

THE COMPANIES ACTS. 1948 TO 1989.
COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL
MEMORANDUM
AND
ARTICLES OF ASSOCIATION
of
THE INTERNATIONAL FEDERATION
OF TRAINING AND DEVELOPMENT ORGANISATIONS LIMITED

Incorporated the 3rd day of July 1984

Including Revisions enacted by
Special Resolutions of the Council
in General Meeting on
August 21st 1985, August 26th 1986,
July 10th 1991, November 6, 1996
and March 5, 2008

THE COMPANIES ACTS 1948 TO 1989
COMPANY LIMITED BY GUARANTEE AND NOT
HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION

OF

THE INTERNATIONAL FEDERATION

OF TRAINING AND DEVELOPMENT ORGANISATIONS LIMITED

1. The name of the company is THE INTERNATIONAL FEDERATION OF TRAINING AND DEVELOPMENT ORGANISATIONS. (Hereinafter called “the Federation”).
2. The registered office of the Federation will be situated in England.
3. The object for which the Federation is established is:-
 - (A) To advance education for the public benefit throughout the world by promoting or assisting in the promotion of planned processes to achieve effective performance by individuals of tasks and activities designed to enable them to realise their abilities in coping with the work of life.

In furtherance of the above object but not further or otherwise, the Federation shall have the following powers:-

- (B) To encourage and promote participation in the activities of the Federation by national societies of trainers and other bodies concerned with training and development.
- (C) To establish and maintain close links with supra-national bodies concerned with human resource development, such as the International Labour Organisation and the United Nations Industrial Development Organisation and to encourage member organisations to establish and develop liaison arrangements with, appropriate national and regional organisations in industry, business and government.
- (D) To support and provide a system for the exchange of training and development information world-wide.
- (E) To encourage the formation and assist with the development of national and regional organisations for training and development and to stimulate the identification of and maintain a current reference file of training and development organisations and resources around the world.
- (F) To promote and encourage research in training and development and related fields and to secure the dissemination of the results of such research.
- (G) To promote the printing and publishing of papers, periodicals, books, leaflets, reports and instructional materials of all kinds and to develop and maintain a bibliography of books, monographs, periodicals, cassettes and other related information resources on the subject of training and development related topics.
- (H) To provide a contact and information system by sharing itineraries of members travelling throughout the world.

- (I) To conduct, support and participate in, educational and training events including courses, workshops, seminars, study tours and conferences, at national or international level, in order to develop the professional standards of its members.
- (J) To apply for and obtain from any source grants of money, land, donations, gifts, subscriptions, contracts, rights, privileges, concessions and other assistance for promoting the objects of the Federation and to discuss with the appropriate bodies schemes of research and other work and matters within the objects of the Federation and to conform to any proper conditions upon which such grants and other payments may be made and to hold and administer as trustee or otherwise such grants, donations, gifts and subscriptions received by the Federation from time to time.
- (K) To establish, promote, co-operate with, become a member of, act as or appoint trustees, agents or delegates for, control, manage, superintend, or afford financial or other assistance to the work of any charitable associations and institutions and other bodies incorporated or not incorporated whose objects are similar to those of the Federation.
- (L) To acquire by purchase, lease, exchange, hire, hire purchase or otherwise any real or personal property and any rights or privileges necessary for the promotion of its objects and to construct, maintain and alter any buildings or erections as may be thought fit.
- (M) Subject to such consent as may be required by law, to sell let mortgage dispose of or turn to account all or any of the property of the Federation and to invest any moneys of the Federation in any manner authorised by law for the investment of trust funds.
- (N) To employ and remunerate staff not being members of the Council and to grant reasonable and necessary pensions and retirement benefits to or for employees of the Federation and to the widows, children and other dependants of deceased employees who are in necessitous circumstances; and to pay or subscribe to funds or schemes for the provision of such pensions and retirement benefits for employees or former employees of the Federation, their widows, children and other dependants.
- (O) Subject to such consents as may be required by law, to borrow money and to secure the repayment of any loans or other obligations of the Federation by mortgage or charge of any assets of the Federation or by the creation and issue on such terms and conditions as may be thought expedient of securities of any description.
- (P) To draw, make, accept, endorse, discount, negotiate, execute, and issue bills of exchange, promisory notes, am other negotiable or transferable instruments.
- (Q) To invest the moneys of the Federation not immediately required for its purposes in or upon such investments, securities or property as may be thought fit.
- (R) To guarantee, grant indemnities in respect of, support or secure the performance of all or any of the obligations of any person, firm or company whether by personal covenant or by mortgage, charge or lien upon the whole or any part of the undertaking, property and assets of the Federation, both present and future or by both such methods and in particular but without limiting the generality of the foregoing, to guarantee, support or secure whether by personal covenant or by any such mortgage, charge or lien or by both such methods the performance of all or any of the obligations (including the repayment or payment of the principal and premium of and interest on any securities) of any person, firm or company.
- (S) To take all necessary or proper steps with the authorities, international, national, local, municipal or otherwise, of any place in which the Federation may have interests, and to

carry on any negotiations or operations for the purpose of directly or indirectly promoting the purposes of the Federation or effecting any modifications in the constitution of the Federation.

- (T) To procure the Federation to be registered or recognised in any country or place in any part of the world.
- (U) To do all other lawful things necessary to the carrying out of its main objects.

Provided always that:-

- i. In case the Federation shall take or hold any property which may be subject to any trusts, the Federation shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts.
- ii. The Federation shall not support with its funds any object, or endeavour to impose on or procure to be observed by its members or others, an regulation, restriction or condition which if an object of the Federation would make it a trade union, employer representative body or political organisation.
- iii. In case the Federation shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales the Federation shall not sell, mortgage, charge or lease the same without such authority approval or consent as may be required by law and as regards any such property the Governing Body of the Federation shall be chargeable for any such property that may come into their hands and shall be answerable and accountable for their own acts, receipts, neglects and defaults and for the same due administration of such property in the same manner and to the same extent as they would as such Governing Body have been if no incorporation had been effected and the incorporation of the Federation shall not diminish or impair any control or authority exercisable by the Chancery Division or the Charity Commissioners over such Governing Body but they shall as regards any such property be subject jointly and severally to such control or authority as if the Federation were not incorporated.
- iv. In raising funds for its charitable objects the Federation shall not undertake any permanent trading activities.

- 4. (i) The income and property of the Federation wheresoever derived shall be applied solely towards the promotion of the objects of the Federation as set forth in this Memorandum of Association and no portion thereof shall be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to the members of the Federation.
- (ii) Provided that nothing herein shall prevent the payment in good faith of reasonable and proper remuneration to any member of the Federation in return for any services actually rendered to the Federation nor prevent the payment of interest which is on money lent by any member of the Federation at a rate per annum not exceeding two per cent less than the average base rate (rounded to the nearest 1/2 per cent) prescribed for the time being by members of the Committee of London clearing banks or 3 per cent whichever is the greater or reasonable and proper rent for any premises demised or let by any members of the Federation.
- (iii) But so that no member of the Governing Body of the Federation shall be appointed to any salaried office of the Federation, paid by fees and that no remuneration or other benefit in money or money's worth shall be given by the Federation to any member of such Governing Body except repayment of reasonable out-of-pocket expenses and interest at the rate aforesaid on money lent or reasonable and proper rent for premises demised or let to the Federation.

(iv) Provided that the provision last aforesaid shall not apply to any payment to any company of which a member of the, Governing Body may be a member and in which such member shall not hold more than one hundredth part of the capital and such member shall not be bound to account for any share of profits he may receive in respect of such payment.

5. The liability of members is limited.
6. Every member of the Federation undertakes to contribute to the assets of the Federation in the event of the same being wound up while he is a member or within one year after he ceases to be a member for payment of debts and liabilities of the Federation contracted before he ceases to be a member and of the costs charges and expenses of winding up and for adjustment of the rights of contributories among themselves such amount as may be required not exceeding ten pounds sterling.
7. If upon the winding up or dissolution of the Federation there remains, after satisfaction of all of its debts and liabilities, any property whatsoever the same shall not be paid to, or distributed among, the members of the Federation but shall be given or transferred to some other charitable institution or institutions having charitable objects similar to the objects of the Federation and which shall prohibit the distribution of its or their income or property among its or their members to an extent at least as great as is imposed on the Federation by Clause 4 hereof such institution or institutions to be determined by the members of the Federation at or before the time of dissolution and if and so far as effect cannot be given to such provisions then to some other charitable purpose.

We, the several persons whose names and addresses are subscribed are desirous of being formed into a Company in pursuance of this Memorandum of Association.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

John Christopher Carroll (signed)
4 Russett Close J. C. Carroll
Amptill
Bedfordshire MK45. 2PH
Chartered Engineer
Controller – Engineering Industry Training Board.

Derek John Wake (signed)
7 Westbourne Road D. J. Wake
Southport
Merseyside PRB 2HZ
Principal - The Institute of Management Education.

Dated this 7th day of June 1984

Witness to the above signatures.

Susan Palmer
c/o 54 Clarendon Road
Watford, Herts

THE COMPANIES ACTS 1948 TO 1989
ARTICLES OF ASSOCIATION
OF
THE INTERNATIONAL FEDERATION
OF
TRAINING AND DEVELOPMENT ORGANISATIONS
LIMITED

Including Revisions enacted by
Special Resolutions of the Council
In General Meetings on
August 21st 1985, August 26th 1986,
July 10th 1991, November 6, 1996
and March 5, 2008

<u>CONTENTS</u>		<u>PAGE</u>
Article I	General	1
Article II	Offices	2
Article III	Membership	2
Article IV	Regional Organisations	3
Article V	Application for and appointment to membership	3
Article VI	Duties, Rights and Privileges of members	4
Article VII	Fees and Dues	5
Articles VIII	Discipline	5
Articles IX	The Council	6
Article X	General Meetings	7
Article XI	Proceedings of the Executive Board	8/9
Article XII	The Executive Board	9
Article XIII	Proceedings of the Executive Board	10
Article XIV	Elections and appointments	11/12
Article YN	Executive Director	12/13
Article XVI	Secretary	13
Article XVII	Annual Conference of members	13
Article XVIII	Accounts	14
Article XIX	Audit	14
Article XX	Notices	15
Article XXI	Indemnity	15
Article XXII	Alteration of Articles	15
Article XXIII	Bonding	15
Article XXIV	Limitation of liability	16
Article XYN	The Seal	16
Article XXVI	Dissolution	16

ARTICLE II OFFICES

The location of the registered office of the Federation shall initially be:

5 Baring Road
Beaconsfield
Buckinghamshire
England

The address of the registered office may be changed from time to time by action of the Executive Board provided that the registered address must be maintained in England.

ARTICLE III MEMBERSHIP

a) The number of members with which the Federation proposes to be registered is unlimited and membership of the Federation shall be open to all those who are:

- 1) Interested in advancing the objectives of the Federation as set out in the Memorandum of Association and
- 2) Willing to subscribe to these Articles, and
- 3) Otherwise qualified under the provisions set forth in these Articles.

b) The Federation shall provide for the following categories of membership:

1) Full Member

A Full Member shall be any organisation which sets as a prime objective the furtherance of the science and practice of the profession of training; which meets the requirements set out in Article III a) which wishes to play a full role in the regulation of the Federation and which pays dues at the rate prescribed for Full Members.

2) Associate Member

An Associate Member shall be any organisation which meets the requirements set out in Article III a) but which does not meet the requirements of Article III b) 1).

3) Honorary Member

An Honorary Member shall be an organisation or individual so honoured by the Federation by virtue of outstanding contribution to the promotion of training or support for the Federation.

4) Fellow Member:

A Fellow Member shall be an eminent person who has distinguished himself in human resource development and is so honoured by the Federation by virtue of his outstanding contribution to the promotion of training or support to the Federation.

5) Reciprocal Member

A Reciprocal Member shall be a federation of organizations whose mission is the advancement of human development as defined in Article III b) 1 and shall, upon exchange of reciprocal memberships, be accorded membership in three year increments,

subject to Board approved renewal. The reciprocal member shall not be a member of the Council or Executive Board nor pay dues, but otherwise shall enjoy the benefits accorded to other members.

ARTICLE I GENERAL

- a) In these Articles, the words in the first column below have the meanings set opposite them in the second column, if not inconsistent with the subject or context.

Words	Meaning
The Federation	The International Federation of Training and Development Organisation Limited.
These Articles	The Articles and regulations of the Federation from time to time in force.
Regulations	Written regulations of any kind of any kind including regulations for various classes of Members and also rules of professional conduct and regulations made by the Council in accordance with Article IX.
Training	Training, Development and Vocations Education
The Act	The Companies Acts 1948 to 1989.
The Offices	The Registered Office of the Federation
Dues	Membership fees, annual subscriptions and any other assessment of any nature and for any reason properly executed by the Executive Board and endorsed by the Council.
Executive Board	The Board of Directors for the purposes of the Act.
Month	Calendar month
Seal	The Common Seal of the Federation
In writing	Written, printed, typed, photographed or lithographed, or partly one and partly another and other modes of representing or reproducing words in a visible form. Words importing the singular shall include the plural and vice-versa. Words importing the masculine gender shall include the feminine gender or vice-versa.

- b) The Federation is established for the purpose stated in Memorandum of Association.
- c) All proceedings and official records and reports of the Federation shall be in English. The Executive Board may authorise or sponsor publication of records, reports, or any other materials in such other languages as it deems appropriate.
- d) Unless the context otherwise requires, words or expressions contained in these Articles shall bear the same meaning as in the Act or any statutory modification thereof in force at the date at which these Articles become binding upon the Federation.

ARTICLE IV REGIONAL ORGANISATIONS

Where a number of training organisations in a geographical area wish to form a Regional Organisation, the Federation will encourage their endeavours where appropriate and may for the purpose of representation accord a status equivalent to that of Full number to the Regional Organisation.

ARTICLE V APPLICATION FOR AND APPOINTMENT TO MEMBERSHIP

- a) An application for membership or for transfer from one category of membership to another shall be made in writing and in such form, and containing such information as the Council may from time to time by regulation prescribe.
- b) An application for membership, or for transfer from one category of membership to another shall be accompanied by the relevant fee and annual subscription for the time being payable as the Council shall from time to time prescribe.
- c) An application for membership, for re-admission to membership or for transfer from one category of membership to another shall be determined by the Council or by delegation and in accordance with such regulations as the Council in its absolute discretion shall think fit.
- d) Following a lapse of membership or expulsion under Article VIII re-application for membership may be made, providing that the reapplication is made not less than twelve months after the previous termination.

Article VI DUTIES, RIGHTS AND PRIVILEGES OF MEMBERS

- a) The membership and rights of every member shall be individual and shall not be, transferable.
- b) Every member shall be bound to further the objects, interests, and influence of the Federation and shall observe these Articles and such regulations as the Council shall issue from time to time.
- c) All members shall be entitled to receive the publication of the Federation, to be represented at functions arranged by the Federation, and to receive such support and assistance in their affairs as the Federation may be able to offer.
- d) All members of the Federation shall be able to use the Federation symbol, suitably endorsed with the membership category, on their letter headings and similar documents and in any material which is descriptive of their organisation. The use of the symbol will be in accordance with such regulations as the Council in its absolute discretion shall prescribe.
- e) A member of the Federation shall Cease to be a member if:
 - 1) A properly authorised notice of termination of membership is received by the Federation;
 - 2) The annual subscription is unpaid sixty days after the 'notice referred to in Article VII (e) has been given, unless, the Council considers there are extenuating circumstances;
 - 3) Membership is terminated under Article VIII;
 - 4) The member ceases to qualify under these Articles.

But any member who ceases to be a member shall remain liable for all subscriptions and contributions imposed or due up to the date when membership ceases.

- f) Every member organisation in Full Membership or Associate Membership shall provide annually to the Federation, in such manner and detail as shall be decided from time to time by Council, details of its own

membership numbers and categories.

g) No member whose dues are in arrears shall be entitled to enjoy the privileges and facilities of the Federation nor to:

- 1) vote at any meeting of the Federation
- 2) hold office in the Federation
- 3) be consulted about the appointment of new members
- 4) requisition an extraordinary meeting of the Council.

ARTICLE VII FEES AND DUES

a) The fees payable by those applying for membership or for transfer from one category of membership to another shall be such as may be from time to time determined by the Council.

b) The annual dues payable by members of the Federation shall be such as may be from time to time determined by the Council.

c) Dues shall be payable annually on the first day of January.

d) In the case of a newly joined organisation which shall have been in membership for less than one year at the first day of January following the date of joining, dues for the period up to the first day of January following the date of joining shall be calculated on a pro-rata basis.

e) If a member's dues are unpaid sixty days after they are payable, the member shall be given notice in writing and if the dues are still unpaid sixty days after such notice has been given, then the member concerned shall cease to be a member, without prejudice to the obligation to pay the dues.

f) The Council may waive, cancel, or reduce payment of fees, dues, assessments or other indebtedness of a member society or organisation for any period.

ARTICLE VIII DISCIPLINE

a) The Council may, at any meeting, by a two-thirds vote of those present and entitled to vote, reprimand, suspend or expel any member who has violated these Articles or whose conduct is deemed detrimental to the best interests of the Federation.

b) Before any such disciplinary action, the member shall be given notice in writing and shall be granted an opportunity to be heard by the Council.

c) The decision of the Council shall be communicated to the member in writing and published, if the Council so decide, in any publication of the Federation.

ARTICLE IX THE COUNCIL

a) The affairs of the Federation shall be supervised by the Council which will have such powers, duties and responsibilities as are laid down in these Articles and not otherwise directed to be carried out by the Executive Board. The Council may from time to time make, alter, or repeal, such rules, regulations, and codes of practice as they may decide for ensuring the carrying into effect of the objects of the Federation not involving any amendments or additions to these Articles as could only legally be made by special resolution and not being contrary to the Memorandum of Association. Copies of such rules shall be sent to all members of the Federation. Any such rules being duly made, altered, or repealed shall be binding upon all members of the Federation.

b) The Council of the Federation shall consist of the following persons whose services shall be purely honorary:

- 1) Officer Members being:
President
President-Elect
Immediate Past President
Chair
Chair-Elect
Honorary Treasurer
Honorary Secretary (See note below)

Note: The post of Honorary Secretary will be filled by election only in the event that no person is currently employed in the position of Secretary as defined in Article XVI.

- 2) One representative of each Full Member nominated under Article XIV(f).
- 3) Any other member of the Executive Board who is not otherwise a properly appointed representative of a Full Member.
- 4) Any properly appointed representative of a Regional organisation which has been given Full Member status in accordance with Article IV.
- 5) Honorary Members appointed in accordance with Article III b) 3)

ARTICLE X GENERAL MEETINGS

- a) The general meeting of the Council shall be held once in every calendar year as the Annual General Meeting of the Federation.

The general meeting shall be held at the same time and place as the annual conference of the Federation as provided for in Article XVII but in the event that no annual conference is held, the general meeting of the Council shall be held at such time and place as may be prescribed by the Executive Board.

- b) All general meetings of the Council other than the Annual General Meeting shall be called Special Meetings.
- c) Special meetings of the Council may be convened by the Executive Board or by one or more written calls specifying the purpose(s) for which the meeting is called, filed by the Secretariat and endorsed by the authorised principal officers or at least one-fifth of the Full Members of the Federation. Only business specified in the call may be transacted at such a Special Meeting of the Council.
- d) Notice of general meetings of the Council specifying the place, the day and the hour of the meeting and in the case of Special Meetings, the general nature of the business to be transacted shall be sent by mail to each member of the Federation at the address shown on the records of the Secretariat not less than thirty (30) and not more than fifty (50) days prior to the date of the meeting.

Proof of timely posting of such notice shall be adequate proof of notice and the accidental omission to give such notice or the non-receipt of such notice by any member entitled to receive it shall not invalidate the proceedings of any general meeting.

- e) Associate Members of the Federation and Full Members who are ineligible by reason of these Articles shall not be entitled to vote at General Meetings of the Council, though a representative of each member organisation is entitled to attend in the role of observer.

a) The ordinary business at the Annual General Meeting shall be:

- 1) Present the notice of the meeting.
- 2) Consideration of the accounts and balance sheets.
- 3) The reports of the Executive Board and the Auditors.
- 4) The fixing of the remuneration of the Auditors.
- 5) The election of the officers and the members of the Executive Board.

b) No business shall be transacted at a general meeting unless a quorum is present when the meeting proceeds to business. Except as provided elsewhere, a quorum shall be seven properly appointed representatives of Full Members of the Federation or properly appointed representatives of one-tenth of the total number of Full Members, whichever is the greater.

c) If within half an hour from the time appointed for holding a general meeting, a quorum is not present, the meeting, if convened on a call from members shall be dissolved. In any other case, it shall stand adjourned to such other time and place as the Chair shall appoint and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the Full Members present shall be a quorum.

d) The President, or in his absence, the Chair, shall preside at every general meeting. If neither is present within fifteen (15) minutes of the time appointed for the meeting, then the representatives of Full Members present shall appoint one of their numbers to preside.

e) At all general meetings, a resolution put to the vote of the meeting shall be decided by the votes of those personally present in the following categories:

- 1) The Officers
- 2) Other members of the Executive Board
- 3) Properly appointed representatives of full Members.
- 4) Properly appointed representatives of Regional organizations with full Member status.

Each individual in these categories shall have a single vote except insofar as he fills more than one post or represents more than one Full Member in which case he will poll one vote for each post filled and/or for each Full Member represented.

In the case of an equality of votes the Chair will poll a second or casting vote.

f) At every general meeting at which an officer of the Federation or a member of the Executive Board retires from office, his retirement shall take effect at the termination of the meeting.

g) The Council may, in its absolute discretion, from time to time allow representatives of members other than Full Members, with the previous permission of the Chair of the meeting, to address general meetings.

h) The procedure for the election of Officers and the members of the Executive Board shall be laid down by the Council from time to time.

j) All acts done in good faith by any meeting of the Council or of any committee of the Council, or by any person

acting as a member of the Council shall, even if it is discovered afterwards that there was some defect in the appointment of any such person; or that any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a member of the Council.

ARTICLE XII EXECUTIVE BOARD

a) There shall be an Executive Board consisting of the following persons whose services shall be purely honorary.

1) Officer Members being:

The President
President-Elect
Immediate Past President
Chair
Chair-Elect
Honorary Treasurer]
Honorary Secretary (See note below)

NOTE : The post of Honorary Secretary will be filled by election only in the event that no person is employed in the position of Secretary as defined in Article XVI.

2) Ten Members-at-large being elected for a period of two years from among the Council Members as in accordance with Article XIV g) .

3) Four Associate Member Representatives, each from a major geographical region, elected by a postal ballot from nominees of Associate Members.

b) The council may decide from time to time to establish criteria for the nomination for election of Members-at-large which will take proper account of the need for representation within geographic regions or areas.

c) The council may decide from time to time to appoint other persons to the Executive Board ex-officio. These persons shall be empowered to take part in the proceedings of the Executive Board but shall not be empowered to vote nor to be members of Council unless entitled other than by their ex-officio membership of the Executive Board.

ARTICLE XIII PROCEEDINGS OF THE EXECUTIVE BOARD

a) No business shall be transacted at any meeting of the Executive Board unless a quorum is present when the meeting proceeds to business. Except where otherwise provided in these Articles a quorum shall be five members of which not less than two shall be Officers.

b) The Executive Board shall meet together for the conduct of business, adjourn and otherwise regulate their business as they shall decide. Questions arising at any meeting shall be decided by a majority of votes. In the case of an equality of votes the Chair will have a second or casting vote.

c) The Chair shall take the chair at all meetings of the Executive Board. If the Chair is not present within fifteen (15) minutes after the time set for the meeting, the members present shall choose one of their numbers to be Chair of the meeting.

d) The members of the Executive Board may act notwithstanding any vacancy in their body but if their numbers are at any time reduced to less than five, it shall be lawful for them to act only for the purpose of filling vacancies in the Board or of convening a General Meeting of the Council but not for any other purpose.

- e) The Executive Board shall cause proper minutes to be made of the proceedings of all meetings of the Federation, of the Council, and Executive Board and of any committees thereof. All business transacted by such meetings and any such minute of any meeting if purporting to be signed by the Chair of such meeting or the next succeeding such meeting, shall be conclusive proof without any further evidence of the facts therein stated.
- f) The business of the Federation shall be managed by the Executive Board who may exercise all such power of the Federation and do on behalf of the Federation such acts as may be exercised and done by the Federation and are not by the Act or by these Articles required to be exercised or done by the Council in General Meeting.
- g) The Executive Board may at any time set up or dissolve standing advisory or ad hoc committees and delegate to such committees such power and duties as they think fit. All acts and proceedings of such committees must be reported to the Executive Board as soon as possible.
- h) Executive Board can take a decision or pass a resolution by circulation if it is signed by a majority of the voting members of the Executive Board.

ARTICLE XIV ELECTIONS AND APPOINTMENTS

- a) The President shall be appointed annually by the Council at the Annual General Meeting normally from the position of President Elect. In the event of a President-Elect not being available the Executive Board will make a nomination for Council's approval. The President shall retire at the termination of the General Meeting at which the new President is appointed, saving only that where the General Meeting takes place during the course of the International Conference, a suitable time will be set by the outgoing office holder for a ceremonial hand-over of office in the context of the conference.
- b) The President-Elect will be appointed by the Council on the basis of nomination by the Executive Board. The procedure for nominating the President-Elect by the Executive Board shall be as decided from time to time by the Council.
- c) The Chair shall be elected biennially, normally from among the members of the Executive Board prior to elections for the succeeding year. The Chair shall retire at the end of his two year term and shall not be eligible to hold that office until two years after the expiration of his previous term excepting only that an Chair who is elected for a limited period of office in order to fill a casual vacancy may be re-elected at the end of that limited term..
- d) The Chair-Elect will be elected bi-annually on the nomination of the Executive Board for 1 year term starting one year before the term of the Chair. Normally, Chair will be appointed from the position of the Chair-Elect. In the event of Chair-Elect not being available, the Executive Board will make a nomination to the Council and the Council will elect the Chair, normally from among the members of the Executive Board.
- e) The Honorary Treasurer shall be elected biennially, normally in the year alternate to that in which Executive Chairman (*replace by* Chair) is elected. No Honorary Treasurer who has served in that position for four full consecutive years shall be eligible to hold that office until two years after the expiration of his previous term.
- f) The Honorary Secretary shall be elected (where such an election is required in accordance with Articles IX and XII) biennially, normally in the year alternate to that in which the Chair is elected. No Honorary Secretary who has served in that position for four full consecutive years shall be eligible to hold that office until two years after the expiration of the previous term.
- g) Not less than twenty-one (21) days before each Annual General Meeting, each Full Member shall nominate its representative on the Council. The person so nominated in writing by the Full Member shall, from the date of receipt of the nomination by the Federation be deemed to be a member of the

Council and shall so remain until the cessation of his membership under Article XIV(j).

h) The period of office of Members-at-large of the Executive Board, shall normally be two years. At least the five longest serving, shall retire at the end of each year. Only currently serving representatives on Council of full Member of the Federation or of Regional organizations accorded Full Member status in accordance with Article IV shall be eligible for election as a Member-at-large of the Executive Board. Once they cease to be currently serving representatives of Full Members, they will also cease to be Members-at-large.

i) The period of office of an Associate Member Representative on the Executive Board shall normally be two years and shall commence on the first day of the calendar year.

A postal or electronic (through email) ballot will be conducted by the Secretariat in the last quarter of any year in which a new appointment becomes due. The ballot will be conducted on a basis to be decided by the Council from time to time.

j) A member of the Council shall cease to hold office:

1) If by notice in writing he resigns;

2) If the Full Member or Regional Organisation which he represents ceases to be a member of the Federation or alternatively ceases to meet the Criteria for Full Membership;

3) If the Full Member or Regional Organisation which he represents notifies in writing a replacement nomination to Council.

4) If he is removed from office by a resolution of the Council in General Meeting.

k) Any casual vacancy among the Officers of the Federation or among the Executive Board may be filled by the Executive Board from among those eligible provided that any person so appointed shall retire at the end of the calendar year following the next Annual General Meeting and shall not be ineligible for re-election by reason of having filled a casual vacancy.

l) The period of office of the Chair, the Chair-Elect, the Honorary Treasurer, the Honorary Secretary (where one is elected in accordance with Articles IX and XII) and all members-at-large shall commence on the first day of the calendar year immediately following the Annual General Meeting at which they were elected and shall run for the appropriate period from that date. The Executive Board members-elect described in this paragraph shall, notwithstanding the definition of their period of office, be entitled to attend all meetings of the Executive Board in the period between their election and the first day of their period of office, but shall not be entitled to vote at such meetings.

m) An Officer or a member of the Executive Board shall cease to hold office if he fails to attend two consecutive meetings of the Executive Board without due apology which is accepted by the Executive Board.

ARTICLE XV EXECUTIVE DIRECTOR

The Executive Board shall have power from time to time by resolution to appoint or remove one or more persons to the position of Executive Director of the Federation under the following criteria:

a) The appointment, length of term, payment (if any) and scope of duties of any Executive Director shall be set by the Executive Board.

b) The appointment of a person to be an Executive Director may be in place of or in addition to his employment by the Federation in any other capacity.

- a) The position as an Executive Director shall be vacated if he becomes of unsound mind or bankrupt or becomes debarred from taking part in the management of the Federation by reason of any order made under the Act or if he resigns from office or is removed by resolution of the Executive Board.
- b) An Executive Director shall not be a director of the Federation within the meaning of the Act or these Articles.
- c) An Executive Director shall attend meetings of the Council, the Executive Board, and any committees thereof when called upon to do so and shall at all times be ready to give the Council and the Executive Board the benefit of his knowledge, experience, and advice.

ARTICLE XVI SECRETARY

The Executive Board shall have the power from time to time by resolution to appoint or remove a person to the position of Secretary. The Secretary shall be the Chief Executive Officer of the Federation. He shall carry out the functions of the Secretary of the Federation under the Act and such other duties as the Executive Board may direct. His appointment shall be for such term at such remuneration (if any) as the Executive Board shall decide. The Executive Board may appoint an assistant or deputy secretary from time to time any person so appointed may act in place of the Secretary if there is no Secretary or the Secretary is incapable of acting. The appointment of a person as Secretary may be in place of or in addition to his employment by the Federation in any other capacity. The person appointed as Secretary can be designated by the Executive Board as Secretary General. In the absence of an elected or appointed Secretary, the Executive Director may discharge the functions of the Secretary.

ARTICLE XVII ANNUAL CONFERENCE OF MEMBERS

A conference of the Federation shall normally be held annually under the direction of the Executive Board. The conference shall constitute the annual conference of the Federation shall be entitled “ ...th FTDO World Conference & Exhibition, or any other title that the Executive Board may decide. The conference shall be held at a place selected by the Executive Board, as far in advance as is reasonable practicable, am in accordance with IFTDO Conference criteria and guidelines. The venues for conferences should be selected at least two years in advance. Initial notice of the time and place of each conference shall be first mailed by the Secretariat to every member of the Federation, at least six (6) months but not more than twelve (12) months before the beginning date of the conference. The arrangements and promotion of the conference will be the primary responsibility of the Executive Board or its authorised agent(s).

ARTICLE XVIII ACCOUNTS

- a) The Executive Board shall cause proper and sufficient books of account to be kept in accordance with Section 12 of the Companies Act 1976 and Section 1 of the Companies Act 1981, in such a manner as to give a true and fair view of the state of the Federation's affairs and to explain its transactions in respect to:
 - 1. The assets and liabilities of the Federation.
 - 2. Income and expenditure and the matters giving rise to such income and expenditure.
 - 3. All sales and purchases of goods by the Federation.
- b) The books of account shall be kept at the Registered Office of the Federation or, subject to Section 12 of the Companies Act 1976, at such other place(s) as the Executive Board shall decide and shall always be open to the inspection of the members of the Council.
- c) The books of account shall be open to inspection of members at all reasonable business hours subject to such regulations as may be made from time to time in the absolute discretion of the Council.

- d) Once at least in every year, the Executive Board shall lay before the Council in General Meeting, income and expenditure accounts for the period since the last preceding account together with balance sheets made up as at the same date. Every such balance sheet shall be accompanied by a report of the Executive Board and a report of the Auditors and a copy of such accounts, balance sheets and reports shall be sent to all members entitled to receive notices of General Meeting at the same time as the notice of the General Meeting.
- e) The financial year of the Federation shall be from January 1st to December 31st.

ARTICLE XIX AUDIT

- a) At least once in every year the accounts of the Federation shall be examined and the correctness of the income and expenditure accounts and balance sheets ascertained by one or more auditors whose duties shall be regulated in accordance with the Act.
- b) The auditors shall be appointed and their remuneration (if any) fixed by the Council in accordance with the requirements of the Act.

ARTICLE XX NOTICES

- a) Each member in every category shall from time to time notify the Secretary of an address to be registered as the place of address of that member and the place so registered shall for the purpose of the Act and these Articles be deemed to be the registered address of that member.
- b) A notice may be served by the Federation upon any member of any category either personally or by mail in a pre-paid letter, or email, addressed to the registered address of that member.

Any notice, if sent by mail, or email, shall be deemed to have been served at the time when the letter containing it is put into the post and in proving service it shall be sufficient to prove that the letter containing the notice was properly addressed and posted as a pre-paid letter. or email has been sent.

ARTICLE XXI INDEMNITY

Every director, officer, or employee of the Federation shall be indemnified by the Federation against all expenses and liabilities, including counsel fees, reasonably incurred or imposed upon him in connection with any proceeding to which he may be made a party, or in which he may become involved, by reason of his being or having been a director, officer, or employee of the Federation, or at the time such expenses are incurred, except in such cases wherein the director, officer, or employee is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties. Provided, however, that in the event of a settlement the indemnification herein shall apply only when the Executive Board approves such settlement and reimbursement as being for the best interests of the Federation. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such director, officer, or employee may be entitled.

ARTICLE XXII ALTERNATION OF ARTICLES

- a) The Articles of the Federation may be altered, amended, repealed or added to by a special resolution of the Council in General Meeting providing that three-fourths (3/4) of those personally present and entitled to vote are in favour.
- b) All such modifications to the Articles must be in accordance with the provisions of the Act.
- c) No alteration shall be made to these Articles which would have the effect of causing the Federation to cease to be a charity in law.

In the matter of

THE INTERNATIONAL FEDERATION OF TRAINING AND DEVELOPMENT ORGANISATIONS
LIMITED

We, the undersigned Subscribers to the Memorandum and Articles of Association of the above company,
pursuant to Article XII do hereby appoint the following to be the Chairman and first Executive Board
respectively of the Federation:

STATUS

EDWARD SCANNELL	CHAIRMAN
GEOFFREY RICHARDS	PRESIDENT
GEORG UGGELBERG	PRESIDENT – ELECT
DEREK WAKE	TREASURER
JOHN VAN SPRANG	DIRECTOR
BEVERLY DAVIDS	DIRECTOR
ARNE COX	DIRECTOR
SHIGERU EDA	DIRECTOR
JAN DE JONG	DIRECTOR