

# Articles of Association of IDF 2009

## International Diabetes Federation

### I NAME, PURPOSE AND OFFICE

#### Article 1 Name

There is created an international non-profit association with the name of “International Diabetes Federation” or “Fédération Internationale du Diabète”, also referred to as “IDF” or “FID”. IDF shall be an international non-profit association pursuant to Title III (as inserted by the Belgian Law of May 2, 2002) of the Belgian law of June 27, 1921 (as amended).

#### Article 2 Purpose

The goals of the IDF are to further the acquisition and dissemination of useful and accurate information regarding diabetes mellitus and to improve the physical and socioeconomic welfare of persons afflicted with the disorder (both in Belgium and abroad).

To these ends, the activities of the IDF are: the promotion of the free exchange of knowledge with respect to diabetes mellitus; the improvement of the standards of treatment of diabetes; the promotion of medical and other related scientific research as well as statistical and socioeconomic investigation pertaining to diabetes mellitus; the development of educational methods designed to give people with diabetes a better understanding of their disease; the education of the general public in the early recognition of diabetes mellitus and in the importance of medical supervision of its treatment; the encouragement of the creation of diabetes associations and/or societies which it is believed will assist in fulfilling the objectives of the IDF; and any other activities that will result in enhancing the lives of people with diabetes.

Further, it is the aim of the IDF to take all such measures within its ability to achieve the above goals, and in particular to organize Congresses and Meetings pertaining to the scientific and medical aspects of diabetes mellitus, as well as the social and economic problems of that disorder.

#### Article 3 Location

The registered office of IDF, as well as the Executive Office, is located at Chaussée de La Hulpe 166, at 1170 Watermael-Boitsfort, Brussels. The registered office as well as the Executive Office may be moved to any other location in

Belgium by decision of the Board of the International Diabetes Federation, hereinafter referred to as the “Board”; an extract of this decision will be notified to the competent Belgian authorities and published in the Annexes to the Belgian State Gazette.

## **II MEMBERSHIP**

### **Article 4 Member Classification**

4.1 IDF shall consist of Full Members and Provisional Members which must be national or international associations organized under the laws of their respective countries by origin, actively concerned with issues relating to diabetes mellitus and related conditions and Associate Members which must be national or international associations or companies organized under the laws of their respective countries by origin, actively concerned with issues relating to diabetes mellitus and related conditions. Additional criteria for membership shall be specified in the By-Laws.

4.2 IDF shall also consist of Honorary Presidents and Honorary Members, which shall be former presidents of IDF or other individuals who have made significant contributions to IDF over a prolonged period of time, and Life Members, which shall be individuals admitted for life. No Life Members shall be admitted after December 31, 2009. Nominations for admission as Honorary Presidents and Honorary Member shall be made by a Special Nominating Committee, composed of the same members as the Nominating Committee established pursuant to Article 14. Honorary Presidents, Honorary Members and Life Members shall be admitted by the Board, which shall not be required to give its reasons for refusing an application. Honorary Presidents, Honorary Members and Life Members shall have the rights and obligations set forth in the By-Laws, but they shall have no voting rights in the IDF.

### **Article 5 Full Members**

5.1 The General Council takes the decision on the admission as a Full Member to IDF, upon written application of the candidate Provisional Members through the relevant Regional Council in accordance with the provisions of Article 5.2 hereof and upon recommendation of the Board. In making its recommendation, the Board will consider the membership criteria established in, and pursuant to, Article 4.1, provided that the Board is not required to give its reasons. The General Council is not required to give its reasons for refusing an application.

5.2 Applications to become a Full Member shall be made in writing through the relevant Regional Council to the Board. The Board shall review the application and relevant documents together with the recommendation of the

relevant Regional Council before formulating its recommendation to the General Council. The Regional Council will consider the criteria for admission as provided in Article 4.1 in the formulation of its recommendation and in particular any changes in the fulfillment of the criteria between the admission date of the applicant as a Provisional Member and the date of application by the Provisional Member for Full Membership. Applications must be supported by two Full Members within the same Region. In the event of a national association applying for membership from a country which is already represented in the IDF by one or more national associations which are Full Members, such application must be supported by the existing Full Member or Full Members in that country ('Existing Country Member(s)'). If one or more Existing Country Member(s) refuse(s) to support the application for membership, each such Existing Country Member shall, within one month from being notified of the application, provide reasons to the relevant Regional Council and to the Board for its refusal to support the application.

5.3 Full Members shall be entitled to appoint Delegates and vote in accordance with the provisions of these Articles of Association and shall be entitled to such other advantages as the General Council may decide to grant from time to time. Full Members shall pay the annual membership fee, provided that Full Members from countries with a Gross National Income (GNI) per capita below the threshold for Low Income Countries as established from time to time by the World Bank shall pay an annual minimum membership fee.

## **Article 6 Provisional Members**

6.1 Between meetings of the General Council, applicant associations may be admitted as Provisional Members by the Board. The Regional Council shall review the complete application and make a recommendation to the Board for acceptance or refusal of the application for admission as a Provisional Member. Such application must be supported by the Existing Country Member(s). If one or more Existing Country Member(s) refuse(s) to support the application for membership, each such Existing Country Member shall, within one month from being notified of the application, provide reasons to the relevant Regional Council and to the Board for its refusal to support the application. In taking a decision concerning the admission of a Provisional Member, the Board will consider the recommendation of the Regional Council and the membership criteria established in, and pursuant to, Article 4.1, provided that the Board is not required to give its reasons.

6.2 Provisional Members shall pay an annual membership fee equivalent to half the annual membership fee that would be due if they were Full Members. This shall

entitle them to such advantages as the General Council may decide from time to time. Provisional Members shall not be eligible to appoint Members to the General Council, to vote at any General Council meeting (including postal votes in lieu of a regular meeting) or to submit nominations of persons for election to the Board. They may send two observers to the General Council.

#### **Article 7 Associate Members**

7.1 Applications for Associate Membership must be submitted in writing to the Board through the Regional Council and must be accompanied by Letters of Reference from at least three current Full Members from the IDF region in which the country of origin of the applicant is located and under the laws of which the applicant is organized. One of the Letters of Reference should be from a Full Member from the Applicant's country of origin, if such Full Member exists. If any Full Member from the Applicant's country of origin, or the relevant Regional Council, declines to support the application, it should provide reasons to the Board for its decision to withhold support.

7.2 Notwithstanding anything else provided in these Articles, the Board shall have the sole right to accept or reject the Application for Associate Membership based on the Application Form, the Letters of Reference and such other factors as it shall deem appropriate. There is no veto in the hands of any Full Member, including the Full Member from the country of origin.

7.3 The Board shall set the annual membership fee for Associate Members.

7.4 Associate Members shall not be eligible to appoint delegates to the General Council meeting but may send one observer at its own expense. These members will not have the right to vote at the General Council meeting. At the General Council meeting, Associate Members shall have a designated seating area and shall have the right to pose questions in writing to the chairperson of the Meeting or orally through a Full Member from its country of origin. The Chairperson shall reply to the questions during the course of the meeting.

#### **Article 8 Termination of Memberships**

8.1 Full, Provisional (as referred to in Article 8.2 of these Articles), and Associate Members may resign from the IDF provided they have given at least 6 months prior notice by way of registered letter addressed to the Chief Executive Officer at the Registered Office. Such resignation does not relieve the Full, Provisional, or Associate Member of any financial obligation accrued or unpaid as of the date of notification, except as may be otherwise decided by the Board.

8.2 If the IDF has not been paid the annual membership fees by any Full Member by the annual due date as provided for in Article 9, the voting rights of the said member in all matters submitted to any meeting of the General Council or postal ballot shall be suspended and shall not be restored until all arrears of annual fees, the current annual fees and all administrative charges incurred with the collection of the said fees have been paid in full, and further provided that such payment in full shall have been received by IDF no later than by the Registration Date. The "Registration Date" as referred to in these Articles of Association shall mean the day which is ninety days prior to the date of the relevant General Council meeting or the Postal Ballot Date, provided that, if such date is a Saturday, Sunday, or bank holiday in Belgium, the Registration Date shall be the first business day thereafter. In the event that any Full Member shall not pay all arrears of annual fees, the current annual fees and all administrative charges by the close of any given Biennium, in addition to the suspension of voting rights as hereinbefore provided, the rights of membership held by the Full Member shall automatically terminate at the close of that Biennium without further notice. Provisional and Associate Members that have not paid the annual fee due in any year shall have all rights of membership automatically terminated upon the expiry of one year after the due date of the unpaid annual fee without further notice.

8.3 Without prejudice to the provision for the automatic termination of a Full Member, the General Council may, upon recommendation of the Board, terminate any Full Member at any time. The Board may terminate Provisional and Associate Members subject to a right of recourse before the General Council. Honorary Presidents, Honorary Members, and Life Members may be terminated by the Board for cause.

8.4 An Honorary President, Honorary Member or Life Member may resign three months after written notification to the Chief Executive Officer of the intended resignation.

## **Article 9 Annual Fees**

The annual fees for all categories of membership of the IDF (including the minimum fee to be paid by Members from Low Income Countries as referred to in 5.3), except for Provisional Members, Associate Members, and Life Members, shall be determined by the General Council. Each Full Member shall certify, by a written certificate signed by the President or equivalent official of the Full Member, delivered in hand, by prepaid post or electronically, to the IDF Executive Office in Brussels, Belgium on or before the 31<sup>st</sup> day of January in each year the number of individual persons that it has on its membership roll or list. The number of individual persons shall not be adjusted between yearly certifications. In the event that such information is

not received in the IDF Executive Office by the said date, the IDF shall use the number of individual persons declared by the Full Member in the most recent prior year for the purpose of calculation of the annual fee for the current year. The annual fee shall be calculated and communicated by the IDF to each Full Member by the 28<sup>th</sup> day of February in each year. The annual fee shall be due on the 15<sup>th</sup> day of March in each and every year and shall be payable on or before the 15<sup>th</sup> day of April of the same year. All fees shall be due and payable in the EUR currency at the bank account, the details of which will be communicated to the Full Members by the IDF Executive Office annually.

### **III GENERAL COUNCIL**

#### **Article 10 Powers of the General Council**

10.1 The General Council shall be the general guiding body of the IDF referred to in Article 48, 5° of the Belgian Law of June 27, 1921 (as amended), and shall determine the overall policies and activities of the IDF.

10.2 The General Council shall have the following powers:

- (i) appointment and termination of the members of the General Council;
- (ii) creation of committees which shall report to and be responsible vis-à-vis the General Council;
- (iii) election of the Officers of the IDF and the elected members of the Nominating Committee;
- (iv) amendment of the articles of association;
- (v) approval of the budgets and annual accounts;
- (vi) appointment and termination of chartered auditors;
- (vii) dissolution and liquidation of the IDF.

#### **Article 11 Composition**

11.1 The General Council shall be composed of the following persons, which shall be referred to as 'Members to the General Council':

- (i) The Officers, which shall be the President, the President-Elect and the Vice Presidents of the IDF.
- (ii) The Chair and Chair-Elect of each Regional Council or any other representative authorized in writing by the Regional Chair.
- (iii) Two Delegates per each Country represented in the IDF by a Full Member, who shall be appointed by such Full Member and whose appointment shall be duly notified to the Board of the IDF in accordance with Article 11.2

hereof, it being understood that if there is more than one Full Member in one and the same Country, such appointment of Delegates must be made with the consent of all the Full Members of that Country.

- (iv) A total of no more than four additional Delegates may be appointed, based on the calculation of one additional Delegate for every group of four thousand (4,000) individual persons in the membership of the Full Members of that Country who are in good standing at the Registration Date. In this regard the number of individual persons in the membership is determined annually in accordance with Article 9 hereof. The appointment of the Additional Delegates shall be duly notified to the Board of the IDF in accordance with Article 11.2 hereof, it being understood that if there is more than one Full Member in one and the same Country, such appointment of Delegates must be made with the consent of all the Full Members of that Country.

Further to and under the conditions as set forth by subsections (iii) and (iv) of this Article 11, each Country shall be represented by no more than six Delegates.

11.2 Each Country shall notify the Board of the names of its Delegates to the General Council before the Registration Date in accordance with the rules set forth in the By-Laws.

11.3 Full Members who have, at the Registration Date, not paid their annual membership fee (as calculated in Article 9), any arrears of annual fees and administrative charges as set forth in Article 8.2 are not entitled to appoint Delegates or to participate in postal ballots during the period of suspension of their voting rights, and the individual persons in the membership of such Full Members shall not be taken into account for the calculation of Additional Delegates pursuant to Article 11.1(iv) above during such suspension period. By specific approval of the President, observers may be appointed under this Article to attend the biennial meeting of the General Council, but the said observers shall not have voting rights or privileges.

11.4 The By-Laws shall set forth the procedures for the annual determination of the number of individual persons in the membership of each Full Member.

11.5 The By-Laws shall set forth proxy-voting procedures for Full Members who are unable or for whom their Delegates by reason of the existence of unforeseen circumstances are unable to attend a vote at the meeting of the General Council.

## **Article 12 Voting rights**

12.1 The Officers of the IDF, the Chair and Chair-Elect of each Regional Council (or other representative authorized in writing by the Regional Council) and all Delegates to the

General Council appointed in accordance with the provisions of Article 11 above, shall each be Members to the General Council and each be entitled to one vote. All votes available to the Delegates of one Country may all be cast by one Delegate from that Country. In case of a tie vote, the president of the General Council meeting shall cast the deciding vote.

12.2 Resolutions of the General Council require a quorum, which shall be determined once at the beginning of every General Council meeting, of one third of the aggregate total number of members to the General Council. Resolutions of the General Council shall be approved when the number of votes cast in favor of the resolutions exceeds the number of votes cast against the resolution.

12.3 Modifications of the Articles of Association require a quorum, which shall be determined once at the beginning of every General Council meeting, of one half of the aggregate total number of Members to the General Council. Modifications of the Articles of Association shall be approved when the number of votes cast in favor of the modification is equal to, or exceeds, twice the number of votes cast against the modification. Proposals for such modifications must originate from the Board or at least twenty (20) percent of the Members to the General Council.

12.4 Modifications of the Articles of Association will not be effective until completion of the necessary procedures under Belgian law for such modification to be effective.

12.5 Between the date of receipt of the notice and provisional agenda pursuant to Article 13.3, and the date which is 45 days before the relevant General Council meeting, each Member to the General Council shall be entitled to suggest modifications and/or additions to the agenda to the Board. The final agenda shall be determined by the Board and shall be sent by electronic mail, facsimile transmission or ordinary prepaid post or otherwise made available to each Member to the General Council no later than 30 days before the physical General Council meeting. Resolutions may only be taken with regard to the items on the final agenda. A copy of the minutes of the General Council meetings shall be sent to all Members of the IDF.

12.6 The President, with the approval or at the direction of the Board, shall be authorized, at any time between regularly scheduled meetings of the General Council, to order a postal vote to be held in lieu of a regular meeting of the General Council. A postal ballot may be undertaken between meetings of the General Council for matters that fall within the jurisdiction of the General Council and that must be expeditiously decided. The postal ballot shall be conducted in accordance with the following provisions:

- (i) The Notice of Call and Purpose of a postal ballot, which shall detail the purpose and procedures of the postal ballot, shall be given at least sixty (60) days prior to the date by which the postal ballot must be received by IDF (the "Postal Ballot Date"). The Notice of Call and Purpose shall be communicated by electronic mail, or, if requested by a Full Member or a Regional Officer or an Officer of the IDF, by either facsimile transmission or ordinary prepaid post addressed to all Members to the General Council (as enumerated in Article 11) at their last known electronic address, facsimile number or postal address, irrespective of whether such member is in good standing at the time of the communication. The supporting documents shall be made available, after the communication of the Notice of Call and Purpose but prior to the date for the postal ballot electronically by access through the world wide web at the address as set forth in the Notice of Call and Purpose;
- (ii) The Officers of the IDF, the Chair and the Chair-Elect of each Regional Council (or other representative authorized in writing by the Regional Council) shall each be entitled to one vote in the postal ballot;
- (iii) Each Country must have at least one fully paid-up Full Member at the Postal Ballot Date to be entitled to vote. For the purposes of this Article 12, the Full Member shall be deemed fully paid-up if the Postal Ballot Date is on or before April 15 provided all dues and fees for the previous year have been paid in full by the Postal Ballot Date. If the Postal Ballot Date is after April 15, the dues and fees for the current and any previous year must be paid in full. The number of votes available to the Country will be calculated using the formula for the determination of the number of Delegates in Article 11 hereof. Each Country shall be entitled to a number of votes equal to the number of Delegates to the General Council to which such Country would be entitled or, if the required information is not available in the form required by IDF, was entitled to at the most recent regular General Council meeting held prior to the Postal Ballot Date;
- (iv) In the event that the country has more than one fully paid-up Full Member entitled to participate in the Postal Ballot pursuant to Article 11.3, such Full Members shall agree and appoint from within themselves one of their Presidents, senior trustees or a senior managers to cast one postal ballot exercising all votes on behalf of the Country. IDF may infer agreement from the absence of substantiated complaints or conflicting ballots from within the same Country. If IDF receives substantiated complaints or conflicting ballots from within the same Country, it may, in its discretion, contact the Full Members of such

Country to attempt to resolve the situation and establish agreement, provided such agreement can be achieved by the deadline set forth in Article 12.6(iii), or otherwise decide the matter. In the absence of agreement, the vote for such Country shall be invalid, and shall not be counted towards the quorum and majority requirements. The foregoing provision does not preclude the person designated to cast the postal ballot for the Country from casting split votes (in favor, against and abstentions) as agreed by the Full Members of the Country;

- (v) The postal ballot shall only be receivable if: (a) the Executive Office receives an electronic, original or image copy of the completed postal ballot by means of electronic mail, facsimile transmission, ordinary prepaid post or hand-delivery no later than noon (Brussels time) on or before the Postal Ballot Date; (b) the position of the person executing the postal ballot is clearly written on the postal ballot; and (c) in the case of a postal ballot submitted on behalf of a Full Member, the person executing the postal ballot is the President or a senior trustee or a senior manager of such Full Member;
- (vi) The completed postal ballots shall be delivered to the Executive Office no later than noon (Brussels time) on the Postal Ballot Date either electronically by attaching a scanned copy to an electronic mail, by facsimile transmission, or ordinary prepaid post, or by hand and the ballots, collected at the Executive Office shall be counted by the Chief Executive Officer or by the person officially delegated by the Chief Executive Officer of the IDF and scrutinized by the external legal counsel of IDF within thirty (30) days after the Postal Ballot Date. The auditors, external legal counsel, and the employees of the IDF shall not be permitted to cast a ballot in the postal vote. The counting of ballots shall be done in secrecy with the external legal counsel present;
- (vii) The quorum and majority requirements for the vote shall be the same as those which would apply if the voting would be held during an ordinary General Council meeting. To determine who is 'present' at a postal ballot for purposes of the quorum, all Officers of the IDF, all Regional Officers and all Full Members that are fully paid-up and who have cast duly signed ballots that are received at the Executive Office of the IDF no later than noon (Brussels time) on the Postal Ballot Date, shall be deemed 'present';
- (viii) The Notice of Call, Purpose and voting results shall be entered into the official records of IDF by the Chief Executive Officer. Notification of the results of the ballot shall be sent by electronic mail, facsimile transmission or ordinary prepaid post addressed to all

Members to the General Council, the Regional Officers and the Officers of the IDF at their last known electronic address, facsimile number or postal address, within five (5) days of completion of the count.

12.7 The minutes of the resolutions of the General Council shall be filed and kept in a special register signed by the President and at least one other Officer of the IDF and shall be kept at the Executive Office for consultation by the Members of the IDF.

### **Article 13 Frequency and Notice of the Meetings**

13.1 The General Council shall hold a general meeting at least once every two years at a place indicated in the notice calling the meeting. However, at least once in between the general meetings, the General Council shall be invited to approve the annual accounts and the budget of the IDF by postal ballot.

13.2 Special meetings of the General Council may be convened by Resolution of the General Council, or may be called by the President (i) with the approval of the Board or (ii) upon written request of at least twenty-five (25) percent of the total Members to the General Council.

13.3 Notice of any general or special physical meeting of the General Council, which notice shall include the provisional agenda for the meeting, must be given in writing and sent by electronic mail, facsimile transmission or ordinary prepaid post or otherwise made available to each Member to the General Council and to each Full Member no later than seven (7) days after the Registration Date.

## **IV OFFICERS AND NOMINATING COMMITTEE**

### **Article 14 Nomenclature**

14.1 For the purposes of Parts IV, V and VI of these Articles of Association and the relevant By-Laws of the IDF, the following terms shall be defined as herein set forth:

- (i) "medical healthcare professionals" means individual persons who are qualified medical doctors, accredited by a national medical accreditation organization or institution in that nation in which their medical practice or work is undertaken;
- (ii) "other healthcare professionals" means individual persons qualified, certified or accredited by a recognized national accreditation organization or institution to practice, teach or work as a healthcare professional in that nation but excluding "other individual persons" means natural persons who have demonstrated an interest in the health of persons with diabetes but who are not "medical healthcare

professionals” or “other healthcare professionals” as defined above.

14.2 The Officers of the IDF shall be a President, a President-Elect, and six Vice-Presidents. Of the six Vice-Presidents, two shall be *medical healthcare professionals*, two shall be *other healthcare professionals* and two shall be *other individual persons*. The Officers shall be elected by the General Council. The term “Officers” does not refer to a separate body of the IDF that would be granted specific powers, but rather to a group of persons each disposing of those representation and other powers regarding the IDF that are mentioned herein. Without prejudice to the rights and responsibilities of the Board as a whole, each Vice-President should be delegated, on a non-executive basis and consistent with the interests and requirements of the Board, a specific responsibility to be executed under the guidance of the President and the collective responsibility of the Board.

14.3 The President is the most senior Officer of the IDF and presiding Officer of the Board. The President shall have the functions set forth in these Articles of Association and the By-Laws. The President, in concert with the Board, provides leadership and guidance to the IDF. The President will seek advice from, consult with, and report at regular intervals to the Board between its meetings.

14.4 The Nominating Committee shall consist of five (5) members. One of the members shall be the outgoing President, two of the members shall be immediately retiring Vice-Presidents and two of the members shall be immediately retiring Regional Chairs. The Nominating Committee shall elect a Chair amongst its members. The Nominating Committee shall not count more than two (2) members from any of the constituencies defined in Article 14.1. The outgoing President serves ex-officio, and the four remaining members shall be elected by the General Council. The Nominating Committee is entrusted with the task of selecting and proposing to the General Council, in accordance with the provisions set forth in the By-Laws, the candidates for the following positions: President-Elect, Vice-Presidents and members of the Nominating Committee.

14.5 In case of disputes about the qualification of one or another person under this Article 14, the President together with two of the Vice Presidents, not eligible for re-election and not seeking election as the President-Elect, shall have the sole right to determine such person’s qualification hereunder.

## **Article 15 Term of Office**

15.1 The term of Office of the Officers and the members of the Nominating Committee shall be for a period of approximately two years beginning from the close of one

meeting of the General Council and expiring at the close of the next meeting of the General Council, notwithstanding the right of the General Council to terminate, at any time, the mandate of one or more of the Officers, and the right of such Officers to resign at any time. If the physical General Council meeting fails to elect Officers or members of the Nominating Committee, the elections shall take place as soon as possible thereafter and the incumbent Officers and/or members of the Nominating Committee shall continue to serve until their successors have been duly elected.

15.2 The President shall hold office for one term only. The President of the last two years shall preside over each General Council meeting.

15.3 The President-Elect shall become the President upon the expiration of the term of his or her predecessor, or as provided for in Article 16.1 hereof.

15.4 The Vice-Presidents shall be eligible for re-election for a second consecutive term.

15.5 During their term of office, the members of the Nominating Committee shall not be eligible for re-election or for election as President-Elect or Vice-President.

#### **Article 16 Vacancies**

16.1 In the event of the President being unable to act, for any reason whatsoever, the President-Elect shall assume the functions of the President until the President is again able to act. Likewise, in the event of a vacancy of the position of President, the President-Elect shall take up the functions of the President for the unexpired term of the office and thereafter act as such for a full term.

16.2 A vacancy of the position of one of the Vice-Presidents shall be held and may be filled by the Board for the unexpired term of the office.

16.3 A vacancy of the position of President-Elect shall be held by one of the Vice-Presidents appointed by the Board.

16.4 A vacancy of one of the positions within the Nominating Committee shall be held by the Board, unless the duties of the Nominating Committee must be fulfilled prior to the meeting of the Board and immediately following the vacancy. In such a case, a vacant position on the Nominating Committee shall be held by a person recommended by the President and approved by the Board by postal vote.

16.5 Temporary vacancies in the Board shall not prevent the functioning of the Board, provided (i) that the Board is composed at all times of no less than ten (10) Members; and (ii) that the Board meets within six months of the vacancy to fill the vacancy. The vacancy shall be held by a person appointed by the Board for the unexpired term of office.

## **V BOARD**

### **Article 17 Membership of the Board**

17.1 The Board shall be the management body of the IDF referred to in Article 48, 6° of the Law of June 27, 1921 (as amended). The Board will be composed of the following fifteen (15) persons:

- (i) All Officers of the IDF;
- (ii) The Chair of each Regional Council, or the Regional Chair-Elect in case the Regional Chair is unable to attend the meeting. When the Chair of a Regional Council or the Regional Chair-Elect are both unable to attend a Board meeting, one alternate person, which the Regional Chair must name at the beginning of his term of office, can attend a meeting of the Board in place of the Regional Chair and the Regional Chair-Elect. The alternate person shall have the right to voice but not vote. The Regional Chair-Elect when attending the Board meeting in place of the Regional Chair shall have voice and vote;
- (iii) In the event that no Regional Chair has been elected to that office or that no representative has been authorized in writing by the Regional Chair to attend one or more meetings of the Board, the Board shall co-opt and appoint one individual person normally resident within the region to serve as a member of the Board until such time as the Regional Chair has been elected or is able to resume sitting with the Board. He shall act as observer, without voting rights.

17.2 One-half of the total membership of the Board shall constitute a quorum. Motions or resolutions of the Board shall be adopted by a majority vote of the members of the Board present or duly represented, except for proposed amendments to the Articles of Association and for amendments to the By-Laws (as provided in Article 29.1), which shall be adopted by a two-thirds majority vote of the members of the Board present or duly represented. Except as otherwise provided in Article 17.1 (ii), each member shall be entitled to one vote. Any voting member of the Board may vote by way of a proxy and represent no more than one other member of the Board. In the event of a tie vote, the President shall cast the deciding vote.

17.3 The Chief Executive Officer is not a member of the Board, but shall be entitled, except in cases of duality of interest, to attend all meetings and deliberations of the Board as an observer, without voting rights. The Chief Executive Officer shall receive all notices, documentation and minutes relating to the Board meetings.

**Article 18 Term of Office**

The term of office for the members of the Board shall be for a period of approximately two years beginning from the end of a given general meeting of the General Council and expiring at the end of the next meeting.

**Article 19 Responsibilities**

19.1 The Board shall have all powers and authority to decide for, and to represent, the IDF in all matters, except for those matters exclusively assigned to the General Council by law or by the Articles of Association.

The Board shall consider and analyze all matters relating to the policy of the IDF. The Board shall take all actions as it deems necessary to fulfill the mission and objectives of the IDF. The Board shall meet not less than once every six months between the end of one meeting of the General Council and the beginning of the following General Council meeting with at least one third of the members physically present (the other participating members shall participate by one of the means as set forth in the next sentence). In addition to its regular meetings, the Board may meet from time to time physically, by telephone conference, by video conference, or by any other means allowing for interactive debate, or by any combination thereof, upon due notice.

19.2 Decisions may be taken by vote by postal means in accordance with the rules set forth in the By-Laws.

19.3 All decisions taken by the Board between two regular meetings of the General Council shall be reported to the Full and Provisional Members of the IDF within sixty (60) days.

19.4 The General Council, at a duly constituted meeting, has the right to cancel decisions taken by the Board.

19.5 All the decisions taken by the Board must be kept in a special register that will be held at the disposition of the Members at the registered office of the IDF.

**Article 20 Notice**

Except for the first meeting following the close of a General Council meeting, notice and provisional agenda of any meeting of the Board must be given in writing and sent electronically, by facsimile transmission, or ordinary prepaid post or otherwise made available to all Members of the Board and, for information purposes only, to all Full Members at least 45 days prior to the meeting.

## **VI CHIEF EXECUTIVE OFFICER**

### **Article 21 Chief Executive Officer**

21.1 The Board shall appoint a Chief Executive Officer, who shall be accountable towards, and may be dismissed or terminated by, the Board.

21.2 The Chief Executive Officer shall decide on all matters of daily management which are all matters that are not exceptional either because of their nature, significance or size, as well as such matters which, because of their urgency, do not warrant the intervention of the Board.

21.3 Without prejudice to the rights of third parties, the Board may determine, expand, limit or further describe the duties, power and authority of the Chief Executive Officer, and may authorize the Chief Executive Officer to delegate any of his or her powers to one or more subordinates. The power and authority of the Chief Executive Officer shall not in any way limit the power and authority of the Board which remains competent to act in all matters entrusted to the Chief Executive Officer.

## **VII REGIONAL ORGANIZATION**

### **Article 22 Regions**

22.1 The Full and Provisional Member associations of the IDF shall be assigned to one of the seven or more Regions, as defined by the Board from time to time.

### **Article 23 Regional Councils**

Each Region shall set up a Regional Council. The Regional Councils shall be set up, and their respective Delegates shall be elected, in accordance with the rules set forth in the By-Laws.

The Regional Council has, in addition to the powers granted under a relay function linking the Full, Article 5, Article 6 and Article 7, Provisional and Associate Members within IDF and is, more specifically, entrusted with the task of implementing the IDF's vision, policies, and programs at the regional level.

### **Article 24 Regional Officers**

Each Regional Council shall elect Regional Officers in accordance with the rules, and for the duration, set forth in the By-Laws; the By-Laws shall also stipulate how the mandate of such Officers can be terminated and how they can resign. Such Officers shall at least include a Regional Chair and a Regional Chair-Elect; the Regional Councils shall only elect as Regional Chair and Regional Chair-Elect such individuals who fit a detailed job description emphasizing the global responsibilities of these mandates.

The Regional Chair, the Regional Chair-Elect, or alternate person attending a meeting of the Board on the Regional

Chair's behalf, shall advise the Regional Council of all relevant matters, except on matters of a confidential or privileged nature, within sixty (60) days as of the end of the meeting of the Board.

## **VIII BUDGETS AND ACCOUNTS**

### **Article 25 Finance**

25.1 (a) The Board, at its first meeting after its election, shall appoint a person, from its members or from outside of its members, with specific responsibility for the finances and the accounting processes related to the income and expenses of IDF. The person shall be responsible for the keeping of accounting records in the form that is required by law. The Board shall determine the title for the position and, where the person appointed is from outside of the Board, the person shall be an ex officio advisor of the Board with voice but no vote.

(b) The person so appointed shall have a recognized accounting designation, and appropriate accounting or financial experience, in his or her country of residence. The term of the appointment shall be until the first meeting of the Board after the next General Council meeting, following which he or she has been appointed, and, in the event of a vacancy in the position, the Board shall have the authority to appoint a replacement person to fulfill the balance of the said term. The person shall be eligible for re-appointment.

25.2 The financial year of the IDF shall run from 1st January to 31st December of each calendar year.

25.3 The Board shall be responsible for the preparation, at the beginning of each financial year, of: the annual accounts regarding the previous financial year, the annual budget regarding the next financial year, and (if applicable) the social balance. The Board may also have biennial accounts and/or biennial budgets prepared. The Board may delegate the execution of its tasks under this Article 25.3 to the person with specific responsibility for finance referenced in Article 25.1 hereof.

25.4 The Board shall submit the annual accounts and annual budgets (referenced in Article 25.1 hereof) to the General Council, at its next meeting or by postal ballot, for their approval.

25.5 Copies of the annual and biennial, if the latter are prepared, financial reports (referenced in Article 25.3 hereof) shall be sent to all Full Members and members of the Board at least ninety (90) days prior to each General Council.

**Article 26 Audit and Filing**

26.1 To the extent that this is required by law, the annual accounts shall be verified by a properly chartered auditor, prior to their submission to the General Council.

26.2 The annual accounts shall be filed with the Federal Justice Department (or any other competent authority) in accordance with the law. If a social balance has been prepared by the IDF, it shall be filed with the National Bank (or any other competent authority) within the timeframe imposed by law.

26.3 (a) To manage the mandate of any properly chartered auditor appointed by the General Council, there shall be an Audit Committee appointed as hereinafter set forth. In addition to management of the mandate of the auditor, the Audit Committee shall review the accounting processes of the IDF and the audited financial statements, comments, recommendations and opinions prepared by the auditor. The Audit Committee shall report to every meeting of the Board its findings and conclusions with respect to the adequacy of the work performed by the auditor and the accounting processes of the IDF. The terms of reference of the Audit Committee shall be reviewed as necessary and any revisions shall be approved by the Board.

(b) The Audit Committee shall be comprised of three persons, one of whom shall be the finance person appointed pursuant to Article 25.1. The Board, at its first or second meeting after the regular biennial meeting of the General Council, shall appoint two additional persons to the Audit Committee, one of whom shall be a member of the Board and, if the person appointed pursuant to Article 25.1 is from outside of the Board, then the second person appointed shall be a person from within the Board. If the finance person appointed pursuant to Article 25.1 is from within the Board, the second person may be appointed from outside of the Board. In either case, the second person shall be financially literate and, if practicable, have a financial qualification that is recognized in his or her country of residence. The Board shall appoint a Chairperson for the Committee from the three persons appointed. All appointees shall hold office for the Biennium in which they are appointed and may be re-appointed in accordance with the Articles of Association.

**IX SPECIAL COMMITTEES, TASK FORCES, CONSULTATIVE SECTIONS AND SECRETARY**

**Article 27** Special Committees, Task Forces or Consultative Sections of the IDF may be created and operated in accordance with the rules set forth in the By-Laws.

**Article 28** The Board shall ensure that a person is appointed to execute the functions of Secretary of the General Council and the

Board. The person appointed shall ensure that minutes are taken, prepared, disseminated and retained for all meetings of the General Council and the Board, as required by these Articles of Association and by law.

## **X BY-LAWS**

### **Article 29 By-Laws**

29.1 The IDF may adopt internal working rules, policies and By-Laws to implement the Articles of Association or otherwise regulate the daily operations of the IDF. These By-Laws may be adopted, repealed, or amended by a two-thirds majority vote of the members present or duly represented at a meeting of the Board, with a quorum of at least half of all the members of the Board. The Board shall table the revised By-Laws at each biennial meeting of the General Council for ratification.

29.2 In case of any conflict between the By-Laws and these Articles of Association, the Articles of Association shall prevail.

## **XI REPRESENTATION OF THE IDF**

**Article 30** Except as otherwise provided for herein, the IDF shall be represented vis-à-vis third parties and in legal proceedings by its President or, in the event that the President is in duality of interest or unable to act in such capacity, the President-Elect shall be empowered to act in the aforesaid capacities. The President, or President-Elect acting under the authority of this Article, may delegate specific powers of representation to a Vice-President or to the Chief Executive Officer, as appropriate.

**Article 31** Without prejudice to the provisions of Article 30, the Chief Executive Officer shall represent the IDF with respect to all matters of daily management which are all matters that are not exceptional either because of their nature, significance or size, as well as such matters which, because of their urgency, do not warrant the intervention of the Board.

**Article 32** Without prejudice to the rights of third parties, the By-Laws may determine the respective authority of the President and Chief Executive Officer to sign formal documents.

## **XII FINAL PROVISIONS**

**Article 33** In case the General Council decides to dissolve and liquidate the IDF in accordance with the provisions of Articles 10.2(vii), it must appoint the liquidator(s) and determine his/her (their) powers, and decide on the specific allocation of the net assets of the IDF; such allocation shall relate to the goals of the IDF as mentioned in Article 2 hereof, and must in any

event be a disinterested goal in accordance with Article 48, 7° of the Belgian law of June 27, 1921 (as amended).

**Article 34** Any matters which are not covered by the present Articles of Association or the By-Laws shall be governed in accordance with the provisions of Title III (as amended by the Belgian Law of May 2, 2002) of the Belgian law of June 27, 1921 (as amended).

### **XIII TRANSITIONAL PROVISIONS**

**Article 35** Notwithstanding the provisions of Chapter IV and V of these Articles of Association, the next transitional provisions will apply:

35.1 At the 2009 General Council meeting one (1) President-Elect, and twelve (12) Vice-Presidents shall be elected to serve on the Board as from the close of the 2009 General Council meeting until December 31, 2012. As from the close of the 2009 General Council meeting, the President-Elect and the Regional Chairs-Elect elected in 2006 shall become, respectively, President and Regional Chairs and shall serve on the Board until December 31, 2012. Furthermore seven (7) Regional Chairs-Elect shall be elected at the 2009 Regional Council meetings in accordance with the By-Laws and they shall have the function of Regional Chair-Elect until December 31, 2012 provided that they shall not serve on the Board, except in accordance with Article 17.1(ii);

35.2 At the 2011 General Council meeting one (1) President-Elect and six (6) Vice-Presidents shall be elected to serve on the Board as of January 1, 2013 until the close of the General Council meeting to be held in 2015. As of January 1, 2013 the then-existing President-Elect and the then-existing Regional Chairs-Elect elected in 2009 shall become, respectively, President and Regional Chairs and shall serve on the Board until the close of the General Council meeting to be held in 2015;

35.3 At the 2013 General Council meeting no Members of the Board shall be elected;

35.4 As from the 2015 General Council meeting, the transitional provisions of Article 35 hereof shall expire and the provisions of Chapter IV and V of these Articles of Association shall take full force and effect.

END