

**THE COMPANIES ACT 2006**

A PRIVATE COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL  
Incorporated on 4 July 2005 under the laws of England and Wales

Company registration number: 5498067

Charity registration number: 1113263

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**ARTICLES OF ASSOCIATION**

OF

**INTERNATIONAL FEDERATION OF GYNECOLOGY AND  
OBSTETRICS**

(as adopted by a special resolution passed on 12 November 2019)

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ARTICLES OF ASSOCIATION

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INTERNATIONAL FEDERATION of GYNECOLOGY AND OBSTETRICS

## 1. **INTERPRETATION**

1.1. In these Articles the following definitions apply:

‘address’	means a postal address or, for the purposes of electronic communication, a fax number, an e-mail or postal address or a telephone number for receiving text messages in each case registered with FIGO.
‘the Articles’	means these articles of association of FIGO.
‘the Board of Trustees’	means the board of Trustees of FIGO constituted by Article 22.
‘the Bye-Laws’	means the byelaws of FIGO made or altered by the Board of Trustees in accordance with Article 34.
‘chairperson’	the President or such other person as may be appointed in accordance with article 16.4 and 16.5.
‘Chief Executive Officer’ or ‘CEO’	the chief executive officer of FIGO as appointed by the Board of Trustees.
‘clear days’	in relation to the period of a notice, means a period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect.
‘the Commission’	means the Charity Commission for England and Wales.
‘Companies Acts’	means the Companies Acts (as defined in section 2 of the Companies Act 2006) insofar as they apply to FIGO.
‘Companies House’	means the registrar of companies in the England and Wales.

‘connected person’	<p>In article 7, article 9 and article 27 means:</p> <ul style="list-style-type: none"> <li>(a) a child, parent, grandchild, grandparent, brother or sister of the Trustee;</li> <li>(b) the spouse or civil partner of the Trustee or of any person falling within (a) above;</li> <li>(c) a person carrying on business in partnership with the Trustee or with any person falling within sub-clause (a) or (b) of this definition;</li> <li>(d) an institution which is controlled – <ul style="list-style-type: none"> <li>(i) by the Trustee or any connected person falling within sub-clause (a), (b), or (c) of this definition; or</li> <li>(i) by two or more persons falling within sub-clause (d)(i) of this definition,</li> </ul> </li> </ul> <p>when taken together;</p> <ul style="list-style-type: none"> <li>(e) a body corporate in which – <ul style="list-style-type: none"> <li>(i) the Trustee or any connected person falling within sub-clauses (a) to (c) of this definition has a substantial interest; or</li> <li>(ii) two or more persons falling within subclause (e)(i) of this definition who, when taken together, have a substantial interest</li> </ul> </li> </ul> <p>Sections 350 – 352 of the Charities Act 2011 apply for the purposes of interpreting the terms used in this definition of connected person.</p>
‘document’	includes, unless otherwise specified, any document sent or supplied in electronic form.
‘electronic form’	has the meaning given in section 1168 of the Companies Act 2006.
‘FIGO Council’	means the FIGO Council of FIGO as constituted in accordance with article 11.
‘FIGO’	means the International Federation of Gynecology and Obstetrics incorporated under the laws of England and Wales with company number 5498067 and registered as a charity with the Commission with number 1113263 which is regulated by the Articles.
‘General Assembly’	means the general meeting of the Members to be held every three years in accordance with article 14.

‘general meeting’	means a general meeting of FIGO held in accordance with the Companies Acts.
‘Honorary Secretary’	means the person elected in accordance with article 22 to be the honorary secretary of FIGO.
‘Honorary Treasurer’	means the person elected in accordance with article 22 to be the honorary treasurer of FIGO.
‘in writing or written’	the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in electronic form or otherwise.
‘Member’	means each member organisations of any class duly admitted as members of FIGO and whether or not having the right to vote.
‘the memorandum’	means FIGO’s memorandum of association.
‘Model Articles’	means the model articles of association for private companies limited by guarantee contained in schedule 2 of the Companies (Model Articles) Regulations 2008 (SI 2008/3229) as amended prior to the date of adoption of these Articles.
‘Non-Voting Members’	means those member organisations admitted as members of FIGO and not having the right to vote at a general meeting.
‘Object’	means the object of FIGO for which it was established and as set out in article 4.
‘Officer’	means a post of President, President-Elect, Vice-President, Honorary Treasurer or Honorary Secretary.
‘President’	means the person who takes office as President of FIGO in accordance with article 22.11.
‘President-Elect’	means the person elected in accordance with article 22 to be the president-elect of FIGO.
‘Regions’	means the five geographic regions as follows: <ul style="list-style-type: none"> <li>(a) Europe;</li> <li>(b) Asia-Oceania</li> <li>(c) Latin America</li> <li>(d) North America and</li> <li>(e) Africa and Eastern Mediterranean,</li> </ul>

or as the Regions may be re-constituted (including into a reduced or decreased number), and their boundaries defined, by the Board of Trustees in Bye-Laws.

“Regional Trustee”	means a Trustee elected by the Voting Members pursuant to Article 22.1(f).
‘the seal	means the common seal of FIGO if it has one.
‘Trustee’	means a director of FIGO who is also a charity trustee as defined by section 177 of the Charities Act 2011.
‘the United Kingdom’	means Great Britain and Northern Ireland.
‘Vice-President’	means the person elected in accordance with article 22 to be the vice president of FIGO.
‘Voting Delegates’	means a delegate appointed by a Voting Member in accordance with article 18.5 to vote on behalf of such Voting Member at a General Assembly or general meeting of FIGO.
‘Voting Member’	means those member organisations admitted as members of FIGO and having the right to vote at a general meeting.

- 1.2. Words importing one gender shall include all genders; and the singular includes the plural and vice versa.
- 1.3. Unless the context otherwise requires words or expressions contained in the articles have the same meaning as in the Companies Acts but excluding any statutory modification not in force when this constitution becomes binding on FIGO.
- 1.4. Apart from the exception mentioned in the previous paragraph a reference to an Act of Parliament includes any statutory modification or re-enactment of it for the time being in force.
- 1.5. The Model Articles shall not apply to these Articles.

## 2. NAME

The company’s name is **INTERNATIONAL FEDERATION OF GYNECOLOGY AND OBSTETRICS**

## 3. LIABILITY OF MEMBERS

- 3.1. The liability of the Members is limited to a sum not exceeding £10, being the amount that each Member undertakes to contribute to the assets of FIGO in the event of its being wound up while he, she or it is a Member or within one year after he, she or it ceases to be a Member, for:
  - (a) payment of FIGO’s debts and liabilities incurred before he, she or it ceases to be a Member;
  - (b) payment of the costs, charges and expenses of winding up; and

- (c) adjustment of the rights of the contributories among themselves.

#### **4. OBJECT**

The object for which FIGO is established is restricted to the promotion of the health of women worldwide by ensuring high standards in the practice of gynecology and obstetrics for the benefit of the public.

#### **5. POWERS**

5.1. FIGO has power to do anything which is calculated to further its Object or is conducive or incidental to doing so. In particular, FIGO has power:

- (a) to raise funds. In doing so, FIGO must not undertake any taxable trading activity and must comply with any relevant statutory regulations;
- (b) to buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;
- (c) to sell, lease or otherwise dispose of all or any part of the property belonging to FIGO. In exercising this power, FIGO must comply as appropriate with sections 117 and 122 of the Charities Act 2011.
- (d) to borrow money and to charge the whole or any part of the property belonging to FIGO as security for repayment of the money borrowed or as security for a grant or the discharge of an obligation. FIGO must comply as appropriate with sections 124 – 126 of the Charities Act 2011 if it wishes to mortgage land;
- (e) to co-operate with other charities, voluntary bodies and statutory authorities and to exchange information and advice with them;
- (f) to establish or support any charitable trusts, associations or institutions formed for any of the charitable purposes included in the Object;
- (g) to acquire, merge with or to enter into any partnership or joint venture arrangement with any other charity;
- (h) to set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves;
- (i) to employ and remunerate such staff as are necessary for carrying out the work of FIGO. FIGO may employ or remunerate a Trustee only to the extent it is permitted to do so by article 7 and provided it complies with the conditions in that article;
- (j) to:
  - (i) deposit or invest funds;
  - (ii) employ a professional fund-manager; and
  - (iii) arrange for the investments or other property of FIGO to be held in the name of a nominee;
- (k) to provide indemnity insurance for the Trustees in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011;
- (l) to enter into contracts to provide services;
- (m) to establish or acquire subsidiary companies.

## **6. APPLICATION OF INCOME AND PROPERTY**

- 6.1. The income and property of FIGO shall be applied solely towards the promotion of the Object.
- 6.2. A Trustee is entitled to be reimbursed from the property of FIGO or may pay out of such property reasonable expenses properly incurred by him or her when acting on behalf of FIGO.
- 6.3. None of the income or property of FIGO may be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to any member of FIGO. This does not prevent a member who is not also a Trustee receiving:
- (a) a benefit from FIGO in the capacity of a beneficiary of FIGO; or
  - (b) reasonable and proper remuneration for any goods or services supplied to FIGO.

## **7. BENEFITS AND PAYMENTS TO TRUSTEES**

### **General provisions**

- 7.1. No Trustee may:
- (a) buy goods or services from FIGO;
  - (b) sell goods, services or any interest in land to FIGO;
  - (c) be employed by or receive any remuneration from FIGO;
  - (d) receive any other financial benefit from FIGO;
- unless the payment or transaction is permitted by article 7.2 or previously and expressly authorised in writing by the Charity Commission.
- 7.2. A Trustee or connected person may enter into a contract for the supply of services, or of goods that are supplied in connection with the provision of services, to FIGO where that is permitted in accordance with, and subject to the conditions in, section 185 and 186 of the Charities Act 2011.
- 7.3. In article 7.1:
- (a) 'FIGO' shall include any company in which FIGO:
    - holds more than 50% of the shares; or
    - controls more than 50% of the voting rights attached to the shares; or
    - has the right to appoint one or more directors to the Board of the company.
  - (b) "Trustee" shall include any child, parent, grandchild, grandparent, brother, sister or spouse of the Trustee or any person living with the Trustee as his or her partner.

## **8. DECLARATION OF TRUSTEES INTERESTS**

A Trustee must declare the nature and extent of any interest, direct or indirect, which he or she has in a proposed transaction or arrangement with FIGO or in any transaction or arrangement entered into by FIGO which has not previously been declared. A Trustee must absent himself or herself from any discussions of the Trustees in which it is possible that a conflict will arise between his or her duty to act solely in the interests of FIGO and any personal interest (including but not limited to any personal financial interest).

## **9. CONFLICTS OF INTERESTS AND CONFLICT OF LOYALTIES**

- 9.1. If a conflict of interests arises for a Trustee because of a duty of loyalty owed to another organisation or person and the conflict is not authorised by virtue of any other provisions in the Articles, the unconflicted Trustees may authorise such a conflict of interests where the following conditions apply:
- (a) the conflicted Trustee is absent from the part of the meeting at which there is discussion of any arrangement or transaction affecting that other organisation or person;
  - (b) the conflicted Trustee does not vote on any such matter and is not to be counted when considering whether a quorum of Trustees is present at the meeting; and
  - (c) the unconflicted Trustees consider it is in the interests of FIGO to authorise the conflict of interests in the circumstances applying.
- 9.2. In this article 9 a conflict of interests arising because of a duty of loyalty owed to another organisation or person only refers to such a conflict which does not involve a direct or indirect benefit of any nature to a Trustee or to a connected person.

## **10. MEMBERS**

- 10.1. Membership is open to certain organisations (as determined by the Board of Trustees) who:
- (a) apply to FIGO in the form required by the Board of Trustees; and
  - (b) are approved by the General Assembly subject to a recommendation by both the Board of Trustees and the FIGO Council.
- 10.2. Each application must be made in writing and delivered to FIGO at the address stated in the application form.
- 10.3. The General Assembly shall admit such member organisations as it shall think fit and the Board of Trustees may from time to time prescribe and/or vary the criteria for membership to FIGO.
- 10.4. Membership is not transferable and shall cease on dissolution.
- 10.5. The Trustees must keep a register of names and addresses of the Members in accordance with the Companies Acts.
- 10.6. The Board of Trustees may require the payment of a fee for each Member on all or any class of Members at such rates and times as the Board of Trustees in its discretion may determine and the Board of Trustees may set different fee rates for different categories of Members including Members of the same class.
- 10.7. The Voting Members shall be the Members admitted to FIGO membership who are not in arrears with any fees owing by them set under Article 10.6 and are therefore entitled to vote at General Assembly or general meetings.
- 10.8. Non-Voting Members shall be those Members admitted to FIGO membership who are in arrears of any fees owing by them set under Article 10.6.
- 10.9. A Non-Voting Member is:-
- (a) not eligible for election as a member of the FIGO Council;
  - (b) not entitled to nominate a candidate for election as a Trustee;
  - (c) not entitled to vote at any general meeting of FIGO.



- 10.10. For the purpose of voting at a General Assembly or other general meeting, a Non-Voting Member will become a Voting Member if it pays all arrears of fees owing by it (as set under Article 10.6) at least 24 hours (or such other period fixed by the Board of Trustees) prior to the start of that General Assembly or other General Meeting
- 10.11. The Board of Trustees may establish other classes of membership with different rights and obligations and shall record the rights and obligations in the register of members provided that the rights of such other class do not include the right to vote at general meetings.

## **11. FIGO COUNCIL**

- 11.1. The FIGO Council shall comprise:-
- (a) the Trustees; and
  - (b) up to twenty-four (24) Voting Members (or if lower such maximum number prescribed in the Bye-Laws) as represented by their nominated representative ("**Council Member Organisations**")
- 11.2. The Council Member Organisations shall be elected by the Voting Members in General Assembly in accordance with the procedure set out in the Bye-Laws. The Bye-Laws may specify a minimum number of Council Member Organisations to represent each Region.
- 11.3. Each Council Member Organisation shall nominate, and may remove and replace at any time, in writing to FIGO one natural person to be its representative to sit on the FIGO Council on its behalf.
- 11.4. If a Council Member Organisation during its term of office becomes a Non-Voting Member, then for any period for which it is a Non-Voting Member it shall be suspended as a member of the FIGO Council, its representative shall be deemed removed and it shall not be entitled to nominate a representative.
- 11.5. The FIGO Council shall meet at least once a year and be held at such times and locations as the Board of Trustees may determine from time to time.
- 11.6. The Council Member Organisations represent the Voting Members of FIGO and shall have the role of advising and making recommendations to the Board of Trustees and such other functions as may be delegated to them by the Board of Trustees under terms of reference set by the Board of Trustees or in the Bye-Laws.
- 11.7. The Board of Trustees shall give due regard to recommendations from the FIGO Council and shall be required to report on any decisions they take on the recommendations to the next meeting of the FIGO Council.
- 11.8. Each Council Member Organisation shall hold office for a term of six years from the close of the General Assembly at which it was elected and is then eligible for re-election for one or more further terms of six years.
- 11.9. For the purposes of Article 11.8 "six years" means the period from the close of a General Assembly to the close of the second consecutive General Assembly thereafter.
- 11.10. The Bye-Laws may prescribe circumstances in which a Member must vacate office as a Council Member Organisation.

## **12. TERMINATION OF MEMBERSHIP**

### **12.1. Membership to FIGO is terminated if:**

- (a) the Member ceases to exist or is dissolved under its national laws;
- (b) the Member fails to fulfil the conditions on application as determined by the Board of Trustees;
- (c) the Member resigns by one month's written notice to FIGO (unless, after the resignation, there would be less than two Members). Membership shall terminate upon the expiry of the period of one month from the date of the written notice sent by the leaving Member to FIGO in the form determined by the Board of Trustees;
- (d) the Board of Trustees determines that the conduct of the Member is not in the best interests of FIGO and as a result resolves that its membership is terminated. A Member to be removed shall be allowed to make representations to the Board of Trustees;
- (e) the Member is removed from membership by a resolution passed by two thirds of all the Voting Members present and voting at a General Assembly or general meeting of FIGO in their absolute discretion. The Member whose membership is being determined shall have the opportunity to make representations to the Members at the General Assembly or general meeting. If the Member is a Voting Member, it shall not be entitled to cast a vote on the determination of its membership;
- (f) the Member has moved from its last known address as recorded in the register of Members for more than 3 months without notifying FIGO of a new address for correspondence.

## **13. SUSPENSION OF MEMBERSHIP**

The Board of Trustees, having determined in accordance with Article 12.1(d) that the conduct of the Member is not in the best interests of FIGO, has the option (instead of termination of membership) to determine for a period specified by the Board of Trustees that all rights and privileges attaching to the membership of the Member are suspended and that it is treated as a Non-Voting Member.

## **14. GENERAL ASSEMBLY AND GENERAL MEETINGS**

- 14.1. FIGO shall hold a general meeting of its Members every three years, to be referred to as the general assembly of FIGO (**General Assembly**), and shall specify the type of meeting in the notices calling it.
- 14.2. The General Assembly shall be held at such times and locations as the Board of Trustees may determine from time to time.
- 14.3. FIGO shall be entitled to hold any other general meeting of the Members that is not a General Assembly and such meetings shall be referred to as general meetings and FIGO may hold general meetings of its members either on the request of the Voting Members holding not less than 5% of total voting rights of all Voting Members or as called by the Board of Trustees. FIGO shall specify the type of meeting in the notices calling it.

## **15. NOTICE OF GENERAL ASSEMBLY OR GENERAL MEETINGS**

- 15.1. A General Assembly may be called sending a notice to all the Members at least ninety (90) clear days before the date set for the General Assembly.

- 15.2. The minimum periods of notice required to hold any other general meeting of FIGO are fourteen (14) clear days.
- 15.3. The notice must specify the date, time and place of the meeting and the general nature of the business to be transacted. If the meeting is to be a General Assembly, the notice must say so. The notice must also contain a statement setting out the right of Members to appoint a proxy under section 324 of the Companies Act 2006 and article 19.
- 15.4. The notice must be given to all the Members, Trustees and the financial auditors (if any).
- 15.5. The proceedings at a meeting shall not be invalidated because a person who was entitled to receive notice of the meeting did not receive it because of an accidental omission by FIGO.

## **16. PROCEEDINGS AT GENERAL ASSEMBLY OR GENERAL MEETINGS**

- 16.1. No business shall be transacted at any General Assembly or general meetings unless a quorum is present.
- 16.2. A quorum is one tenth of the total number of Voting Members as represented by their Voting Delegate or proxy at the time
- 16.3. If a quorum is not present within half an hour from the time appointed for the meeting or during a meeting a quorum ceases to be present the meeting, if requested by the Voting Members, shall be dissolved and otherwise shall be adjourned to such time and place as the Board of Trustees shall determine.
- 16.4. The General Assembly or general meetings shall be chaired by the President. If there is no such person or he or she is not present within fifteen (15) minutes of the time appointed for the meeting the Trustees present shall nominate someone from amongst the Trustees present to chair the meeting.
- 16.5. If no Trustee is present and willing to chair the meeting within fifteen (15) minutes after the time appointed for holding it, the Voting Members present as represented by their Voting Delegate or by proxy and entitled to vote must choose one of their number to chair the meeting.
- 16.6. The Voting Members as represented by their Voting Delegates in person or by proxy at a meeting may resolve by ordinary resolution that the meeting shall be adjourned.
- 16.7. The person who is chairing the meeting must decide the date, time and place at which the meeting is to be reconvened unless those details are specified in the resolution. At the reconvened meeting business can only be considered which could have properly been done so at the original meeting.

## **17. WRITTEN RESOLUTION**

- 17.1. A resolution in writing agreed and signed by Voting Members representing a simple majority (or in the case of a special resolution a majority of not less than 75%) of the total voting rights of the Voting Members who are entitled and eligible to vote shall be effective provided that:
  - (a) a copy of the proposed resolution has been sent to every eligible Voting Member;
  - (b) Voting Members representing a simple majority (or in the case of a special resolution a majority of not less than 75% ) of the total voting rights of Voting Members has signified its agreement to the resolution;
  - (c) it is contained in an authenticated document which has been received at the registered office within the period of 28 days beginning with the circulation date;

- (d) a resolution in writing may comprise several copies to which one or more Voting Members have signified their agreement;
  - (e) it is the authorised representative of the Voting Member that has signified its agreement.
- 17.2. An eligible Voting Member for the purposes of Article 17 is one who has paid all fees set under Article 10.6 and due by it at least 24 hours (or such other period fixed by the Board of Trustees) prior to the circulation of the resolution.

**18. VOTES OF VOTING MEMBERS**

18.1. Each Voting Member at a General Assembly or general meeting shall have such number of votes that is proportional to the number of its members in their organisation declared in accordance with Article 18.2 and the following scale shall be applied:-

(a)	up to 500 declared members	1 vote
(b)	from 501 to 1000 declared members	2 votes
(c)	from 1001 to 2000 declared members	3 votes
(d)	from 2001 to 3000 declared members	4 votes
(e)	from 3001 to 5000 declared members	5 votes
(f)	from 5001 to 7000 declared members	6 votes
(g)	more than 7000 declared members	7 votes

Votes shall be cast by the Voting Member either by its Voting Delegate or by proxy.

18.2. Each Member must submit to FIGO each calendar year a declaration of its number of Members no later than the 31 December each year.

A Member who fails to make such a declaration by the 31 December preceding a General Assembly or General Meeting shall be treated as having the number of votes based on its last submitted declaration.

18.3. All votes on resolutions at a General Assembly or General Meeting shall be taken on a poll conducted in accordance with the provisions of this Article 18.

18.4. Any objection to the qualification of any voter must be raised at the meeting at which the vote is tendered and the decision of the person who is chairing the meeting shall be final.

18.5. Each Voting Member may appoint 1 (one) delegate to vote on their behalf, that Voting Delegate to attend the General Assembly or general meeting. Notice of the Voting Delegate, and any permitted delegate assistants under article 18.6, shall be in writing and be submitted as specified by the Board of Trustees not less than 1(one) month before the date set for the General Assembly or seven (7) clear days before the date for any other general meeting.

18.6. The Voting Member may be allowed in accordance with any procedure for voting prescribed in the Bye-Laws to nominate one or more delegates (“Voting Delegate Assistant”) to assist its Voting Delegate in casting his or her vote. For example: a Voting Member entitled to cast 2(two) votes may appoint up to 4 (four) attending delegates to assist , and a Voting Member entitled to cast 6 (six) votes may appoint up to 12 (twelve delegates) to assist.

18.7. Each Member must give written notice to FIGO of the name of its appointed Voting Delegate as set out in article 18.5 above. The Voting Delegate shall not be entitled to represent a Member at any meeting unless the notice has been received by FIGO in the prescribed form. A Voting

Delegate may continue to represent the Member, or a Voting Delegate Assistant may continue to assist its Voting Delegate, until written notice from an authorised official of the Voting Member to the contrary is received by FIGO not less than 1 (one) day before the commencement of the meeting.

- 18.8. Any notice given to FIGO by the Voting Member of the appointment or removal of their Voting Delegate will be conclusive evidence of the Voting Delegate's authority to represent the Voting Member or that the authority has been revoked. FIGO shall not be required to consider whether the delegate has been properly appointed or their authority revoked by the Voting Member.
- 18.9. The Voting Delegate(s) appointed in accordance with this article 18 shall be entitled to speak at any General Assembly or other general meeting.
- 18.10. In the event of the inability to attend, resignation, incapacity or death of a Voting Delegate or a Voting Delegate Assistant, a successor shall be appointed by the Voting Member which appointed such Voting Delegate or Voting Delegate Assistant and the name of such successor shall be submitted in writing to the President for approval not less than one (1) day before the commencement of the meeting.
- 18.11. In the case of an equality of votes whether on a show of hands or on a poll, the chairperson of the meeting shall have a casting vote in addition to any vote he or she may have as a Voting Delegate of its Voting Member.

## **19. APPOINTMENT OF PROXY**

- 19.1. Any Voting Member shall be entitled to attend and vote at any meeting of FIGO Members (as represented by its Voting Delegate) and shall be entitled to appoint such other natural person as its proxy to represent that Voting Member at a General Assembly or general meeting. Such proxy shall be notified to FIGO in accordance with article 19.2 below. The Voting Members shall be entitled to appoint the chairperson of the General Assembly or any general meeting as their proxy to attend and vote at that General Assembly or general meeting on their behalf or appoint such other person as they choose.
- 19.2. The appointment of a proxy by a Voting Member shall be notified to FIGO by a duly authorised officer of the Voting Member in accordance with article 19.3 and in such form as prescribed by the Board of Trustees ("**Proxy Notice**").
- 19.3. The Board of Trustees may require the Proxy Notice to include such other information or instructions as they may determine. The Proxy Notice must be in writing on the official stationary of that Voting Member and shall be signed by the president or authorised official responsible for that Voting Member.
- 19.4. Unless a Proxy Notice indicates otherwise, it must be treated as allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting and appointing that person as a proxy in relation to any adjournment of the General Assembly or general meeting to which it relates as well as the meeting itself.
- 19.5. Any Proxy Notice not delivered in the manner set out in this article 19 shall be invalid unless the Board of Trustees in their discretion accepts the Proxy Notice at any time before the meeting.
- 19.6. A proxy given by a Voting Member will be deemed to have been revoked if that Voting Member has a Voting Delegate present at any General Assembly or general meeting of the Members.

## **20. DELIVERY OF PROXY NOTICE**

- 20.1. A Voting Member who is entitled to attend, speak or vote at a General Assembly or general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid Proxy Notice has been delivered to FIGO by or on behalf of that Voting Member.
- 20.2. A Proxy Notice is only valid if delivered to FIGO in accordance with these Articles not less than 2 (two) days before the time appointed for holding the meeting or adjourned meeting at which the right to vote is to be exercised and in accordance with any instructions contained in the notice of the General Assembly, general meeting or adjourned meeting to which it relates.
- 20.3. An appointment under a Proxy Notice may be revoked by delivering to FIGO a notice in writing given by or on behalf of the Voting Member by whom or on whose behalf the Proxy Notice was given.
- 20.4. A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates.
- 20.5. If a Proxy Notice is not executed by the president or authorised official responsible for that Voting Member appointing the proxy, it must be accompanied by written evidence of the authority of the person who executed it to execute it on the appointer's behalf.

## **21. POWERS OF THE BOARD OF TRUSTEES**

- 21.1. The President and other Trustees who are the Board of Trustees are the governing body of FIGO and unless otherwise determined by them shall also form the governing body of any subsidiary company or entity owned or controlled by FIGO in accordance with their duties and responsibilities as set out in these Articles.
- 21.2. The Board of Trustees (who are also the trustees of FIGO under the Charities Act 2011) shall manage the business of FIGO and may exercise all the powers of FIGO unless they are subject to any restrictions imposed by the Companies Acts, or these Articles.
- 21.3. No alteration of these Articles shall have retrospective effect to invalidate any prior act of the Board of Trustees.
- 21.4. Any meeting of the Board of Trustees at which a quorum is present at the time the relevant decision is made may exercise all the powers exercisable by the Board of Trustees.

## **22. THE BOARD OF TRUSTEES**

- 22.1. The Board of Trustees shall consist of:-
  - (a) President;
  - (b) Vice-President;
  - (c) President-Elect;
  - (d) Honorary Treasurer;
  - (e) Honorary Secretary;
  - (f) such number of additional Trustees, as equal the number of Regions, elected by the Voting Members.

The immediate Past President of FIGO as at the date of the adoption of these Articles shall also be a Trustee whose term of office shall expire at the General Assembly held in 2021 after which he

or she shall not be eligible for re-election as a Trustee in any office. Otherwise the immediate Past President of FIGO shall not be a Trustee.

- 22.2. No Officer may occupy more than one Officer post simultaneously.
- 22.3. No person shall be eligible to be appointed or elected as a Trustee:
  - (a) unless he or she has attained the age of 25 years;
  - (b) if he or she would be disqualified from acting under article 25 (disqualification and removal of Trustees);
  - (c) unless he or she satisfies any eligibility criteria set out in Bye-Laws;
  - (d) if at the time of nomination he or she is an officer or staff member of a Non-Voting Member.
- 22.4. One Regional Trustee shall be elected from candidates from each of the Regions who must be citizens of that Region (subject to nominations of at least one candidate from the Region). A candidate for Regional Trustee cannot be nominated in respect of more than one Region.
- 22.5. At each meeting of the General Assembly the President-Elect, Vice-President, Honorary Treasurer, Honorary Secretary and the Regional Trustees shall be elected by ballot by the Voting Members.
- 22.6. Separate elections shall be held for each of the Officer posts of President-Elect, Vice-President, Honorary Treasurer and Honorary Secretary.
- 22.7. Six months before the date set for the General Assembly the Board of Trustees shall send to each Member notice to request the Voting Members' nominations of the persons:-
  - (a) they would like to be elected as Officers; and
  - (b) the person from their Region they would like to be elected as a Regional Trustee for their Region.
- 22.8. Each candidate for election as an Officer must be nominated by an officer of a Voting Member. A person cannot be nominated for more than one Officer post.
- 22.9. Each candidate for election as a Regional Trustee must be nominated by an officer of a Voting Member from the Region from whose candidates the Regional Trustee is to be elected.
- 22.10. A person cannot be nominated as a candidate for election for both Regional Trustee and an Officer.
- 22.11. At the end of his or her three years' term as President-Elect he or she shall take office as the President.
- 22.12. The retirement of a Trustee takes effect from the close of a General Assembly.
- 22.13. The procedures for nominations and conduct of elections and the method of the ballot shall be governed by the Bye-Laws.
- 22.14. A Trustee may not appoint an alternate director or anyone to act on his or her behalf at meetings of the Board of Trustees.
- 22.15. The Trustees must not be paid any remuneration unless it is authorised by article 7.
- 22.16. An Officer shall not be elected or appointed under Articles 22 or 23 if as a result there shall be more than 2 (two) Officers who are from the same Region.

## **23. VACANCIES IN TRUSTEES**

- 23.1. In the event of the removal or disqualification of an Officer or Regional Trustee in accordance with article 25 (excluding the President) or the Vice-President vacating office under article 23.2, a successor to hold the same Officer or Regional Trustee post may be appointed by the Board of Trustees on the recommendation of the FIGO Council .
- 23.2. In the event of the removal or disqualification of the President in accordance with Article 25, the Vice-President shall vacate office as Vice-President and immediately take office as the President.
- 23.3. A Trustee appointed in accordance with article 23.1, or the Vice-President taking office under article 23.2, shall serve only until the next General Assembly at which such Trustee shall retire and vacate office at the conclusion of such meeting.
- 23.4. Any period served in an office pursuant to article 23.1 shall be treated as serving a three year term in that office.

## **24. TERM OF OFFICE OF TRUSTEES**

- 24.1. Each Officer and Regional Trustee shall hold office for a term of three years from the close of the General Assembly at which he or she was elected or takes office, at the end of which period he or she shall retire.
- 24.2. Upon retirement an Officer shall not be eligible for re-election to the office previously held except that each of the Honorary Treasurer and Honorary Secretary shall be eligible for re-election to the same office for one further term of three years.
- 24.3. Upon retirement a Regional Trustee shall not be eligible for re-election as a Regional Trustee but shall be eligible for election as an Officer.
- 24.4. Upon retirement each of the Vice-President, Honorary Treasurer and Honorary Secretary shall be eligible for election to another Officer post but not as a Regional Trustee.
- 24.5. A retired President shall not be eligible for re-election as a Trustee in any office.
- 24.6. A person who has served four terms of three years as a Trustee shall not be eligible for re-election as a Trustee in any office or to take office as President.
- 24.7. A person who has served three terms of three years as a Trustee in any office shall not be eligible for election as President-Elect.
- 24.8. For the purposes of Article 24 “three years” means the period between consecutive meetings of the General Assembly.

## **25. DISQUALIFICATION AND REMOVAL OF TRUSTEES**

- 25.1. A Trustee shall cease to hold office if he or she:
  - (a) dies;
  - (b) ceases to be a Trustee by virtue of any provision in the Companies Acts or is prohibited by law from being a director;
  - (c) is disqualified from acting as a director by virtue of sections 178 and 179 of the Charities Act 2011 (or any statutory re-enactment or modification of those provisions);



- (d) in the opinion of a court, or in the written opinion, given to FIGO, of a registered medical practitioner treating that person, declared physically or mentally incapable of acting as a Trustee and may remain so for more than three months;
- (e) resigns as a Trustee on the expiry of one month's notice to FIGO (but only if the number of Trustees necessary for a quorum at a meeting of the Board of Trustees will remain in office when the notice of resignation is to take effect);
- (f) is absent without the permission of the Board of Trustees from two (2) consecutive meetings and the Board of Trustees resolve that his or her office be vacated;
- (g) a bankruptcy order is made against that person or the equivalent in their national country;
- (h) a composition is made with that person's creditors generally in satisfaction of that person's debts or the equivalent in their national country, or
- (i) acts or becomes involved in a situation or activity which in the reasonable opinion of the Board of Trustees brings or is likely to bring FIGO into disrepute or is materially adverse to the interests of FIGO and the Board of Trustees resolves that he or she be removed as a Trustee, after inviting the Trustee concerned to attend and be heard by the Board of Trustees before the decision is made.

## **26. TRANSITIONAL PROVISIONS**

- 26.1. The Officers in post immediately prior to the adoption of these Articles shall remain in office in the same Officer post until the close of the General Assembly held in 2021.
- 26.2. Notwithstanding other provisions of these Articles the Regional Trustees shall be first elected at the General Assembly held in 2021.
- 26.3. Prior to the election of Regional Trustees at the General Assembly held in 2021, "four" shall be substituted for "six" in Articles 27.3, 27.4 and 27.8.

## **27. PROCEEDINGS OF THE BOARD OF TRUSTEES**

- 27.1. The Trustees may regulate their proceedings as they think fit, subject to the provisions of the Articles.
- 27.2. The Board of Trustees meet at least twice each calendar year.
- 27.3. A meeting of the Board of Trustees may only be called by not less than 6 (six) Trustees agreeing to do so in writing to the CEO.
- 27.4. The CEO must call a meeting of the Board of Trustees if requested to do so by no less than 6 (six) Trustees.
- 27.5. Questions arising at a meeting of the Board of Trustees shall be decided by a simple majority of votes.
- 27.6. In the case of an equality of votes, the chairperson shall have a second or casting vote.
- 27.7. No decision may be made by a meeting of the Board of Trustees unless a quorum is present, and "present" includes being present by suitable electronic means agreed by the Trustees.
- 27.8. The quorum shall be 6 (six) Trustees or such other number as may be decided from time to time by the Trustees.

- 27.9. A Trustee shall not be counted in the quorum present when any decision is made about a matter upon which that Trustee is not entitled to vote.
- 27.10. If the number of Trustees is less than the number fixed as the quorum, the continuing Trustees may act only for the purpose of filling vacancies.
- 27.11. The President shall preside at every meeting of the Board of Trustees at which he or she is present and shall chair those meetings. But if the President is unable or unwilling to preside or is not present within thirty (30) minutes after the time appointed for the meeting, the Trustees present may appoint one of their number to be the chairperson of the meeting.
- 27.12. A resolution in writing or in electronic form agreed by all of the Trustees entitled to receive notice of a meeting of the Board of Trustees and to vote upon the resolution shall be as valid and effectual as if it had been passed at a meeting of the Trustees duly convened and held.
- 27.13. The resolution in writing may comprise several documents containing the text of the resolution in agreed form to which one or more Trustees have signified their agreement. Together they will constitute one documents as if all the Trustees had signed one document.
- 27.14. Subject to article 27.15, all acts done by a meeting of the Board of Trustees shall be valid notwithstanding the participation in any vote of a Trustee:
- (a) who was disqualified from holding office;
  - (b) who had previously retired or who had been obliged by the Articles to vacate office;
  - (c) who was not entitled to vote on the matter, whether by reason of a conflict of interests or otherwise;
- if without the vote of that Trustee and that Trustee being counted in the quorum the decision has been made by a majority of the Trustees at a quorate meeting.
- 27.15. Article 27.14 does not permit a Trustee or a connected person to keep any benefit that may be conferred upon him or her by a resolution of the Trustees if, but for article 27.14, the resolution would have been void, or if the Trustee has not complied with article 8.
- 27.16. Trustees and any committee may participate or hold meeting by conference telephone or other suitable electronic means as agreed by the Board of Trustees or committee. Participation by such means shall be deemed to constitute presence in person and business so transacted shall be effective as that of a meeting of the Board of Trustees or committee (as the case may be a) duly convened.

## **28. DELEGATION**

- 28.1. The Board of Trustees may delegate any of their powers or functions to any committee of Trustees provided:
- (a) the composition of any such committee shall be entirely in the discretion of the Board of Trustees and may comprise of such of their number as they may decide;
  - (b) the resolution making the delegation shall set out who shall serve on any such committee;
  - (c) the deliberations of any such committee shall be reported regularly to the Board of Trustees and any resolution passed or decision taken by any such committee shall be reported promptly to the Board of Trustees and such decision shall not fetter the powers of the Board of Trustees under any laws or regulations. If any decision of the committee

is contrary to the statutory duties of the Board of Trustees, then the Board of Trustees is under no obligation to follow any such decision of the committee;

- (d) any delegation under this article shall be revocable or variable at any time; and
- (e) the Board of Trustees may impose any conditions when delegating, including that no expenditure may be incurred on behalf of FIGO except in accordance with a budget previously agreed with the Board of Trustees.

28.2. The Board of Trustees shall be entitled to appoint working groups and committees on specialist areas and the role of such working groups and committees shall be to report their findings to the Board of Trustees and to advise and make recommendations to the Board of Trustees. The Board of Trustees may impose any conditions on the working groups and committees as they deem necessary including that no expenditure may be incurred on behalf of FIGO except in accordance with a budget previously agreed with the Board of Trustees.

28.3. The Board of Trustees may delegate, upon such conditions they set, certain matters to the CEO or Officers or appoint such other officers or servants as they shall see fit provided that such person reports to the Trustees as directed by them.

## **29. MINUTES**

29.1. The Board of Trustees must keep minutes of all:

- (a) appointments of Trustees made by the Trustees;
- (b) proceedings at general meetings of FIGO; and
- (c) meetings of the Trustees and committees including:
  - (i) the names of the Trustees present at the meeting;
  - (ii) the decisions made at the meetings; and
  - (iii) where appropriate the reasons for the decisions.

## **30. ACCOUNTS**

30.1. The Board of Trustees must prepare for each financial year accounts as required by the Companies Acts. The accounts must be prepared to show a true and fair view and follow accounting standards issued or adopted by the Accounting Standards Board or its successors and adhere to the recommendations of applicable Statements of Recommended Practice.

30.2. The Board of Trustees must keep accounting records as required by the Companies Acts.

## **31. ANNUAL REPORT AND RETURN AND REGISTER OF CHARITIES**

31.1. The Board of Trustees must comply with the requirements of the Charities Act 2011 with regard to the:

- (a) transmission of a copy of the statements of account to the Commission;
- (b) preparation of an Annual Report and the transmission of a copy of it to the Commission; and
- (c) preparation of an Annual Return and its transmission to the Commission.

31.2. The Board of Trustees must notify the Commission promptly of any changes to FIGO's entry on the Central Register of Charities.

## **32. MEANS OF COMMUNICATION TO BE USED**

- 32.1. Subject to these Articles, anything sent or supplied by or to FIGO under these Articles may be sent or supplied in any way in which the Companies Act 2006 provides for documents or information which are authorised or required by any provision of that Act to be sent or supplied by or to FIGO.
- 32.2. Subject to the Articles, any notice or document to be sent or supplied to a Trustee in connection with the taking of decisions by Trustees may also be sent or supplied with such notices or documents for the time being.
- 32.3. Any notice to be given to or by any person pursuant to the Articles:
- (a) must be in writing; or
  - (b) must be given in electronic form.
- 32.4. FIGO may give any notice to a Member either:
- (a) to be delivered personally;
  - (b) by sending it by post in a prepaid envelope addressed to the Member at his or her last known address;
  - (c) by leaving it at the last known address of the Member;
  - (d) by giving it in electronic form to the Member's address; or
  - (e) by placing the notice on FIGO website and providing the person with a notification in writing or in electronic form of the presence of the notice on the website. The notification must state that it concerns a notice of a FIGO meeting and must specify the place, date and time of the meeting.
- 32.5. The only address at which a Member is entitled to receive notices shall be the address shown in the register of members of FIGO and "address" in relation to electronic communications includes any number or address used for the purposes of such communications.
- 32.6. A Member present in person or by proxy or Voting Delegate at any meeting of FIGO shall be deemed to have received notice of the meeting and of the purposes for which it was called.
- 32.7. Delivery of any notice given in accordance with these Articles is deemed to have taken place and received:
- (a) if delivered by hand, at the time the notice is left at the relevant address;
  - (b) if sent by electronic communication at the time of being sent;
  - (c) if by fax at the time of transmission;
  - (d) if sent by first class post on the second working day (excluding Saturday and Sunday) after posting, unless such deemed receipt would occur outside business hours (meaning 9.00 am to 5.30 pm Monday to Friday on a day that is not a public holiday in the place of deemed receipt), in which case deemed receipt will occur when business next starts in the place of receipt (and all references to time are to local time in the place of receipt); or
  - (e) if sent by international airmail on the fifth working day (excluding Saturday and Sunday) after posting, unless such deemed receipt would occur outside business hours (meaning 9.00 am to 5.30 pm Monday to Friday on a day that is not a public holiday in the place of

deemed receipt), in which case deemed receipt will occur when business next starts in the place of receipt (and all references to time are to local time in the place of receipt).

- 32.8. The accidental omission to give notice of a meeting to or the non-receipt of a notice of a meeting by a person entitled to receive a notice shall not invalidate the proceedings of that meeting.

### **33. INDEMNITY**

FIGO shall indemnify every Trustee or other officer or auditor of FIGO against any liability incurred by him or her in that capacity in defending any proceedings, whether civil or criminal, in which judgement is given in favour of the Trustee or in which the Trustee is acquitted or in connection with any application in which relief is granted to the Trustee by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of FIGO

### **34. BYELAWS**

- 34.1. The Trustees may from time to time make such reasonable and proper byelaws as they deem necessary or expedient for the proper conduct and management of FIGO.
- 34.2. The Byelaws may regulate such matters as the Board of Trustees may determine from time to time including but not limited to the following:
- (a) the admission of Members of FIGO and the rights and privileges of such Members, and the entrance fees, subscriptions and other fees or payments to be made by Members;
  - (b) the conduct of Members of FIGO in relation to one another, and to FIGO's employees and volunteers;
  - (c) the setting aside of the whole or any part or parts of FIGO's premises at any particular time or times or for any particular purpose or purposes;
  - (d) the procedure at General Assembly or general meetings and meetings of the Trustees in so far as such procedure is not regulated by the Companies Acts or by the articles;
  - (e) the rules governing the FIGO Council, their role, duties and appointment; and
  - (f) generally, all such matters as are commonly the subject matter of company rules.
- 34.3. The Trustees must adopt such means as they think sufficient to bring the Byelaws to the notice of Members of FIGO.
- 34.4. The Byelaws shall be binding on all Members of FIGO.
- 34.5. No Byelaw shall be inconsistent with, or shall affect or repeal anything contained in, the Articles. These Articles shall always prevail over any inconsistency between these Articles and the Byelaws

### **35. DISPUTES**

If a dispute arises between Members of FIGO about validity or propriety done by the Members of FIGO under these Articles, and the dispute cannot be resolved by agreement, the parties to the dispute must first try in good faith to settle the dispute by mediation before resorting to litigation.

### **36. DISSOLUTION**

- 36.1. The members of FIGO may at any time before, and in expectation of, its dissolution resolve that any net assets of FIGO after all its debts and liabilities have been paid, or provision has been made

for them, shall on or before the dissolution of FIGO be applied or transferred in any of the following ways:

- (a) directly for the Object; or
- (b) by transfer to any charity or charities for purposes similar to the Object; or
- (c) to any charity for use for particular purposes that fall within the Object.

36.2. Subject to any such resolution of the members of FIGO, the Trustees of FIGO may at any time before and in expectation of its dissolution resolve that any net assets of FIGO after all its debts and liabilities have been paid, or provision made for them, shall on dissolution of FIGO be applied or transferred:

- (a) directly for the Object; or
- (b) by transfer to any charity or charities for purposes similar to the Object; or
- (c) to any charity or charities for use for particular purposes that fall within the Object.

36.3. In no circumstances shall the net assets of FIGO be paid to or distributed among the members of FIGO (except to a member that is itself a charity) and if no resolution is passed by the members or the Trustees the net assets of FIGO shall be applied for charitable purposes as directed by the court or the Commission.

#### 37. **ALTERATION OF THE ARTICLES**

37.1. FIGO may alter the Articles only by a special resolution passed by Voting Members at a general meeting or by written resolution of Voting Members in accordance with the Companies Acts. If the vote on the special resolution is taken on a poll at a general meeting, the resolution is approved if passed by Voting Members representing not less than 75% of the total voting rights of Voting Members who (being entitled to do so) vote by Voting Delegates or by proxy.

37.2. The prior written consent of the Commission is required for any alteration of article 4 (Object), article 36 (Dissolution) or of any provision where the alteration would provide authorisation for any benefit to be obtained by the Trustees or Members or persons connected with them.

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