THE COMPANIES ACT 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 7th July 2020
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 Board of Trustees;
    4.16.2. Every transaction is reported promptly to the Board of Trustees;
    4.16.3. The performance of the investments are reviewed regularly with the Board of Trustees;
    4.16.4. The Board of Trustees 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 Board of Trustees upon receipt;
    4.16.7. The financial expert must not do anything outside of the powers of the Board of Trustees;
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 Board of Trustees 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 Board of Trustees of former member of the Board of Trustees 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 Board of Trustees 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:

<table>
<thead>
<tr>
<th>Term</th>
<th>Meaning</th>
</tr>
</thead>
<tbody>
<tr>
<td>Address</td>
<td>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;</td>
</tr>
<tr>
<td>The Articles</td>
<td>The Articles of Association of the Federation, as amended from time to time;</td>
</tr>
<tr>
<td>The Board of Trustees</td>
<td>The directors and charity trustees of the Federation for the purposes of the Companies Acts and the Charities Acts;</td>
</tr>
<tr>
<td>Charity Commission</td>
<td>The Charity Commission for England and Wales</td>
</tr>
<tr>
<td>Clear Day</td>
<td>Means 24 hours from midnight following the relevant event;</td>
</tr>
<tr>
<td><strong>Companies Acts</strong></td>
<td>The Companies Acts (as defined in section 2 of the Companies Act 2006) insofar as they apply to the Federation;</td>
</tr>
<tr>
<td>--------------------</td>
<td>--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------</td>
</tr>
<tr>
<td><strong>Document</strong></td>
<td>Includes, unless otherwise specified, any document sent or supplied in electronic form;</td>
</tr>
<tr>
<td><strong>Electronic form</strong></td>
<td>As defined in section 1168 of the Companies Act 2006;</td>
</tr>
<tr>
<td><strong>The Federation</strong></td>
<td>The company registered by the Articles;</td>
</tr>
<tr>
<td><strong>Financial Expert</strong></td>
<td>An individual, company or firm who is authorised to give investment advice under the Financial Services and Markets Act 2000;</td>
</tr>
<tr>
<td><strong>Financial Year</strong></td>
<td>The Federation’s financial year;</td>
</tr>
<tr>
<td><strong>General Council</strong></td>
<td>The governing body of the Federation as referred to in Article 2.1 in the Articles of Association</td>
</tr>
<tr>
<td><strong>A member of the Board of Trustees</strong></td>
<td>A Trustee and Director of the Federation</td>
</tr>
<tr>
<td><strong>A Member of the General Council</strong></td>
<td>a Member of the Federation;</td>
</tr>
<tr>
<td><strong>The Memorandum</strong></td>
<td>The Memorandum of Association of the Federation;</td>
</tr>
<tr>
<td><strong>Objects</strong></td>
<td>The objects of the Federation as defined in clause 3</td>
</tr>
<tr>
<td><strong>The Office</strong></td>
<td>The registered office of the Federation</td>
</tr>
<tr>
<td><strong>Proxy Notice</strong></td>
<td>Has the meaning given in Article 2.26 of the Articles of Association</td>
</tr>
<tr>
<td><strong>The Register</strong></td>
<td>The Register of Members of the Federation kept pursuant the Companies Acts;</td>
</tr>
<tr>
<td><strong>Rules and Regulations</strong></td>
<td>The Rules and Regulations of the Federation made by the Board of Trustees in accordance with Article 5.4.5;</td>
</tr>
<tr>
<td><strong>Services</strong></td>
<td>(in the context of remuneration for services as stipulated in clause 5.1) includes goods that are supplied in connection with the provision of those services;</td>
</tr>
<tr>
<td><strong>Standing Committees</strong></td>
<td>Means such committees as may be designated as standing committees of the Federation by the Board of Trustees;</td>
</tr>
<tr>
<td><strong>Subsidiary Company</strong></td>
<td>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;</td>
</tr>
</tbody>
</table>
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.
THE COMPANIES ACT 2006
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 which:

1.2.1. applies to the Federation in the form required by the Board of Trustees;
1.2.2. provides such information and documentation to the Federation as the Board of Trustees may reasonable require;
1.2.3. is approved by the Board of Trustees; and
1.2.4. consents in writing to becoming a Member.

1.3. The General Council may establish different categories of membership, prescribe their respective privileges and duties and set the amounts of any subscriptions either directly or on the recommendation of the Board of Trustees.

1.4. Membership is terminated if the member concerned:

1.4.1. gives written notice of resignation to the Federation;
1.4.2. 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, in accordance with the process set out in the Rules and Regulations, by the Board of Trustees or General Council on the ground that in their reasonable opinion the member’s continued membership is harmful to the Federation. The Board of Trustees 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 Full Members and the Associate Members 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 Companies Acts.

2.3. Full Members are entitled to send one authorised representative to attend general meetings and to speak and vote on behalf of their organisation.

2.4. Each Full Member shall have one vote.

2.5. 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.

2.6. In the case of an equality of votes, no person shall be entitled to cast a second or casting vote.
2.7. 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.

2.8. 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.

2.9. 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 Acts.

2.10. An AGM and an EGM called for the passing of a special 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.

2.11. 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.

2.12. There is a quorum at a General Council meeting if the number of Full Members represented is at least 30% 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.

2.13. Notice of meetings of the General Council shall be given to every member organisation and to the Board of Trustees.

2.14. 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.

2.15. 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.

2.16. 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.

2.17. Except where otherwise provided by the Articles or the Companies Acts, every issue is decided by a majority of the votes cast.

2.18. 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.
2.19. At an AGM the members:
   2.19.1. receive the accounts of the Charity for the previous financial year;
   2.19.2. receive the Board of Trustees’ report on the Federation’s activities since the previous Board of Trustees’ report;
   2.19.3. elect Trustees to fill the vacancies arising on the Board of Trustees;
   2.19.4. appoint auditors for the Federation; and
   2.19.5. may discuss and determine any issues of policy or deal with any other business put before them by the Board of Trustees.

2.20. Any general meeting which is not an AGM is an EGM.

2.21. 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 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.

2.22. 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.

2.23. 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 authorised representative of the Member.

2.24. 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 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.

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.

<table>
<thead>
<tr>
<th>RESOLUTIONS</th>
<th>For</th>
<th>Against</th>
<th>Withheld</th>
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</table>


2.25. 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.

2.26. A proxy notification which is not deposited or delivered in a manner so permitted shall be invalid.

2.27. 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.

2.28. 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.

2.29. 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.

2.30. A Member is able to exercise the right to vote at a general meeting when:

   2.30.1. that Member is able to vote, during the meeting, on resolutions put to the vote at the meeting; and
   2.30.2. that 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 Members attending the meeting.

2.31. 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.

2.32. In determining attendance and quorum at a general meeting, it is immaterial whether any of the 30% or more 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 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.

2.33. Two or more Members who are not in the same place as each other attend a general meeting if their circumstances are such that if they have (or were to have) rights to speak and vote at that meeting, they are (or would be) able to exercise them.

2.34. A Member attending a general meeting shall be entitled to vote either during the meeting or by way of a pre-delivered proxy, but their vote(s) shall not be counted twice.
3. **THE BOARD OF TRUSTEES**

3.1. The Board of Trustees members are the Trustees of the Federation and shall manage the business of the Federation and may exercise all powers of the Federation unless they are subject to any restrictions imposed by the Companies Acts, the Memorandum of Association, the Articles of Association or any special resolution.

3.2. The Board of Trustees when complete consists of at least five and not more than thirteen individuals, all of whom must be representative of Members.

3.3. The members of the Board of Trustees are:

3.3.1. the President;
3.3.2. the President-Elect;
3.3.3. the Past President
   (the President Elect and the Past President may be titled “Vice-Presidents”)
3.3.4. the chairpersons of the Federation’s Standing Committees;
3.3.5. authorised representatives of not more than two Members (appointed by the Board of Trustees) providing that the Members that they represent are not already represented on the Board of Trustees;
3.3.6. a patient representative (appointed by the Board of Trustees);
3.3.7. a representative from each of the Federation’s regions; and
3.3.8. a representative from WHO region.

3.4. The Executive Council will include the President, President-Elect, Past President, Treasurer, and an additional person nominated by the Board of Trustees. The Executive Council will focus on more operational and day to day responsibilities with the Federation as outlined in the terms of reference as made or amended from time to time by the Board of Trustees.

3.5. Every Board of Trustees member must sign a declaration of willingness (in such form as the Board of Trustees shall require) to act as a trustee of the Federation before he or she may vote at any meeting of the Board of Trustees.

3.6. An Board of Trustees member’s term of office automatically terminates if he or she:

3.6.1. Ceases to be a director by virtue of any provision in the Companies Acts or is prohibited by law from being a director;
3.6.2. Is disqualified from acting as a trustee by virtue of sections 178 and 179 of the Charities Act 2011;
3.6.3. Is a representative of a Member which ceases to be a Member of the Federation;
3.6.4. 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
3.6.5. is absent from three consecutive meetings of the Board of Trustees and is asked by a majority of the other Board of Trustees members to resign;
3.6.6. resigns by written notice to the Board of Trustees (but only if at least five Board of Trustees members will remain in office); or

3.6.7. is removed by resolution of the members pursuant to the provisions of the Companies Acts.

3.7. The Board of Trustees may at any time co-opt any individual who is qualified to be appointed as a member of the Board of Trustees to fill a vacancy in their number or as an additional member of the Board of Trustees, but a co-opted member of the Board of Trustees holds office only until the next AGM at which they shall be eligible for election for up to a further two years.

3.8. 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.

3.9. 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.

3.10. 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 Board of Trustees to serve as President until the next Annual General Meeting.

3.11. The President Elect shall be elected by a secret ballot at a meeting of the General Council.

3.12. The Treasurer shall be elected by a secret ballot at a meeting of the General Council and shall hold office for two years, which can be renewed for further terms of two years.

3.13. Board of Trustees members shall be elected by the Federation at the meeting of General Council.

3.14. With the exception of the President, President Elect, Past President and Treasurer, all other members of the Board of Trustees shall hold office for a term of two years from the date of their appointment and shall be eligible for re-appointment for a further term of two years but no such member of the Board of Trustees shall be eligible for re-appointment until the expiration of one year after completing their second term two-year of office.

3.15. 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.

3.16. 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.

3.17. Nominations for election to any position on the Board of Trustees (excluding that of the President Elect) shall be submitted to the The Office at least 30 days before the meeting of the Board of Trustees at which the appointment is to be made.
3.18. Nominations may be made by:
   3.18.1. members and;
   3.18.2. individuals on the Board of Trustees (excluding the current President, Past-President or President-Elect)

3.19. All nominations must be submitted in writing and signed by an authorised representative and also notice in writing signed by that person of their willingness to be elected.

3.20. 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 BOARD OF TRUSTEES
   4.1. The Board of Trustees must hold at least two meetings in each year.
   4.2. A quorum at a meeting of the Board of Trustees is 51% of its members.
   4.3. The President or (if the President is unable or unwilling to do so) some other member of the Board of Trustees chosen by the Board of Trustees 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 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.
   4.5. Where in the discretion of the President it is not possible or practical for a meeting of the Board of Trustees to be held in person, the President 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.
   4.6. Except for the President, who in the case of an equality of votes, shall have a second or casting vote, every member of the Board of Trustees has one vote on each issue.
   4.7. On a request of a member of the Board of Trustees the Company Secretary shall summon a meeting of the Board of Trustees by reasonable notice.
   4.8. 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.

5. BOARD OF TRUSTEES'S POWERS
   5.1. Subject to the provisions of the Companies Acts, the Memorandum and the Articles, the business of the Federation shall be managed by the Board of Trustees 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 Board of Trustees.
   5.3. 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.
   5.4. The Board of Trustees 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 Board of
Trustees) to act as Secretary in accordance with the Companies Act;
5.4.2. To appoint and/or elect (and remove) Board of Trustees members in accordance with the
Articles;
5.4.3. To delegate any of their functions to interim committees, working groups and task forces
consisting of two or more individuals appointed by them. At least one member of every such
interim 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;
5.4.4. To make rules and regulations consistent with the Memorandum, the 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 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;
5.4.5. To establish procedures to assist the resolution of disputes or differences within the Federation;
5.4.6. To exercise any powers of the Federation which are not reserved to General Council.

6. RECORDS AND ACCOUNTS

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

6.1.1. Annual returns;
6.1.2. Annual reports; and
6.1.3. Annual statements of account.

6.2. The Board of Trustees must keep proper records of:

6.2.1. All proceedings of General Council;
6.2.2. All proceedings and meetings of the Board of Trustees;
6.2.3. All reports of Standing Committees, interim 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 Board of
Trustees member at any time during normal working hours and may be made available for inspection
by members who are not members of the Board of Trustees if the Board of Trustees so decides.

6.4. A copy of the Federation’s latest available statement of account must be supplied on request to any
Board of Trustees 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 form.

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 Board of Trustees 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 Acts 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
THE WORLD OBESITY FEDERATION

1. These Rules and Regulations the World Obesity Federation are made by the Board of Trustees in accordance with Article 5.4.4.

2. Every Member shall sign a written consent to become a member.

MEMBERSHIP TYPES

3. The Membership of the Federation comprises Full and Associate Membership.
   3.1. Full Members are not-for-profit obesity (or related conditions) organisations/societies, 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. Associate Members are not-for-profit organisations and societies working with obesity or related conditions whose aims meet the objectives of the Federation. They differ from Full Members in that they are non-voting and are not entitled to the full package of benefits.

APPLICATION FOR MEMBERSHIP

4. All applications for Membership will be made to the Federation in the form approved by the Board of Trustees and will be signed by an authorised representative on behalf of the Member.

5. Applicants must meet member criteria and provide:
   5.1. a copy of their constitution in English;
   5.2. list of Board Members;
   5.3. proof of numbers of individuals who are members of the joining organisation where applicable;
   5.4. proof of annual income; and
   5.5. in the case of Full Membership, evidence that it has been established for more than three years.

CONDITIONS OF MEMBERSHIP

6. Every Member shall be bound to further to the best of its ability the objects and the purposes and influence of the Federation and shall observe all the provisions of the Memorandum of Association and the Articles of Association of the Federation and all Rules and Regulations of the Federation.

7. A Member shall cease to be a Member:
   7.1. in accordance with Article 1.4; or
   7.2. if, in the reasonable opinion of the Board of Trustees, the objectives of a Member are in conflict with those of the Federation.

8. The Board of Trustees 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 General Council members present and voting so resolve.

MEMBERSHIP FEES

9. Annual subscriptions are as follows:
   9.1. Full Member – based on annual income in £ sterling, at such rate or rates as the Board of Trustees shall determine.
   9.2. Associate Member - based on annual income in £ sterling, at such rate or rates as the Board of Trustees shall determine.

10. Annual subscriptions for Full Members and Associate Members are set by the Federation’s Board of Trustees.

11. All annual subscriptions are payable within two months from the start of the period to which they apply.

12. 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.

13. The subscription period of the Federation is a period of twelve consecutive months starting from the 1st of January.

14. Full Members and Associate Members during each subscription period receive discounts on: the Federation’s journals, SCOPE subscriptions, and priority access the Federation’s events, data and other assets, at the relevant prices as determined by the Board of Trustees provided that all Members have paid all subscriptions due. A full list of benefits are available on the Federation’s website.

VOTING RIGHTS

15. Full Members who are not in arrears with the payment of its annual subscriptions or any other monies due to the Federation are eligible to vote at the General Council.

16. Associate Members are entitled to attend and speak at general meetings, but shall not be entitled to any vote at the General Council.

COMMITTEES

17. Committees fulfil functions serving the governance of the Federation. The committees listed in this paragraph are the standing Committees. The Standing Committees, whose chairperson shall be a member of the Board of Trustees in accordance with Article 3.3 are:

   17.1. The Policy and Prevention Committee;
   17.2. The Clinical Care Committee;
   17.3. The Finance Committee;
   17.4. The Scientific Programme and ICO Liaison Committee;
   17.5. The Publications Committee; and
   17.6. The Membership Committee.
18. Where a Standing Committee has more than one chairperson, a single representative should be selected to sit on Board of Trustees. Each Standing Committee has one representative on the Board of Trustees.

19. The method of selection, nomination, election and/or appointment of the chairperson (or chairpersons) of each Standing Committee shall be in the discretion of the Board of Trustees.

20. The Nominations Committee consists of the President-Elect, the President, the Past-President and three co-opted members. The chairperson of the Nominations Committee does not sit on the Board of Trustees.

21. The Board of Trustees may appoint interim committees, working groups and task forces for activities limited in time. Such interim committees will be proposed in response to the governance needs of the Federation by the Board of Trustees.

REGIONS

22. Regional representatives shall be elected by the delegates of the members in each region to be held at a meeting of the regional organisation.

23. A Regional representative shall hold office for a maximum of four years.

24. The General Council may, on recommendation from the Board of Trustees vary the number of regions that are represented.