

THE COMPANIES ACTS 1985 AND 2006

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

Company Number: 04388652

MEMORANDUM OF ASSOCIATION OF

THE INTERNATIONAL FEDERATION OF PROFESSIONAL AROMATHERAPISTS

(As amended by special resolutions dated 6 October 2007 and
2008)

1. The name of the Federation shall be "THE INTERNATIONAL FEDERATION OF PROFESSIONAL AROMATHERAPISTS" hereinafter called the "Federation".
2. The Federation's registered office is to be situated in England and Wales.
3. The objects of the Federation ("the Objects") shall be the preservation of health by advancing the knowledge, practice of and expertise in aromatherapy by education, teaching and training and other lawfully charitable means.
4. In furtherance of the above Objects but not further or otherwise, the Federation shall have the following powers
 - 4.1 To promote the establishment and maintenance of a programme of professional education designed to improve the standards of the practice of aromatherapy by making available and disseminating as widely as possible all available information relating to the practice of aromatherapy;
 - 4.2 To promote the establishment of ethical and professional standards for the practice of aromatherapy for the benefit of the general public and the members of the profession;
 - 4.3 To promote the support and encouragement of scientific research applicable to aromatherapy and its practice;
 - 4.4 To promote the establishment and maintenance of a programme to inform the general public of the benefits of aromatherapy and of the requirements for the ethical and professional practice thereof;
 - 4.5 To draw, make, accept, endorse, discount, execute and issue promissory notes, bills, cheques and other instruments, and to operate bank accounts in the name of the Federation;
 - 4.6 To raise funds by any lawful means;
 - 4.7 To acquire, alter, improve and (subject to such consents as may be required by law) to charge or otherwise dispose of property;

- 4.8 Subject to clause 6 below, to employ such staff, who shall not be directors of the Federation (hereinafter referred to as "the Board Members"), as are necessary for the proper pursuit of the Objects and to make all reasonable and necessary provision for the payment of pensions and superannuation to staff and their dependents;
 - 4.9 To establish or support any charitable trusts, associations or institutions formed for all or any of the Objects;
 - 4.10 To establish an educational fund for the education and training of students;
 - 4.11 To co-operate with other charities, voluntary bodies and statutory authorities operating in furtherance of the Objects or similar charitable purposes and to exchange information and advice with them;
 - 4.12 To pay out of the funds of the Federation the costs, charges and expenses of and incidental to the formation and registration of the Federation;
 - 4.13 To provide indemnity insurance to cover the liability of the members of the Board the extent permitted by Section 73F of the Charities Act 1993;
 - 4.14 To do all such other lawful things as are necessary for the achievement of the Objects.
- 5 In furtherance of the above the Federation shall engage in the following activities:
- 5.1 The maintenance of a register of practicing members whose services are available to the public and other professional organisations. The existence of this register to be made known through announcements and advertisements, and it will be disseminated on request;
 - 5.2 The maintenance of a list of those training providers offering professional qualification courses in holistic clinical aromatherapy, and therapeutic massage and bodywork, where those same training providers are recognised by the Federation as providing training of a standard that meets the requirements specified for individual membership of the Federation;
 - 5.3 Establishing and publicising complaints and disciplinary procedures.
6. The income and property of the Federation shall be applied solely towards the promotion of the Objects and no part shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise by way of profit, to members of the Federation, and no Board Member shall be appointed to any office of the Federation paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the Federation, unless the prior written consent of the Charity Commission has been obtained, providing that nothing in this document shall prevent any payment in good faith by the Federation.
- 6.1 Of reasonable remuneration for any services rendered to the Federation by any Board Member provided that
 - 6.1.1 the service provided by the Board Member is a service necessary for the carrying out of the Federation's Objects,

- 6.1.2 the nature and level of the remuneration is no more than reasonable in relation to the value of the goods or services and is set at a meeting of the Board Members in which the interested Board Member is not entitled to vote or count in the quorum,
 - 6.1.3 no more than half of the Board Members are interested in such a contract in any financial year,
 - 6.1.4 the cumulative value of the remuneration paid to all the Board Members in any financial year does not exceed £10,000.
- 6.2 The provisions of clause 6.1 shall not be amended without the prior written consent of the Charity Commission;
- 6.3 Of reasonable and proper remuneration for any services rendered to the Federation by any member, officer or servant of the Federation who is not a Board Member;
- 6.4 Of interest on money lent by any member of the Federation or Board Member at a reasonable and proper rate per annum not exceeding 2 per cent less than the published base lending rate of a clearing bank to be selected by the Board Members;
- 6.5 Of fees, remuneration or other benefit in money or money's worth to any company of which a Board Member may also be a member holding not more than 1/100th part of the issued capital of that company;
- 6.6 Of reasonable and proper rent for premises demised or let by any member of the Federation or a Board Member;
- 6.7 To any Board Member of reasonable out-of-pocket expenses;
- 6.8 Of any premium in respect of any such indemnity insurance as is permitted by the Memorandum of Association of the Federation.
7. The liability of the members is limited.
8. Every member of the Federation undertakes to contribute such amount as may be required (not exceeding £10) to the Federation's assets if it should be wound up while he or she is a member or within one year after he or she ceases to be a member, for payment of the Federation's debts and liabilities contracted before he or she ceases to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves.
9. If the Federation is wound up or dissolved and after all its debts and liabilities have been satisfied there remains any property it shall not be paid to or distributed among the members of the Federation, but shall be given or transferred to some other charity or charities having objects similar to the Objects of the Federation which prohibit the distribution of its or their income and property to an extent at least as great as is imposed on the Federation by Clause 6 above, chosen by the members of the Federation at or before the time of dissolution and if that cannot be done, then to some other charitable object.

THE COMPANIES ACTS 1985 AND 2006

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION OF

THE INTERNATIONAL FEDERATION OF PROFESSIONAL AROMATHERAPISTS

Company Number: 04388652

(Adopted by special resolution of the Company passed on 12 October 2002)
(Amended by special resolutions of the Company passed on 26 April 2003 and 2008)
(Amended by special resolution passed on 19th July 2010 and 6th November 2010)
(Amended by special resolution passed on 16th June 2012)
(Amended by special resolution passed on 9th October 2013)
(Amended by special resolution passed on 15th June 2013)
(Amended by special resolution passed on 9th May 2015)
(Amended by special resolution passed 11th June 2016)

1. **INTERPRETATION**

In these articles-

"the Act"	means the Companies Act 1985 and "the 2006 Act" means the Companies Act 2006 including any statutory modification or re-enactment thereof for the time being in force.
"Articles"	means these Articles of Association of the Federation.
"Chairman"	means the Chairman of the Federation (as defined below).
"Commission"	means the Charity Commission.
"communication"	means the same as in the Electronic Communications Act 2000.
"Board"	means the Board defined in these articles who shall be its directors for the purposes of the Act, and the 2006 Act and of company law generally and shall, if and for so long as the Company is a charity, be it charity trustees for the purposes of charity law. Any references to Board or to a Board Member shall be read and construed accordingly.
"Board Member"	means a member of the Board

"electronic communication"	means the same as in the Electronic Communications Act 2000.
"Federation"	means the company intended to be regulated by these Articles.
"Lay Member"	means a member of the Board who is not a member of the Federation.
"Membership"	means all the members of the Federation as are described in these Articles and "Member" shall be construed accordingly.
"Memorandum"	means the Memorandum of Association of this company.
"Office"	means the registered office of the Federation.
"Seal"	means the common seal of the Federation if it has one.
"Secretary"	means the secretary of the Federation.
"Treasurer"	means the treasurer of the Federation.

Words importing the masculine gender only shall include the feminine gender.

Subject as aforesaid, words or expressions contained in these Articles shall, unless the context requires otherwise, bear the same meaning as in the Act.

2. **MEMBERS**

- 2.1 Such persons as are admitted to Membership in accordance with the rules made under these Articles shall be Members of the Federation. No person shall be admitted a Member of the Federation unless his application for membership is approved by the Board. There shall be at least three members at all times.
- 2.2 Membership of the Federation shall be open to all individuals who meet the professional standards set from time to time by the Board for the practice of aromatherapy. The Board may also set such additional requirements or conditions for Membership as it may deem necessary in the best interests of the Federation and the public.
- 2.3 Unless the Board Members or the Federation in general meeting shall make other provision in the rules made under these Articles, the Board Members may, in their absolute discretion permit any member of the Federation to retire, provided that after such retirement the number of Members is not less than three.

3. **GENERAL MEETINGS**

- 3.1 An annual general meeting of the Federation ("AGM") must be held in each year in addition to any other meetings in that year, and shall be specified as such in the notices calling it, and not more than fifteen months shall elapse between the date of one AGM of the Federation and that of the next (subject always to the

requirement to hold the meeting within the relevant calendar year. The AGM shall be held at such times and places as the Board Members shall appoint. All general meetings other than AGMs shall be called general meetings.

4. NOTICE OF GENERAL MEETINGS

- 4.1 Notice of an AGM must be communicated to all Members and the auditors (if any) at least fourteen (14) days prior to the meeting and shall specify the meeting as such. The notice shall specify the time and place of the meeting and the general nature of the business to be transacted.
- 4.2 Before notice of an AGM is given, the Members shall be able to submit notice of any resolutions in such manner as may be permitted by the 2006 Act.
- 4.3 A general meeting ("GM") may be called if the Board deems it necessary. A GM may also be requested by such proportion of the members as specified in sections 303 to 305 of the 2006 Act.
- 4.4 Notice of a GM must be communicated to all members at least fourteen (14) days prior to the meeting. The notice shall specify the time and place of the meeting and the general nature of the business to be transacted.
- 4.5 An AGM or GM may be called by shorter notice than that provided for in the above provisions if it is so agreed by members who together represent not less than 90% of the total voting rights at that meeting of all the members.
- 4.6 The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at the meeting.

5. PROCEEDINGS AT GENERAL MEETINGS

- 5.1 No business shall be transacted at any meeting unless a quorum is present. Thirty persons entitled to vote upon the business to be transacted, each being a Member, or one tenth of the total number of Members for the time being, whichever is the lesser, shall constitute a quorum.
- 5.2 If a quorum is not present within one (1) hour from the time appointed for the meeting, or if during a meeting a quorum ceases to be present, the meeting shall stand adjourned to such time and place as the Members present may determine, which day shall be within one (1) calendar month of the original date. The date and time of the reconvened meeting shall immediately be circulated to all Members, and if at the adjourned meeting a quorum is still not present at the end of one (1) hour from the time appointed for the meeting, the Members present shall constitute a quorum.
- 5.3 The Chairman if any, of the Board or in his absence some other Board Member nominated by the Board shall preside as Chairman of the meeting, but if neither the Chairman nor such other Board Member (if any) be present within thirty minutes after the time appointed for holding the meeting and willing to act, the Board Members present shall elect one of their number to be chairman and, if there is only one Board Member present and willing to act, he shall be Chairman.
- 5.4 If no Board Member is willing to act as Chairman, or if no Board Member is present within thirty minutes after the time appointed for holding the meeting, the

Members present and entitled to vote shall choose one of their number to be Chairman.

- 5.5 A Board Member shall be entitled to attend and speak at any general meeting.
- 5.6 Any Member entitled to attend and vote at a meeting is entitled to appoint any other person as his proxy to attend and vote instead of him, a proxy appointed to attend and vote instead of a Member has such rights as are specified in the 2006 Act. A proxy may vote on a show of hands or a poll.
- 5.7 A resolution put to the vote of a meeting shall be decided on a show of hands unless before, or on the declaration of the result of, the show of hands a poll is duly demanded. Subject to the provisions of the Act, a poll may be demanded-
- (a) by the Chairman, or
 - (b) by at least two Members having the right to vote at the meeting, or
 - (c) by a Member or Members representing not less than one-tenth of the total voting rights of all the Members having the right to vote at the meeting.

and a demand by a person as proxy for a Member shall be the same as a demand by the Member.

- 5.8 Unless a poll is duly demanded a declaration by the Chairman that a resolution has been carried or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.
- 5.9 The demand for a poll may be withdrawn, before the poll is taken, but only with the consent of the Chairman. The withdrawal of a demand for a poll shall not invalidate the result of a show of hands declared before the demand for the poll was made.
- 5.10 A poll shall be taken as the Chairman directs and he may appoint scrutineers (who need not be members) and fix a time and place for declaring the results of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded.
- 5.11 A poll demanded on the election of a Chairman or on a question of adjournment shall be taken immediately. A poll demanded on any other question shall be taken either immediately or at such time and place as the Chairman directs not being more than thirty days after the poll is demanded. The demand for a poll shall not prevent continuance of a meeting for the transaction of any business other than the question on which the poll is demanded. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.
- 5.12 No notice need be given of a poll not taken immediately if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In other cases, at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.

- 5.13 At an AGM, the Members will consider such business as has been set out on the notice of that meeting.

6. **VOTES OF MEMBERS**

- 6.1 Every Member shall have one vote which may be exercised in person or by proxy.
- 6.2 No Member shall be entitled to vote at any general meeting unless all moneys then payable by him to the Federation have been paid in accordance with the policies of the Federation.
- 6.3 No objections shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the chairman whose decision shall be final and conclusive.

7. **THE BOARD**

- 7.1 Unless otherwise determined by special resolution, the Board Members shall not be less than 6 nor more than 12 in number (including 'Lay Members').
- 7.1.1 Up to 3 spaces on the Board shall be reserved for 'Lay Members'. For the avoidance of doubt, for the purposes of these articles, a Lay Member is included in the term 'Board Member'. A Lay Member need not be a member of the Federation.
- 7.2 Board Members shall be appointed as provided subsequently in the Articles.
- 7.3 No Board Members who are beneficial owners of the same school or company may serve on the Board at the same time.

8. **APPOINTMENT OF BOARD MEMBERS**

- 8.1 Board Members shall be appointed by ordinary resolution of the members at the Annual General Meeting. Appointments are for a two-year term, ending at the second following Annual General Meeting. A retiring Board Member willing to do so may stand for re-appointment.
- 8.2 A former Board member who completes a term of office and is not re-appointed as a Board Member could be appointed to any of the officer positions, subject to due appointment pursuant to these Articles.
- 8.3 Board Members elected under article 8.1 will be elected in accordance with open and transparent selection criteria and election procedures set out in any Board Membership policies adopted by the Board from time to time. These may provide for prospective candidates to be approved by the Board before they are eligible to stand for election as Board Members.
- 8.4 The Board, in accordance with the election procedures set under article 8.1 shall endeavour to ensure that the Board possesses the quality, skills, competencies and experience which the Board has from time to time determined that it requires.

- 8.5 In an election for candidates wishing to be Board Members at a General Meeting every Member present in person or by proxy shall have one vote for every vacancy but shall not give more than one vote to any one candidate.
- 8.6 If at elections the number of candidates for election as Board Member does not exceed the number of vacancies on the Board the Chairman shall declare those candidates to have been duly elected. If the number of candidates exceeds the number of vacancies the meeting shall elect the Board Members in such a manner as the Chairman directs and in accordance with any procedures set under article 8.3.
- 8.7 Each Board Member appointed as a Trustee whether as an initial appointment or on re-election will normally serve not more than three periods of two years consecutively as a Trustee; in exceptional circumstances a further term of two years may be served.
- 8.8 The Board may, by resolution of the Board, appoint a person to fill any vacancy on the Board until the next following annual general meeting based on evidence of the individual's fitness to serve as a Board Member. At that annual general meeting the person shall cease to be a Board Member but could be proposed for appointment to a first term of office as a Board Member pursuant to the previous provisions of this article.

9. **OFFICERS**

- 9.1 The Officers shall be appointed in accordance with the following provisions.
- 9.2 The Officers shall be the Chairman of the Board, the Treasurer and the Secretary. The Chairman is a member of Board so long as he holds that office. Neither the Secretary nor the Treasurer shall be a member of Board by virtue of holding that office.
- 9.3 The Chairman of the Board shall hold office for a term of two years. He shall be appointed by resolution of the Board at the first meeting of the Board held after the relevant Annual General Meeting. If the person so appointed is not already a serving member of the Board he shall become a member of the Board automatically by virtue of his appointment as Chairman. A Chairman may serve a maximum of three periods of two years consecutively as a Chairman and Trustee; in exceptional circumstances a further term of two years may be served.
- 9.4 A former Chairman who completes a term of office but is not re-appointed as Chairman could be appointed to any of the other officer positions or to the Board as a Board Member, subject to due appointment pursuant to these articles.
- 9.5 The Treasurer shall hold office for a term of two years. He shall be appointed by resolution of the Board at the first meeting of the Board held after the relevant Annual General Meeting. Any person the Board thinks fit may be appointed (including but not limited to any member of the Federation and any member of Board). The Treasurer shall not, by virtue of holding that office, be a member of Board. The Treasurer may serve a maximum of three periods of two years consecutively as a Treasurer; in exceptional circumstances a further term of two years may be served.

- 9.6 A former Treasurer who completes a term of office and is not re-appointed as Treasurer could be appointed to any of the other officer positions or to the Board as a Board Member, subject to due appointment pursuant to these articles.
- 9.7 The Secretary of the Federation shall hold office for a term of two years. He shall be appointed by resolution of the Board at the first meeting of the Board held after the relevant Annual General Meeting. Any person the Board thinks fit may be appointed (including but not limited to any member of the Federation and any member of Board). The Secretary shall not, by virtue of holding that office, be a member of Board. The Secretary may serve a maximum of three periods of two years consecutively as a Secretary; in exceptional circumstances a further term of two years may be served.
- 9.8 A former Secretary who completes a term of office and is not re-appointed as Secretary could be appointed to any of the other officer positions or to the Board as a Board Member, subject to due appointment pursuant to these articles.
- 9.9 The Treasurer and Secretary shall carry out such functions and have such responsibilities as the Board may from time to time determine. Provided always that if the Treasurer or the Secretary for the time being is a Board Member he shall not be remunerated in any way. For the avoidance of doubt, if the Treasurer or the Secretary is not a member of the Federation or a member of Board, the Board may, if it thinks fit, authorise such remuneration for the Treasurer or Secretary (as the case may be) as it considers appropriate and reasonable.
- 9.10 Any vacancy arising amongst the Officers may be filled by resolution of the Board and the appointee shall serve for the remainder of his predecessor's term of office. At the end of that term, he could be appointed pursuant to the previous provisions of this article to a first term of office in any of the Offices.

10. **EXPENSES OF OFFICERS AND BOARD MEMBERS**

- 10.1 If the Officers or members of the Board incur necessary out of pocket expense in the discharge of their responsibilities, they may be reimbursed subject to following the procedures of the Federation for the time being with regard to verification and claiming of expenses. No-one may authorise his own expenses or sign his own expenses cheque.

11. **POWERS OF THE BOARD**

- 11.1 Subject to the provisions of the Act, the Memorandum and the Articles and to any directions given by special resolution, the business of the Federation shall be managed by the Board Members who may exercise all the powers of the Federation. No alteration of the Memorandum or the Articles and no such direction shall invalidate any prior act of the Board Members which would have been valid if that alteration had not been made or that direction had not been given. The powers given by this Article shall not be limited by any special power given to the Board Members by the Articles and a meeting of Board Members at which a quorum is present may exercise all the powers exercisable by the Board Members.

12. **DISQUALIFICATION AND REMOVAL OF BOARD MEMBERS**

12.1 A Board Member shall cease to hold office if s/he

- (a) ceases to be a Board Member by virtue of any provision in the 2006 Act or is disqualified from acting as a Board Member by virtue of charity law, any other provision of law or court order;
- (b) becomes incapable by reason of mental disorder, illness or injury of managing and administering his/her own affairs,
- (c) resigns his/her office by notice to the Federation (but only if at least three Board Members will remain in office when the notice of resignation is to take effect), or
- (d) is absent without the permission of the Board Members from two consecutive meetings and otherwise in accordance with these Articles the Board Members resolve that his/her office be vacated.

13. **INTERESTS OF BOARD MEMBERS**

13.1 Board Members shall comply with their responsibilities under the Act and the 2006 Act (as from time to time in force) to:-

- (a) Avoid conflicts of interest;
- (b) Declare interests in contracts or proposed contracts and in existing or proposed transactions or arrangements;

13.2 In accordance with charity law, including the Charities Act 2006, Board Members shall fulfil their duties and responsibilities regarding personal interests (direct or indirect) and may not be remunerated or receive any financial or other material benefits unless authorised to do so by the Federation's Memorandum and Articles for the time being.

14. **BOARD MEETINGS**

14.1 Subject to the provisions of the Articles, the Board Members may regulate their proceedings as they think fit.

14.2 The Board will meet not less than six times per year.

14.3 Subject to the articles, Board Members participate in a Board meeting, or part of a Board meeting, when -

- (a) the meeting has been called and takes place in accordance with the articles, and
- (b) they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting.

14.4 In determining whether Board Members are participating in a Board meeting, it is irrelevant where any Board Member is or how they communicate with each other.

- 14.5 If all the Board Members participating in a meeting are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is.
- 14.6 Additional meetings may be called at the discretion of the Board should it be deemed necessary. Board Members must receive reasonable notice of an additional meeting. It shall not be necessary to give notice of a meeting to a Board Member who is absent from the United Kingdom.
- 14.7 A quorum at a meeting of the Board shall be six (6) Board Members or half of the number of members of the Board, whichever is the lower. A meeting of the Board will not be quorate unless Lay Members are in a minority. The Board Members may act notwithstanding any vacancies in their number, but, if the number of Board Members is less than the number fixed as the quorum, the continuing Board Members or Board Member may act only for the purpose of filling vacancies or calling a General Meeting.
- 14.8 The chairman may exercise their own vote and, if there is a tied vote, the chairman will have a casting vote.
- 14.9 The Board may appoint one or more committees for the purpose of making any inquiry or supervising or performing any function or duty which in the opinion of the Board would be more conveniently undertaken or carried out by a committee. Provided that all acts and proceedings of any such committees shall be fully and promptly reported to the Board. Subject to compliance with clause 15.1.
- 14.10 The Board, and committees of the Federation must keep accurate and detailed records of their deliberations and discussions in accordance with the requirements of the 2006 Act. Records of attendance at meetings must also be recorded.
- 14.11 If a Board Member misses two consecutive meetings, s/he may be required to resign, unless there were exceptional circumstances which prevented the Member from attending. The Board shall request details of the exceptional circumstances from the Board Member in writing within 14 days of the second consecutively missed meeting. The Member shall have 14 days in which to respond and the Board shall, at the next Board meeting, have the power to consider such circumstances and decide whether the circumstances were exceptional.
- 14.12A resolution in writing, signed by all the Board Members entitled to receive notice of a meeting of Board Members or of a committee of Board Members, shall be as valid and effective and if it had been passed at a meeting of Board Members or (as the case may be) a committee of Board Members duly convened and held. Such a resolution may consist of several documents in the same form, each signed by one or more of the Board Members.
- 14.13 All acts done by a meeting of Board Members, or of a committee of Board Members, shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment of any Board Member, or that any of them were disqualified from holding office, had vacated office or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a Board Member and had been entitled to vote.

15. **COMMITTEES**

- 15.1 The Board may establish committees. The membership and duties of such committees shall be clearly defined and agreed by the Board.
- 15.2 Committees to which the Board Members delegate any of their powers must follow procedures which are based as far as they are applicable on those provisions of the articles which govern the taking of decisions by the Board.
- 15.3 The Board may make rules of procedure for all or any committees, which prevail over rules derived from the articles if they are not consistent with them.

16. **SUBSCRIPTIONS**

- 16.1 All Members shall pay the appropriate subscription to the Federation as may be fixed from time to time by resolution of the Board or in accordance with the Rules for the time being. Payment must be made by the due date as specified by the Rules.

17. **FEDERATION FUNDS**

- 17.1 The Board shall cause proper accounting and other records to be kept of all financial, legal and other matters appertaining to the operation of the Federation and its funds and assets.
- 17.2 The Board shall determine appropriate financial controls and procedures as it thinks fit for the Federation, including (but not limited to) procedures and controls relating to the Federation's bank accounts and transactions on those accounts.

18. **RECORDS OF MEETINGS**

- 18.1 The Board shall ensure proper records are created, kept and authenticated as permitted by the 2006 Act in relation to:-
- (a) All appointments of Officers and other Board Members
 - (b) All proceedings at meetings of the Federation and of the Board and of committees of Board including the names of the Board Members present at each such meeting
 - (c) All written resolutions of Board or the Federation.

19. **SEAL**

- 19.1 The Seal (if any) shall only be used by the authority of the Board Members or of a committee of Board Members authorised by the Board Members. The Board Members may determine who shall sign any instrument to which the Seal is affixed and unless otherwise so determined it shall be signed by a Board Member and by the Secretary or by a second Board Member.

20. **ANNUAL ACCOUNTS AND REPORTS**

- 20.1 Annual accounts and reports shall be prepared in accordance with charity and company law requirements applicable to the Federation from time to time.

21. **ANNUAL RETURNS**

- 21.1 The Board Members shall comply with their obligations under charity law with regard to the preparation of a charity annual return and its transmission to the Commission and the preparation of a company annual return to Companies House.

22. **COMMUNICATION BY MEANS OF A WEBSITE**

- 22.1 Subject to the provisions of the 2006 Act, a document or information may be sent or supplied by the Company to a person by being made available on a website.

23. **NOTICES**

- 23.1 Any notice to be given to or by any person pursuant to the Articles (other than a notice calling a meeting of the Board) shall be in writing or shall be given using electronic communications to an address for the time being notified for that purpose to the person giving the notice. In this article 24, "address", in relation to electronic communications, includes any number or address used for the purposes of such communications.

- 23.2 The Federation may give any notice to a member either personally or by sending it by post in a prepaid envelope addressed to the member at his registered address or by leaving it at that address or by giving it using electronic communications to an address for the time being notified to the Federation by the member. A member whose registered address is not within the United Kingdom and who gives to the Federation an address within the United Kingdom at which notices may be given to him, or an address to which notices may be sent using electronic communications, shall be entitled to have notices given to him at that address, but otherwise no such member shall be entitled to receive any notice from the Federation.

- 23.3 A member present, either in person or by proxy or, in the case of a corporate body, by authorised representative or proxy, at any meeting of the Federation shall be deemed to have received notice of the meeting and, where requisite, of the purposes for which it was called.

- 23.4 Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. Proof that a notice contained in an electronic communication was sent in accordance with guidance issued by the Institute of Chartered Secretaries and Administrators shall be conclusive evidence that the notice was given. A notice shall be deemed to be given at the expiration of 48 hours after the envelope containing it was posted or, in the case of a notice contained in an electronic communication, at the expiration of 48 hours after the time it was sent.

24. **PROTECTION FROM LIABILITY**

- 24.1 For the purposes of this article a "Liability" is any liability incurred by a person in connection with any negligence, default, breach of duty or breach of trust by him in relation to the Federation or otherwise in connection with his duties, powers or office. Subject to the provisions of the 2006 Act and without prejudice to any protection from liability which may otherwise apply:

- (a) the Board shall have power to purchase and maintain for any auditor of the Federation and any officer of the Federation (not being a Board Member or auditor of the Federation), insurance against any Liability.
- (b) the Board shall have power to purchase and maintain for any Board Member such insurance against any liability as is permitted by the Memorandum of Association of the Federation.
- (c) every Board Member or auditor of the Federation and every officer of the Federation (not being a Board Member or auditor of the Federation) shall be indemnified out of the assets of the Federation against any loss or liability incurred by him in defending any proceedings in which judgment is given in his favour or in which he is acquitted or in connection with any application in which relief is granted to him by the court from any Liability.

25. **RULES**

25.1 The Board Members may from time to time make such rules or bye laws as they may deem necessary or expedient or convenient for the proper conduct and management of the Federation and for the purposes of prescribing classes of and conditions of Membership, and in particular but without prejudice to the generality of the foregoing, they may by such rules or bye laws regulate:

- (a) the admission and classification of Members of the Federation (including the admission of organisations to Membership) and the rights and privileges of such Members, and the conditions of Membership and the terms on which Members may resign or have their Membership terminated and the entrance fees, subscriptions and other fees or payments to be made by Members,
- (b) the conduct of Members of the Federation in relation to one another, and to the Federation's servants,
- (c) the setting aside of the whole or any part or parts of the Federation's premises at any particular time to times or for any particular purpose or purposes,
- (d) The procedure at general meetings and meetings of the Board Members and committees of the Board Members in so far as such procedure is not regulated by the Articles,
- (e) Generally, all such matters as are commonly the subject matter of company rules.

25.2 The Federation in general meeting shall have power to alter, add to or repeal the rules or bye laws and the Board Members shall adopt such means as they think sufficient to bring to the notice of members of the Federation all such rules or bye laws, which shall be binding on all Members of the Federation. Provided that no rule or bye law shall be inconsistent with, or shall affect or repeal anything contained in, the Memorandum or the Articles.