

BY-LAWS

I MEMBERSHIP

1. Classification

In addition to the Full, Provisional and Associate Members, and in accordance with Article 4 of the Articles of Association, IDF may also have Individual and Supporting Members.

1.1 Individual Membership

An Individual Member is any individual person interested in diabetes mellitus who wishes to be associated with the work of the Federation and agrees to abide by its Constitution and By-Laws.

Any individual person may apply in writing for admission as an Individual Member by completing the appropriate form available from the Executive Office.

An Individual Member is required to pay an annual membership fee or a life membership fee in one or more installments, which entitles the member to receive such benefits as the General Council may from time to time decide.

The General Council may admit to Honorary Individual membership for life, any individual whose scientific contribution to the understanding of diabetes mellitus has, in the opinion of the General Council, been outstanding; or any individual who as a benefactor or by virtue of his or her service on behalf of the diabetic community has contributed to the improvement of the welfare of the diabetic community. All Honorary Members shall be entitled to receive benefits of Membership as the General Council may from time to time decide. The General Council will consider only those individuals for Honorary Individual Membership who have been nominated by the Special Nominating Committee appointed by the Executive Board.

1.2 Supporting Membership

A Supporting member is any Trust, Foundation, Company, Firm, Industrial Group or Individual which or who gives substantial aid to the fight against diabetes mellitus.

The Executive Board may elect to Supporting Membership any Trust, Foundation, Company, Firm, Industrial Group or Individual which or who applies in writing for admission.

Supporting Members are required to pay an annual membership fee, which entitles them to receive such benefits of membership as the General Council may from time to time decide.

2. Termination of Membership

2.1 Individual Membership

An Individual Member may resign three months after written notification to the Executive Office of intending resignation, but such resignation shall not relieve the Individual Member of any financial obligation accrued and unpaid, except by specific action of the Executive Board.

In the event of an annual subscription remaining unpaid for a period of more than twelve months, the name of the Individual Member shall be removed from the Federation's records.

2.2 Supporting Membership

A Supporting Member may resign six months after written notification of intending resignation sent to the Executive Office, but such resignation shall not relieve the Supporting Member of any financial obligation, except by specific action of the Executive Board.

II MONETARY CONTRIBUTIONS

Membership fees shall be determined by the General Council and shall be due and payable by 1st January in each year.

The Federation shall not be required to distribute publications of the Federation to Inactive or Individual Members who have not paid their annual membership fee.

III GENERAL COUNCIL

1. Naming of Delegates

1.1 Pursuant to Article 14 of the Articles of Association, the names of each country's Delegates shall be received by the Executive Office of the Federation at least sixty (60) days prior to a meeting of the General Council. The names should be so submitted in a communication by the duly constituted authority of the respective association. The President of the Federation may at his sole discretion condone delay in the submission of names of the Delegates, till the day preceding the date

of which the meeting of the General Council has been convened.

- 1.2 Whenever feasible, Delegates should include both lay and medical representatives.
- 1.3 In the absence of any official Delegate, the Board of Management of the Federation is empowered to invite nationals of different countries to act as Observers, who may participate in the meeting at the discretion of the Chairman. Observers are not entitled to vote.
- 1.4 A Credentials Committee consisting of not more than five (5) members with the President-Elect as its Chairman shall be constituted in connection with the scrutiny of the nominations of Delegates. The President shall nominate the members of the Credentials Committee, which may include any member of the Executive Board who is not a candidate for election.
- 1.5 A final list based upon scrutiny by the Executive Office and the Credentials Committee shall be recorded on a register of Delegates, Regional Officers and Officers.
- 1.6 The term of office of each Delegate shall be from the beginning of one regular meeting of the General Council at a Congress to the beginning of the next regular meeting of the General Council at the following Congress.

IV OFFICERS AND NOMINATING COMMITTEE

1. Nominations and elections

- 1.1 Pursuant to Article 16 of the Articles of the Association, the Officers and members of the Nominating Committee shall be elected by the General Council at a duly constituted meeting in the manner hereinafter provided:
 - (a) Nominations for each position to be filled, including members of the Nominating Committee shall be made by the Nominating Committee in a report to the General Council. The Nominating Committee shall recommend more than one name in respect of each position to be filled, having previously determined the willingness of each nominee to serve if elected. Regional Councils must be asked to submit proposals to the Nominating Committee. The report of the Nominating Committee shall be sent by airmail to each Full Member, Regional Officer and Officer of the Federation at least 90 days prior to the meeting of the General Council. Members of the Nominating

Committee shall not be nominated for any position to be filled.

(b) Additional nominations may be made at any meeting of the General Council, provided the willingness of each such nominee to serve has been previously determined, and provided further that each such nomination is duly seconded.

1.2 Nominations for each position to be filled may be made by the Executive Board.

1.3 If the election of Officers and Nominating Committee cannot be held at a regular meeting, the election shall take place as soon thereafter as possible and incumbent Vice-Presidents shall continue to serve until their successors have been duly elected.

1.4 In all elections of Officers and Nominating Committee members, the General Council shall vote pursuant to Article 12 of the Articles of Association.

1.5 The nominees for President-Elect nominated pursuant to this Section shall be voted upon by the General Council. If no nominee receives over one-half of the total votes cast, another election shall be held and the two nominees receiving the largest number of votes shall be voted upon by the General Council.

The nominee receiving over one-half of the total votes cast shall be elected.

1.6 The nominees for Vice-Presidents nominated pursuant to this Section shall be voted upon in one election by the General Council and the nominees for members of the Nominating Committee nominated pursuant to this Section shall be voted upon another by the General Council. In each section, each voting member of the General Council shall be entitled to cast one vote for each position to be filled.

The individuals receiving the most votes and who meet all qualifications for the positions involved in the election shall be elected and the number of individuals elected shall be that for which vacancies exist.

1.7 The elections shall be held as per election procedures proposed by the Executive Board and adopted by the General Council.

2. Honorary Presidents and Members

2.1 Pursuant to Article 19 of the Articles of Association, the Executive Board shall establish a Special Nominating Committee. However, each Executive Board may establish only one Special Nominating Committee

during the period that begins with the close of one Congress and ends with the close of the next Congress.

The Executive Board shall appoint the members of this Special Nominating Committee, which shall consist of three persons, one of whom shall be the President of the Federation, who shall act as Chairperson of the Committee. The remaining two members of the Special Nominating Committee shall be Honorary Presidents of the Federation and, if possible, they shall not be from the same Region of the Federation. If there is an insufficient number of Honorary Presidents willing and capable to serve on the Special Nominating Committee, the Executive Board shall appoint any Vice-President of the Federation to serve in place of an Honorary President. No member of the Special Nominating Committee may be nominated as an Honorary President or Member.

- 2.2 The Special Nominating Committee may, but shall not be required to, nominate persons for election as Honorary President or Honorary Member of the Federation, provided that the Committee shall nominate only that number of persons for Honorary President of the Federation that, if all nominees are elected, will result in the total number of Honorary Presidents of the Federation not exceeding twelve (12). Only the Executive Board, Board of Management, and IDF Regional Councils or Boards, or Full Members may suggest persons to the Committee to be considered for Honorary Membership.
- 2.3 The General Council may elect Honorary Presidents and Members of the Federation provided that:
 - (i) the number of Honorary Presidents of the Federation may not exceed twelve (12) and
 - (ii) the persons elected to these positions shall have been nominated by the Special Nominating Committee.
- 2.4 Honorary Presidents have the privileges of IDF officers but do not have the right to vote unless required to act as a Presiding Officer.

V EXECUTIVE BOARD – BOARD OF MANAGEMENT

Postal Ballot

In accordance with Articles 22.2 and 25.7 of the Articles of Association, decisions by the Executive Board and Board of Management may be reached by correspondence, including facsimile or e-mail (both to

be confirmed by sending the original by mail), (collectively referred to as “postal ballot”). At least 14 days notice should be given to each member of the Executive Board or of the Board of Management, as the case may be. In the event of equality of votes, the President shall cast the deciding vote.

VI REGIONAL ORGANISATION

1. Regional Councils

- 1.1 Each Regional Council shall consist of two Delegates from each COUNTRY within its Region. Additional Delegates, up to a maximum of four per country, may be appointed based on the computation of one additional Delegate for every cumulative four thousand (4,000) dues-paying members of the Member Associations within that country.
- 1.2 Each Delegate, Regional Officer, or Officer of the Federation shall be entitled to one vote. All votes available to one COUNTRY may be cast by one Delegate, Regional Officer, or Officer of the Federation, normally resident in that COUNTRY.
- 1.3 Decisions of the Regional Councils shall be determined by a majority vote in accordance with their respective rules and procedures. Decisions may be taken by distribution of ballot papers to all countries within the Region, provided that at least sixty (60) days notice is given to each Member Association within the Region. In the event of equality of voting, the vote of the Regional Chairman shall be decisive.

2. Regional Officers

- 2.1 Each Regional Council shall elect two individuals normally resident within their Region to serve as Regional Chairman and Regional Vice-Chairman. Such persons shall be eligible for re-election to the same office for a second term but shall not then be eligible for re-election to the same office until one further term has elapsed. The term of office shall be determined by each Regional Council but shall not normally exceed three (3) years.
- 2.2 In the event that the Regional Officers are not appointed as national Delegates to the Regional Council by their respective countries, they shall be members ex-officio of the Regional Council and shall be entitled to one vote each.

- 2.3 The Regional Chairman, or in his absence the Regional Vice-Chairman, shall preside at meetings of the Regional Council. In the absence of both Regional Officers, the Regional Council shall elect one of the Delegates present to preside.

VII BUDGET AND ACCOUNTS

The Board of Management shall appoint, pursuant to Article 33.1 of the Articles of Association the person with specific responsibilities for Finance. Such person may but does not need to be a member of the Board of Management.

VIII SPECIAL COMMITTEES AND CONSULTATIVE SECTIONS

Special Committees

- 1.1 There shall be Special Committees of the Federation, which shall function subject to overall control of the Board of Management.
- 1.2 The Board of Management shall constitute Special Committees in respect of different areas of activities and may nominate any member of the Executive Board or any member of the Federation specializing in the field/area with which the Special Committee is concerned, as a Convener.
- 1.3 The number of members in any of the Special Committees shall be determined by the Board of Management, which may nominate any member of the Federation to such Committee(s) or authorize the Convener to co-opt any members.
- 1.4 The IDF Special Committee(s) shall perform such functions as are defined under these By-Laws, or as may be assigned to it by the Board of Management.

IDF Consultative Sections

- 2.1 The Board of Management may establish or terminate IDF Consultative Sections created to consider in detail different areas of activity relevant to the concerns of the Federation. The Board of Management may appoint to such Consultative Section any member of any Full or Provisional Member of the Federation with a special interest or skill relevant to the Consultative Section and it may also terminate such appointments.

- 2.2 Consultative Sections shall be initiated by a Convener approved by the Board of Management. The Convener shall act as Chairman of any temporary Steering Group involved in establishing the Consultative Section and until a Chairman and Operations Committee has been duly elected by the Section.
- 2.3 After its formation, each Consultative Section shall elect a Chairman (who shall be a member of a Full Member of the IDF) and an Operations Committee, all of whom shall be approved by the Board of Management.
- 2.4 Each Consultative Section shall prepare an initial statement defining the broad limits of its interests and concerns which will, after approval by the Board of Management, serve as its remit.
- 2.5 The Consultative Section's Operations Committee shall adopt rules for the conduct of business, subject to the By-laws of the IDF and to the approval of the Board of Management.
- 2.6 Minutes of meetings and reports of the activities of each Consultative Section shall be prepared and copies submitted to the Executive Board.
- 2.7 Each Consultative Section shall conduct programs and activities relevant to its area of interest and concern. No Consultative Section shall undertake programs or activities disapproved by the Board of Management or Executive Board.
 - a. Disciplinary-oriented associations or societies actively concerned at the international level with discipline-specific aspects of diabetes mellitus and related conditions may affiliate with the appropriate Consultative Section of the IDF. Individual members of such affiliated groups may play a full part in the activities and deliberations of the Consultative Section to which they are affiliated.
 - b. Proposals for such affiliations shall be made to the Executive Board on the recommendation of the Board of Management, transmitted through existing Consultative Section officers or through an ad hoc "steering committee" of any proposed new Consultative Section, and shall be approved by the Executive Board by two-thirds or more of the members present and voting. Such proposals should make the case for affiliated status with particular reference to the importance of the proposed body to the fulfillment of the international aims and purposes of the IDF.

- c. Only members of such affiliated bodies who are also members of a Full Member of the IDF are eligible for office within the IDF.
- 2.9 Each Consultative Section is expected to send one Observer to meetings of the General Council. This Observer may be chosen from the whole membership of the Consultative Section to represent that Consultative Section.