majority of the Trustees then in office are not in receipt of remuneration or payments authorised by this Article 7.

8. 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:

8.1 Promoting research, the dissemination of the results of such research and exchange of scientific information in the field of obesity internationally; and

8.2 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.

9. POWERS

The Federation has power to do anything lawful which is calculated to further its objects or is conducive or incidental to doing so. In particular, but without limitation, the Federation may:

9.1 Promote, encourage, carry out or commission research, surveys, studies or other work publishing the useful results;

- 9.2 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;
- 9.3 Write, make, commission, print, publish or distribute written materials, or other materials recorded in or on any other format, or assist in these activities;
- 9.4 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;
- 9.5 Purchase, lease, hire, receive in exchange or as a gift, any interest whatever in real or personal property and equip it for use;
- 9.6 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;
- 9.7 Subject to any consent required by law, borrow and raise money on such terms and security as the Federation may think suitable;
- 9.8 Raise funds and receive contributions;
- 9.9 To the extent permitted by law; carry on trade in the course of carrying out its objectives provided that any such trading is carried out in accordance with all legally binding regulation and guidance from the Charity Commission;
- 9.10 Form subsidiary companies to carry on any business or trade;
- 8.12 Employ and pay employees and professional or other advisors;
- 8.13 Grant pensions to the Federation's employees;
- 8.14 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;
- 9.15 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;
- 9.16 Delegate the management of investments to professional investment managers;
- 9.18 Guarantee and/or give security for the performance of contracts by third parties;
- 9.19 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; and/or

- 9.20 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.

10. MEMBERSHIP

- 10.1 The Federation must maintain a register of members.
- 10.2 Membership of the Federation is open to any organisation interested in promoting the Objects which:
- 10.2.1 applies to the Federation in the form required by the Board of Trustees;
- 10.2.2 provides such information and documentation to the Federation as the Board of Trustees may reasonably require; and
- 10.2.3 whose application is approved by the Board of Trustees who shall confirm the category of membership of the new Member.
- 10.3 Membership is terminated if the Member concerned:
- 10.3.1 gives written notice of resignation to the secretary of the Federation;
- 10.3.2 ceases to exist;
- 10.3.3 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
- 10.3.4 is removed from membership by a special resolution at an EGM called by the Board of Trustees for this purpose and in accordance with the following procedure:
- (a) The Board of Trustees must give the Member at least one month's notice in writing of the EGM. The notice to the Member must set out the details of the complaint of conduct detrimental to the Federation and must request the Member to attend the meeting to answer the complaint;
- (b) At the EGM the Members shall consider the evidence presented by the Board of Trustees and (if any) by the Member. The EGM shall take place even if the Member does not attend; and
- (c) If the resolution to remove the Member is passed by the requisite two thirds majority, the Member shall immediately cease to be a Member.
- 10.4 Membership of the Federation is not transferable.

11. GENERAL MEETINGS

- 11.1 The Members shall constitute the General Council of the Federation.
- 11.2 Meetings of the General Council are general meetings of the Federation for the purposes of the Companies Acts.
- 11.3 Full Members are entitled to send one authorised representative to attend general meetings and to speak and vote on behalf of their organisation.

- 11.4 Each Full Member shall have one vote.
- 11.5 Associate Members are entitled to send one authorised representative to attend general meetings and to speak on behalf of their organisation, but shall not be entitled to any vote.
- 11.6 Any question as to the acceptability of any vote whether tendered personally or by proxy shall be determined by the chair of the meeting whose decision shall be final.
- 11.7 An EGM may be called at any time by the Board of Trustees or by the Secretary at the direction of two or more of the Trustees and must be convened within 21 days following a written request from the General Council members pursuant to the provisions of the Companies Acts.
- 11.8 An AGM and an EGM called for the passing of a special 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 the requisite percentage (as prescribed by the Companies Acts) of the Members so agree.
- 11.9 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.
- 11.10 There is a quorum at a General Council meeting if the number of Full Members represented is at least 30% of all the Full Members and that no Full Member forming part of the quorum is in arrears with the payment of its annual subscriptions or any other monies due to the Federation.
- 11.11 Notice of meetings of the General Council shall be given to every General Council member and to the Board of Trustees.
- 11.12 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.
- 11.13 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.
- 11.14 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.
- 11.15 Except where otherwise provided by the Articles or the Companies Acts, every issue is decided by a majority of the votes cast.

- 11.16 Except for the chairman of the meeting, who, in the case of an equality of votes, shall have a second or casting vote, every Full Member has one vote on each issue.
- 11.17 At an AGM the Members:
- 11.17.1 receive the accounts of the Federation for the previous financial year;
- 11.17.2 receive the Board of Trustees' report on the Federation's activities since the previous Board of Trustees' report;
- 11.17.3 elect Trustees to fill the vacancies arising on the Board of Trustees including the President Elect and the Treasurer;
- 11.17.4 appoint auditors for the Federation; and
- 11.17.5 may discuss and determine any issues of policy or deal with any other business put before them by the Board of Trustees.
- 11.18 Any general meeting which is not an AGM is an EGM.
- 11.19 A resolution in writing signed or approved by a requisite majority of Full Members shall be valid and effectual as if it had been passed at a meeting of the General Council 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. The requisite majorities are: (a) a simple majority of all the Full Members for an ordinary resolution, and (b) a two thirds majority of all the Full Members for a special resolution.
- 11.20 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
- 11.21 Full Members have the right to appoint a proxy to speak and vote in their absence. The appointment of a proxy must be made by the authorised representative of the Full Member.
- 11.22 An instrument appointing a proxy shall be in writing, executed by the appointing Member and shall be in the following form or forms (in form as near thereto as circumstances allow):

World Obesity Federation

I/We.....

Of.....

being a Full Member of the 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 general meeting of the General Council to be held on [date], and at any adjournment thereof.

I direct my proxy to vote on the following resolutions as I have indicated by marking the appropriate box with an 'X'. If no indication is given, my proxy will vote or abstain from voting at his or her discretion and I authorise my proxy to vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the meeting.

RESOLUTIONS	For	Against	Withheld

Signed on [date]

Signed by [signature]

- 11.23 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 48 hours before the time for holding the meeting or adjourned meeting at which the person named as the proxy proposes to vote.
- 11.24 A proxy notification which is not deposited or delivered in a manner so permitted shall be invalid.
- 11.25 A vote given by a Member's authorised representative or by 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.
- 11.26 Where in the discretion of the Board of Trustees it is not possible or practical for a general meeting to be held in person, the Board of Trustees shall permit the meeting to take place by means of a telephonic, electronic or other communication facility that permits all participants to hear, address and communicate adequately with each other during the meeting.
- 11.27 A Member is able to exercise the right to speak at a general meeting when that Member is in a position to communicate to all those attending the meeting, during

- the meeting, any information or opinions which that person has on the business of the meeting.
- 11.28 A Full Member is able to exercise the right to vote at a general meeting when:
- 11.28.1 that Full Member is able to vote, during the meeting, on resolutions put to the vote at the meeting; and
- 11.28.2 that Full Member's vote can be taken into account in determining whether or not such resolutions are passed at the same time as the votes of all the other Full Members attending the meeting (in person or by proxy).
- 11.29 The Board of Trustees may make whatever arrangements they consider appropriate to enable those attending a general meeting to exercise their rights to speak or vote at it.
- 11.30 In determining attendance and quorum at a general meeting, it is immaterial whether any of the 30% or more Full Members attending to form a quorum are in the same place as each other. For the avoidance of doubt for the purposes of the quorum at a general meeting all those Full Members present whether or not they are in the same place as each other provided they are in a position to communicate to all those attending the meeting shall be included in the quorum.
- 11.31 A Full Member attending a general meeting who has already submitted a notice appointing a proxy shall be entitled to attend, speak and vote during the meeting and their appointment of a proxy shall cease to be valid and shall be ignored.

12. THE BOARD OF TRUSTEES

- 12.1 The Board of Trustees shall consist of at least five and not more than eighteen Trustees (excluding co-optees).
- 12.2 The following persons shall be Trustees:
- 12.2.1 the President;
- 12.2.2 the President-Elect;
- 12.2.3 the Past President
- 12.2.4 the Treasurer;
- 12.2.5 the chairpersons of the Standing Committees save for the Nominations Committee;
- 12.2.6 two persons appointed by the Board of Trustees appointed at the AGM following nomination by the Board of Trustees and who shall serve for a term of two years which may be renewed;
- 12.2.7 two persons with lived experience of obesity appointed at the AGM following nomination by the Board of Trustees and who shall serve for a term of two years which may be renewed; and

- 12.2.8 a representative from each of the Federation's regions appointed annually at the AGM following nomination by each region and who shall serve for a term of two years which may be renewed.
- 12.3 Every Trustee must sign a declaration of willingness (in such form as the Board of Trustees shall require) to act as a Trustee before he or she takes office.
- 12.4 A Trustee's term of office automatically terminates if he or she:
- 12.4.1 Ceases to be a director by virtue of any provision in the Companies Acts or is prohibited by law from being a director;
- 12.4.2 Is disqualified from acting as a Trustee by virtue of sections 178 and 179 of the Charities Act 2011;
- 12.4.3 Is a representative of a Member which ceases to be a Member of the Federation;
- 12.4.4 In the written opinion, given to the Federation, of a registered medical practitioner treating that person, has become physically or mentally incapable of acting as a director and may remain so for more than three months
- 12.4.5 is absent from three consecutive meetings of the Board of Trustees without good reason and without giving apologies and is asked by a majority of the other Trustees members to resign;
- 12.4.6 resigns by written notice to the Board of Trustees (but only if at least five Trustees will remain in office);
- 12.4.7 is removed by resolution of the Full Members pursuant to the provisions of the Companies Acts; or
- 12.4.8 has served for a period exceeding six consecutive years in office without a break.
- 12.5 The Board of Trustees may at any time fill a vacancy in their number. The person appointed shall hold office until the next AGM. The Board of Trustees may also co-opt up to two individuals who shall serve for a term set by the Board of Trustees not exceeding two years and whom shall be eligible for re-election for two further periods of two. A co-optee shall be counted as part of the quorum and shall have a vote.
- 12.6 A technical defect in the appointment of a member of the Board of Trustees of which the Board of Trustees are unaware at the time does not invalidate decisions taken at a meeting.
- 12.7 The President shall automatically take office as President at the close of the Annual General Meeting which follows two years after his or her election as President-Elect. Each President shall hold office until the close of the Annual General Meeting two years after taking office as President whereupon he or she shall become the Past President and shall hold that office for two years until the close of the Annual General Meeting after taking office as Past President.
- 12.8 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 Trustees to serve as President until the next Annual General Meeting.
- 12.9 The President Elect shall be elected by a secret ballot of the Full Members at an AGM.
- 12.10 The Treasurer shall be elected by a secret ballot of the Full Members at an AGM and shall hold office for two years, which can be renewed for two further terms of two years.
- 12.11 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.
- 12.12 The Nominations Committee consisting of the President Elect, President and Past President plus three co-opted individuals elected by the Board of Trustees shall select the most appropriate candidate from the nominations received.
- 12.13 Nominations for election to any position on the Board of Trustees (excluding that of the President Elect) shall be submitted to the Office at least 30 days before the meeting of the Board of Trustees at which the appointment is to be made.
- 12.14 Nominations may be made by:
- 12.14.1 Members or Trustees (excluding the current President, Past-President or President-Elect).
- 12.15 All nominations must be submitted in writing to the Secretary at the Registered Office and signed by an authorised representative together with written confirmation from the nominee of their willingness to serve on the Board of Trustees.

13. PROCEEDINGS OF THE BOARD OF TRUSTEES

- 13.1 The Board of Trustees must hold at least three meetings in each year.
- 13.2 A quorum at a meeting of the Board of Trustees is 51% of its members included co-optees.
- 13.3 The President or (if the President is unable or unwilling to do so) some other member of the Board of Trustees chosen by the Trustees present shall chair the meeting of the Board of Trustees.
- 13.4 Every issue may be determined by a simple majority of the votes cast at a meeting, but a written resolution signed which has been circulated to all members of the Board of Trustees and which has been signed by not less than 51% of its members is as valid as a resolution passed at a meeting of the Board of Trustees. 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.
- 13.5 Where in the discretion of the chairperson of the meeting it is not possible or practical for a meeting of the Board of Trustees to be held in person, the chairperson

- shall permit the meeting to take place by means of a telephonic, electronic or other communication facility that permits all participants to hear, address and communicate adequately with each other during the meeting.
- 13.6 Except for the chairperson, who in the case of an equality of votes, shall have a second or casting vote, every Trustee has one vote on each issue.
- 13.7 On a request of two Trustees the Secretary shall summon a meeting of the Board of Trustees by reasonable notice.
- 13.8 A procedural defect of which the Board of Trustees are unaware at the time does not invalidate decisions taken at a meeting of the Board of Trustees.

14. BOARD OF TRUSTEES'S POWERS

- 14.1 The Board of Trustees shall manage the business of the Federation and may exercise all powers of the Federation subject to any restrictions imposed by the Companies Acts, these Articles or any special resolution of the General Council. No alteration of the Memorandum or Articles shall invalidate any prior act of the Board of Trustees.
- 14.2 The Board of Trustees shall appoint an executive council as a sub-committee of the Board of Trustees. Its members will comprise the President, President-Elect, Past President, Treasurer, and an additional Trustee nominated by the Board of Trustees and its powers and duties will be set out in its terms of reference set by the Board of Trustees.
- 14.3 The Board of Trustees 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.
- 14.4 The Board of Trustees have the following powers in the administration of the Federation:
- 14.4.1 To appoint (and remove) any person (who may be a member and/or a member of the Board of Trustees) to act as Secretary in accordance with the Companies Act;
- 14.4.2 To appoint and/or elect (and remove) Board of Trustees members in accordance with the Articles;
- 14.4.3 To delegate any of their functions to the executive council, Standing Committees, interim committees, working groups and task forces consisting of two or more individuals appointed by them. At least one member of every such committee, working group or task force must be a member of the Board of Trustees and all proceedings must be reported promptly to the Board of Trustees;
- 14.4.4 To make rules and regulations consistent with these Articles and the Companies Acts to govern the administration of the Federation and the use of its seal (if any), and including without limitation the admission of Members, the terms and conditions of membership, rights and privileges of Members, the rates of annual subscription of Members, the proceedings of the Board of Trustees, the Executive Council and of its Standing Committees, interim committees, working groups and task forces,

terms of reference for the same, the organisation of the Federation into regions and the rights and obligations of the regions of the Federation;

14.4.5 To establish procedures to assist the resolution of disputes or differences within the Federation;

14.4.6 To exercise any powers of the Federation which are not reserved to the General Council.

15. TRUSTEES CONFLICTS OF INTEREST

15.1 If a conflict of interest arises for a Trustee because of a duty of loyalty owed to another organisation or person and the conflict is not authorised by virtue of any other provision in the Articles, the unconflicted Trustees may authorise such a conflict of interest where the following conditions apply:

15.1.1 the conflicted Trustee is absent from the part of the meeting at which there is discussion of any arrangement or transaction affecting that other organisation or person;

15.1.2 the conflicted Trustee does not vote on any such matter and is not to be counted when considering whether a quorum of the Board of Trustees is present at the meeting; and

15.1.3 the unconflicted Trustees consider it is in the interests of the Federation to authorise the conflict of interests in the circumstances applying.

15.2 The Trustees shall record their decision and the reasons therefore in the minutes of the meeting.

16. INDEMNITY

The Federation may indemnify a Trustee against any liability incurred in that capacity to the extent permitted by Sections 232 – 234 of the Companies Act 2006.

17. RECORDS AND ACCOUNTS

17.1 The Trustees, must comply with the requirements of the Companies Acts and of the Charities Acts as regards the keeping of financial records, the audit of accounts and the preparation and transmission to the Registrar of Companies and the Charity Commission of:

17.1.1 Annual returns;

17.1.2 Annual reports; and

17.1.3 Annual statements of account.

17.2 The Board of Trustees must keep proper records of:

17.2.1 All proceedings of General Council;

17.2.2 All proceedings and meetings of the Board of Trustees and the Executive Council;

- 17.2.3 All reports of Standing Committees, interim committees, working groups and task forces; and
- 17.2.4 All professional advice obtained.
- 17.3 Accounting records relating to the Federation must be made available for inspection by any Trustee at any time during normal working hours on reasonable notice. Such records are also available for inspection by Members who are not Trustees in accordance with the Companies Acts.
- 17.4 A copy of the Federation's latest available statement of account must be supplied on request to any Trustees 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.

18. NOTICES

- 18.1 Notices under the Articles may be sent by hand, by post or by suitable Electronic form.
- 18.2 The only address at which a member is entitled to receive notices sent by post is an address shown in the register of members.
- 18.3 Any notice given in accordance with these Articles is to be treated for all purposes as having been received:
 - 18.3.1 24 hours after being sent by electronic means or delivered by hand to the relevant address;
 - 18.3.2 two clear days after being sent by first class post to that address;
 - 18.3.3 three clear days after being sent by second class or overseas post to that address;
 - 18.3.4 on being handed to the recipient (including the authorised representative) personally or, if earlier;
 - 18.3.5 as soon as the recipient acknowledges receipt.
- 18.4 A technical defect in the giving of notice of which the Board of Trustees are unaware at the time does not invalidate decisions taken at a meeting.

19. DISSOLUTION

- 19.1 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:
 - 19.1.1 By transfer to one or more other bodies established for exclusively charitable purposes within, the same as or similar to the Objects;
 - 19.1.2 Directly for the Objects or for charitable purposes which are within or similar to the Objects; and
 - 19.1.3 In such other manner consistent with charitable status as the Charity Commission approve in writing in advance.

19.2 A final report and statement of account must be sent to the Charity Commission.