

Company number: 08828458

TUESDAY



\*R653YWPF\*  
RM 25/04/2017 #75  
COMPANIES HOUSE



International Network of People *who* Use Drugs

## **ARTICLES OF ASSOCIATION**

**A PRIVATE COMPANY LIMITED BY GUARANTEE  
THE COMPANIES ACT 2006**

## **CONTENTS**

<b>PART 1 – PRELIMINARY</b> .....	<b>4</b>
<b>1. Interpretation</b> .....	<b>4</b>
<b>2. Philosophy of the Organisation</b> .....	<b>5</b>
<b>3. Objectives of the Organisation</b> .....	<b>6</b>
<b>4. Powers</b> .....	<b>6</b>
<b>PART 2 – MEMBERSHIP</b> .....	<b>8</b>
<b>5. Membership Qualifications</b> .....	<b>8</b>
<b>6. Application for Membership</b> .....	<b>8</b>
<b>7. Cessation of Membership</b> .....	<b>9</b>
<b>8. Membership Entitlements Not Transferable</b> .....	<b>10</b>
<b>9. Resignation of Membership</b> .....	<b>10</b>
<b>10. Register of Members</b> .....	<b>10</b>
<b>11. Members’ Liabilities</b> .....	<b>10</b>
<b>12. Relations with Members</b> .....	<b>10</b>
<b>PART 3 – BOARD OF DIRECTORS</b> .....	<b>11</b>
<b>13. Powers of the Board of Directors</b> .....	<b>11</b>
<b>14. Constitution and Membership</b> .....	<b>11</b>
<b>15. Election of INPUD Board</b> .....	<b>12</b>
<b>16. Alternate Board Members</b> .....	<b>13</b>
<b>17. Advisers to the Board</b> .....	<b>14</b>
<b>18. Disqualification and removal of Board Members</b> .....	<b>14</b>
<b>19. Meetings and Quorum</b> .....	<b>14</b>
<b>20. Delegation by Board to Working Groups</b> .....	<b>15</b>
<b>21. Voting and Decisions</b> .....	<b>16</b>
<b>22. The Executive</b> .....	<b>17</b>
<b>23. Emergency Resolutions of the Board</b> .....	<b>17</b>
<b>PART 4 –GENERAL MEETINGS</b> .....	<b>18</b>
<b>24. General meetings – Calling of</b> .....	<b>18</b>
<b>25. Notice</b> .....	<b>18</b>
<b>26. Procedure</b> .....	<b>19</b>
<b>27. Presiding Member</b> .....	<b>19</b>
<b>28. Adjournment</b> .....	<b>20</b>

<b>29.</b>	<b>Making of Decisions</b> .....	<b>20</b>
<b>30.</b>	<b>Special Resolution</b> .....	<b>20</b>
<b>31.</b>	<b>Voting</b> .....	<b>20</b>
<b>32.</b>	<b>Appointment of Proxy</b> .....	<b>20</b>
<b>PART 5 – MISCELLANEOUS</b> .....		<b>21</b>
<b>33.</b>	<b>Conflict of Interest</b> .....	<b>21</b>
<b>34.</b>	<b>Organisational Document</b> .....	<b>23</b>
<b>35.</b>	<b>Custody of Books</b> .....	<b>23</b>
<b>36.</b>	<b>Inspection of Books</b> .....	<b>23</b>
<b>37.</b>	<b>Service of Notices</b> .....	<b>23</b>
<b>38.</b>	<b>Irregularities</b> .....	<b>24</b>
<b>39.</b>	<b>Winding Up</b> .....	<b>24</b>

## **PART 1 – PRELIMINARY**

### **1. Interpretation**

(1) In these Articles:

**Advisors** means advisors to the Board, appointed in accordance with Article [20].

**Articles** means the foundational rules as set out in this document.

**Board** means the INPUD Board as provided for in Part 3 *Board of Directors*.

**Board Members** mean the individuals duly appointed to be a director of the Organisation.

**Companies Acts** means the Companies Acts (as defined by Section 2 of the Companies Acts 2006), in so far as they apply to the Organisation.

**Executive** means the Chair, Vice-Chair and the Treasurer of the Board.

**Harm Reduction** means a range of comprehensive and non-judgmental approaches aimed at reducing the potential harms associated with drug use.

**Member** means an organisation entered into the Register of Members in accordance with Article 6(4) as provided for in Part 2 *Membership*.

**Office Bearers** means the Board Members holding the position of Chair, Vice Chair and Treasurer.

**Organisational Document** means the rules of the Charity as adopted by the Board in accordance with Article 40.

**Regional Networks** means each of the regional networks listed at Article 17(1)(a) to Article 17(1)(h).

**Secretary** means the company secretary of the Organisation.

**The Organisation** means INPUD.

(2) In these Articles:

- (a) a reference to a function includes a reference to a power, authority and duty; and
- (b) a reference to the exercise of a function includes, if the function is a duty, a reference to the performance of the duty.

## **2. Philosophy of the Organisation**

1. INPUD is the international organisation representing issues of international significance for people who use drugs.
2. INPUD's organisational philosophy is based on the principles of self-determination, equity and social justice. In this context, INPUD is pro drug user rights, pro self-determination and pro harm reduction and safer drug use.
3. INPUD takes a non-judgmental, value-neutral approach to drug use. The Organisation believes that people who use drugs have the right to be treated with dignity and respect and be able to live their lives free from discrimination, stigma and health and human rights violations.
4. INPUD is committed to achieving fundamental drug policy reform and to the re-orientation of health and criminal justice systems in relation to issues affecting people who use drugs.
5. INPUD's core values and principles are elaborated on in the Vancouver Declaration (2006), 'Nothing about us without us: a manifesto by people who use illegal drugs'. A further foundational document is the 'Consensus Statement on Drug Use under Prohibition: Human Rights, Health & the Law' (2015). All Members of INPUD are required to endorse and support the values and principles within these two documents.
6. INPUD is a global constituency based, peer led network. The Organisation's objectives will be achieved through processes of empowerment and advocacy at the international level, while supporting empowerment and advocacy at community, national and regional levels.

### **3. Objectives of the Organisation**

The objectives for which the Organisation is established are:

1. To advocate for intermediate reforms to drug laws in order to end the criminalisation and combat the stigmatisation of people who use drugs while striving in the longer term for an end to prohibition.
2. To promote effective prevention, treatment, care and support for people who use drugs who are living with and affected by HIV, Hepatitis, TB and other relevant health issues.
3. To promote and advocate for Harm Reduction as a means of supporting safer drug use and reducing drug related harm among people who use drugs.
4. To support and seed the development of self-determining networks of people who use drugs that advocate for their own health, citizenship and human rights.
5. To advocate and lobby at the international level for the human rights of people who use drugs.
6. To build alliances with like-minded organisations and broader civil society to further the aims of INPUD.
7. To maintain an organisation that is effective, transparent and accountable to its membership.

### **4. Powers**

So far as authorised or permitted by the relevant law, and in order to carry out the objectives of the Organisation, the Organisation shall have the following powers:

- (a) to purchase, take on lease or in exchange, and to hire or otherwise acquire any real property or personal property providing such activities are in accordance with conditions as set out in funding agreements or other legally binding agreements or contracts;
- (b) to buy, sell and supply, and deal in, goods of all kinds solely for furthering the objectives of the Organisation and providing such activities are in accordance with conditions as set out in funding agreements or other legally binding agreements or contracts;
- (c) to construct, maintain and alter buildings or works providing such activities are in accordance with conditions as set out in funding agreements or other legally binding agreements or contracts;

- (d) to accept any gift, whether subject to special trust or not providing the acceptance of such a gift is in accordance with conditions as set out in funding agreements and strictly adheres to our commitment to equity;**
- (e) to take such steps from time to time as the Board or the Members at a general meeting may deem expedient for the purpose of procuring contributions to the funds of the Organisation, whether by way of donations, grants, subscriptions or otherwise;**
- (f) to print and publish such educational resources, publications, periodicals, books, reports or other documents as the Board or the Members at a general meeting may think desirable;**
- (g) to seek to influence public opinion and make representations to, lobby and otherwise seek to influence governmental and other bodies and institutions regarding the reform, repeal, development and implementation of appropriate policies, legislation and regulations;**
- (h) to borrow or raise money in such a manner and on such terms as the Board may think fit or may be approved by resolution passed at a general meeting and to secure the repayment of money so raised or the payment of a debt or liability of the Organisation providing such activities are in accordance with conditions as set out in funding agreements or other legally binding agreements or contracts;**
- (i) to invest any monies of the Organisation in such a manner as the Board may from time to time determine providing such activities are in accordance with conditions as set out in funding agreements or other legally binding agreements or contracts;**
- (j) to make gifts, subscriptions or donations to any of the funds, authorities or institutions authorised under relevant legislation at any given time and providing such activities are in accordance with conditions as set out in funding agreements or other legally binding agreements or contracts;**
- (k) to employ such persons as the Board or (in the absence of the Board, the Members at general meetings) may deem desirable or expedient, providing the employment of such persons are in accordance with conditions as set out in funding agreements or other legally binding agreements or contracts;**
- (l) to enter into arrangements with any governments or authorities, at the international, national, provincial/ state or local level that may seem to the Board or (in the absence of the Board, the Members at general meetings) to be conducive to the objectives of the Organisation;**

- (m) to establish support, or aid in the establishment and support, of organisations, institutions, funds, trusts, schemes and conveniences *calculated to benefit employees of the Organisation and their dependents*, and to make payment towards insurance in relation to any of those purposes;
- (n) to establish and support, or aid in the establishment and support, of any other association formed in support of the objectives of the Organisation;
- (o) do all such other lawful things as are incidental or conducive to the attainment of the objectives of the Organisation.

## **PART 2 – MEMBERSHIP**

### **5. Membership Qualifications**

- (1) The only Members of INPUD are organisations.
- (2) A Member is an organisation admitted by the Board as a Member.
- (3) Members must meet the membership criteria as set out in the Organisational Document.
- (4) An organisation admitted to membership which is unincorporated shall be a member through the person of its nominated representative from time to time. Every such organisation must notify the Organisation in writing of the name of its nominated representative and may replace such nominated representative at any time by giving notice to the Organisation. The membership rights may be exercised by the nominated representative or by the organisation which he or she represents.

An organisation admitted to membership which is an incorporated body may by resolution of its directors or other governing body authorise a person or persons to act as its authorised representative or representatives at any meeting of the organisation. Evidence of the appointment of the representative must be provided in such form as the Board may reasonably require.

### **6. Application for Membership**

- (1) An application for membership of the Organisation must be made in a *manner approved by the Board*.
- (2) As soon as practicable after receiving an application for membership, the application must be referred to the Board, which is to determine in its absolute discretion whether to approve or to reject the application.



- (3) As soon as practicable after the Board makes that determination, the Organisation must:
- (a) notify the applicant that the Board approved or did not approve the application (whichever is applicable), and;
  - (b) if the Board rejected the application, the applicant must be informed in writing of the reasons for not approving the application.
- (4) Upon acceptance the Organisation must enter the name of applicant organisation in the Register of Members and, on the name being so entered, the applicant organisation becomes a Member of the Organisation and will be provided with a letter welcoming them and outlining the obligations and benefits of membership including access to the INPUD Board of Directors.
- (5) An applicant, who has had their application rejected in the first instance by the Board, can appeal that decision in a manner approved by the Board as set out in relevant Organisational Document.

## **7. Cessation of Membership**

A Member will cease to be a Member of the Organisation and their name shall thereupon be removed from the Register of Members if the Member:

- (a) resigns in accordance with Article 9;
- (b) is removed from the membership by a meeting of the Board at which the Member shall be given the opportunity to state why they should not be removed;
- (c) if the Member is a Member on behalf of an unincorporated organisation under Article 5(4) and the unincorporated organisation ceases to exist; or
- (d) if the Member, being an incorporated organisation, goes into liquidation other than for the purpose of a solvent reconstruction or amalgamation, has an administrator or receiver or an administrative receiver appointed over all or any part of its assets, or has an order made or a resolution passed for its winding up, or has any analogous proceedings under the legislation of its jurisdiction.

## **8. Membership Entitlements Not Transferable**

Subject to Article 5(4), a right, privilege or obligation which a Member has through membership of the Organisation:

- (a) may not be transferred or transmitted to another organisation; and
- (b) terminates on cessation of membership.

## **9. Resignation of Membership**

(1) A Member of the Organisation may resign that membership by giving to the Organisation written notice of 28 days of the Member's intention to resign and, on the expiration of the period of notice; the member ceases to be a Member.

(2) If a Member of the Organisation ceases to be a Member under *Part 2* and in every other case where a Member ceases to hold membership, the Organisation must make an appropriate entry in the Register of Members recording the date on which the Member ceased to be a Member.

## **10. Register of Members**

(1) The Organisation must establish and maintain a Register of Members specifying the name and nominated email addresses of each Member together with the date on which they became a Member of the Organisation and which shall include, where relevant, details of the nominated representative who is a member of the Organisation on behalf of an unincorporated organisation under Article Error! Reference source not found.(4).

(2) The Register of Members must be kept at the principal place of administration of the Organisation and will be open for inspection, free of charge, by any member of the Organisation.

## **11. Members' Liabilities**

Members of the Organisation agree to contribute one (1) British pound towards the payment of the debts and liabilities of the Organisation or the costs, charges and expenses of the winding up of the Organisation.

## **12. Relations with Members**

The following matters will be dealt with in accordance with the relevant Organisational Document:

(1) resolution of internal disputes between Members and the Organisation;  
and

- (2) complaints regarding the conduct of Members and any disciplining of Members.

## **PART 3 – BOARD OF DIRECTORS**

### **13. Powers of the Board of Directors**

(1) The Board:

- (a) shall control and manage the affairs of the Organisation;
- (b) may exercise all such functions as may be exercised by the Organisation, other than those functions that are required by these Articles to be exercised by the Members of the Organisation; and
- (c) has the power to perform all such acts and do such things as appear to the Board to be necessary or desirable for the proper management of the affairs of the Organisation.

(2) The Board Members will always:

- (a) act honestly and in good faith in the best interest of the Organisation; and
- (b) exercise care, diligence and skill of a reasonable and prudent person in exercising power and performing functions as a Board Member; and
- (c) act in accordance with the Companies Acts.

### **14. Constitution and Membership**

1. The Board will comprise of one representative elected by each of the following Regional Networks and the International Network of Women who Use Drugs (INWUD):

- (a) Asian Network of People who Use Drugs (ANPUD);
- (b) Eurasian Network of People who Use Drugs (ENPUD);
- (c) European Network of People who Use Drugs (EuroNPUD);
- (d) Latin American & Caribbean Network of People (LANPUD);
- (e) Middle Eastern & North African Network of People of use Drugs (MENANPUD);
- (f) Sub-Saharan Africa;
- (g) Australia & Oceania;
- (h) North America;
- (i) International Network of Women who Use Drugs (INWUD).

2. *Employees and consultants of the Organisation are not eligible to stand for or be elected to the Board.*
3. *The Board may appoint one of their number to the position of each Office Bearer for such terms of office as the Board see fit.*
4. *Each Board Member will, subject to these Articles, hold office until the next election held by the relevant Regional Network on INWUD. Subject to Article 18(3), a Board Member may stand for re-election.*
5. *In the event of a vacancy occurring on the Board, the Board may appoint a replacement representative from the relevant Regional Network or INWUD to the Board to serve until the next election of Board Members.*

## **15. Election of INPUD Board**

- (1) *Any person who is willing to act as a Board Member, and who would not be disqualified from acting by virtue of any provision of the Companies Act, or is prohibited from being a director by law, may be elected as a representative of the recognised Regional Networks and INWUD, such election to be held by a process to be determined by the relevant Regional Network or INWUD. Such elections shall be held every two years.*
- (2) *INPUD would only be directly involved in the process of election of INPUD Regional Representative to the Board if:*
  - (a) *a Regional Network or INWUD was to directly request the assistance of the INPUD secretariat to facilitate a process to elect the representative for that Regional Network/INWUD; or*
  - (b) *INPUD has received credible evidence that the process for nominating/electing a representative to the Board has been compromised and would, if left unaddressed, lead to the Organisation potentially being brought into disrepute with existing Members, individual people who use drugs and/or other key stakeholders. Under such circumstances the Board would liaise with existing Members to develop a consensus based process to ensure the transparent election of a suitable Board representative in that Regional Network/INWUD.*
- (3) *Board Members may serve no more than four consecutive terms.*

- (4) The Board shall determine a mechanism of staggered elections and shall communicate this to the Regional Networks and INWUD to ensure that the terms of office of each Board Member do not expire at the same time.
- (5) The Organisation aims to have at least 33% female Board Members at any one time. If this target is not reached, each Regional Network shall be obliged to take steps, including, if appropriate, running all female shortlists, to ensure that the target is met following the next elections to the Board.

## **16. Alternate Board Members**

- (1) Each Regional Network/INWUD shall appoint an alternate Board Member willing to act to:
  - (a) exercise that Board Member's powers; and
  - (b) carry out that Board Member's responsibilities, in relation to the taking of decisions by the Board Members in the absence of the alternate's appointer.
- (2) If the alternate's appointer is male, the alternate Board Member must be of a different gender identity.
- (3) Except as the Articles specify, alternate Board Members:
  - (a) are deemed for all purposes to be Board Members;
  - (b) are liable for their own acts and omissions;
  - (c) are subject to the same restrictions as their appointers; and
  - (d) are not deemed to be agents of or for their appointers.
- (4) An alternate Board Member's appointment as an alternate for an appointer terminates:
  - (a) on the occurrence in relation to the alternate Board Member of any event which, if it occurred in relation to that appointer, would result in the termination of that appointer's appointment as a Board Member;
  - (b) when that appointer's appointment as a Board Member terminates; or
  - (c) when notice in writing is received by the Organisation from the alternate Board Member that he or she is resigning as an alternate Board Member of that appointer, and such resignation has taken effect in accordance with its terms.
- (5) For the avoidance of doubt, on the termination of an appointer's appointment as a Board Member, the alternate shall not automatically become a Board Member.

## **17. Advisers to the Board**

- (1) The Board may recruit Advisers with specialist skills, such as legal expertise, accountancy and fundraising, for such terms as they think fit in order to further the objectives of the association.
- (2) Advisers may be invited by the Board to attend Board meetings. For the avoidance of doubt, Advisers shall not be Board Members and shall not be able to vote, or count in the quorum, of Board meetings.

## **18. Disqualification and removal of Board Members**

- (1) A Board Member shall cease to hold office if that Board Member:
  - (a) dies;
  - (b) resigns office by notice in writing to the Organisation and any relevant Regional Network or INWUD (but only if at least five Board Members will remain in office when such resignation has taken effect);
  - (c) is absent without the consent of the Board from three (3) consecutive scheduled meetings of the Board and the Board decide that he or she be removed this reason;
  - (d) at a meeting of the Board Members at which all of the Board Members are present, a unanimous decision of the other Board Members is passed that he or she shall be removed from office due to that Board Member either: (i) persistently refusing or neglecting to comply with a provision or provisions of these Articles; or (ii) persistently and wilfully acting in a manner prejudicial to the interests of the Organisation. Such a resolution shall not be passed unless the relevant Board Member has been given at least 14 days' notice that the resolution is to be proposed, specifying the circumstances alleged to justify his or her removal from office, and has been afforded a reasonable opportunity of either (at his or her option) being heard by or of making written representations to the Board Members.

## **19. Meetings and Quorum**

- (1) The Board must meet at least 4 times in each period of 12 months at such place and time as the Board may determine. Additional meetings of the Board may be convened by the Chair or by request from at least three other Board Members.
- (2) The international nature of the Organisation will mean that meetings of the Board may consist of deliberations by teleconference, email,

videoconferencing and video calls, and other communications technology as appropriate.

- (3) Oral or written notice of the meeting of the Board must be given to each Board Member at least 7 days before the time appointed for the holding of the meeting.
- (4) Notice of a meeting given under clause (3) must also contain an agenda outlining the business to be transacted at the meeting.
- (5) The quorum for a Board meeting is a simple majority of the Board. Subject to Article 21(6), quorum has to be reached for the transaction of the business of a meeting of the Board.
- (6) If, within half an hour of the time appointed for the Board meeting, a quorum is not present, the Board meeting can still proceed providing at least four (4) Board Members are present, but all decisions must be ratified via email by as many additional Board Members as, together with the Board Members present, would form a quorum, within 7 days of the meeting. Such recommended decisions do not become binding decisions until the above ratification is received.
- (7) If there are less than four (4) Board Members present the meeting is to stand adjourned to an agreed upon time and place.
- (8) At a meeting of the Board:
  - (a) the Chair, or in the Chair's absence the Vice-Chair, is to preside; or
  - (b) if the Chair and Vice-Chair are absent, one of the remaining Board Members may be chosen to chair the meeting by the Board Members present at the meeting.
- (9) Board Members are not entitled to nominate a proxy for any meeting of the Board.

## **20. Delegation by Board to Working Groups**

- (1) The Board may delegate to one or more Working Groups the exercise of such functions of the Board as are specified in writing to the Working Group, other than:
  - (a) this power of delegation; and

- (b) a function which is a duty imposed on the Board by law.
- (2) A Working Group may exercise its function, meet and adjourn, as it thinks proper in accordance with the terms of its delegation from the Board.
- (3) The Board may, either verbally or in writing, revoke wholly or in part the *delegated function of the Working Group at any time.*
- (4) Working Groups may be time limited or ongoing.
- (5) Working Groups will always include a Board Member. The membership of the Working Groups will be set by the Board as appropriate for each group.
- (6) The Board will agree Terms of Reference for the Working Groups and will establish a reporting structure for each Working Group as appropriate *depending on their role and purpose.*

## **21. Voting and Decisions**

- (1) The preferred method of decision making for Board meetings and Working Group meetings will be consensus.
- (2) The process in Board and Working Group meetings is to allow continued discussion and knowledge sharing to support the development of consensus. Where a decision continues to provoke dissent then providing additional time for discussion may be useful. However, where a decision is needed, then a vote can be called for by any Board or Working Group Member.
- (3) At the end of a discussion, the chair will seek to capture the consensus for the record. All members present at the meeting are assumed to be in assent unless someone calls for a vote.
- (4) If a majority vote method of decision making is used at a meeting, every member of the Board or Working Group with voting rights is entitled to one vote. In the event of an equality of votes on any question, then the motion will be taken to be defeated.
- (5) Defeated motions can be represented for consideration at a later Board or Working Group meeting following further discussion and consideration of the issue(s).



- (6) Subject to quorum being present, the Board may act despite any vacancies on the Board.

## **22. The Executive**

- (1) The Chair, Vice-Chair and the Treasurer will form an Executive of the Board. This group will have a particular remit to oversee the performance of the Executive Director, and support the Executive Director in his/her functions
- (2) The Executive and the Executive Director may teleconference or *communicate virtually between Board meetings to address issues relating to the performance or management of staff /associate consultants.*

## **23. Emergency Resolutions of the Board**

- (1) Where in the opinion of the Chair or two other Board Members, an emergency resolution of the Board is required on any matter and it is deemed impractical to convene a meeting of the Board due to time or other constraints, the resolution of the Board may be sought by email, e-voting, telephone, or other communications method in accordance with the following:
- (a) Preference is given to forwarding the proposal to each Board Member in writing via email (including 'send' and 'read' receipts) and only where email is not available via fax or post depending on the available timeframe.
  - (b) Votes on the proposal should be returned to the Chair or in accordance with any e-voting system.
  - (c) Board Members must be given a clear response timeframe (as a rule, 5 business days for email, e-voting and fax and 10 business days for international post) and if their response has not been received by that deadline, they shall be deemed to have abstained from voting.
  - (d) If an emergency resolution is sought by email/telephone the following procedure shall apply:
    - the Chair shall seek to make contact by email/telephone with each Board Member;
    - the Chair shall write/read the proposal to each Board Member and shall receive their decision by email/telephone either immediately or by return call;

- any Board Member so contacted who has not registered their decision within 24 hours of the time of contact will be deemed to *have abstained from voting*;
- for a decision to be made, at least five (5) Board Members must cast a vote;
- the Chair shall tally the votes, and if a simple majority is attained, that shall become the decision of the Board;
- the Chair shall write a report of the process and the outcome and present this report to be recorded in the minutes of the next formal Board meeting;
- if the Chair is absent or otherwise unable to perform the duties required under this, the Vice-Chair or if unavailable another Board member shall perform those duties in his or her place.

## **PART 4 –GENERAL MEETINGS**

### **24. General meetings – Calling of**

- (1) The Board may, whenever it thinks fit, convene a general meeting of the Organisation.
- (2) The Board must, on the requisition in writing of at least 5% of the total number of Members, convene a general meeting of the Organisation.
- (3) A requisition of Members for a general meeting:
  - (a) must state the purposes or purpose of the meeting, and
  - (b) must be authenticated by the Members making the requisition, and
  - (c) must be lodged with the Board.
- (4) If the Board fails to call a general meeting within 21 days from the date on which they are subject to do so, to be held on a date not more than 28 days after the date of the notice convening the general meeting, any one or more of the Members who made the requisition, or any Members representing more than one half of the total voting rights of the Members may convene a general meeting.

### **25. Notice**

- (1) General meetings shall be called in accordance with the provisions of the Companies Acts.
- (2) Every notice calling a general meeting must specify the place, day and time of the meeting and the general nature of the business to be transacted.

- (3) If a special resolution is to be proposed, the notice must include the proposed resolution and specify that it is proposed as a special resolution.
- (4) In every notice calling a meeting of the Organisation there must appear with reasonable prominence a statement informing the Member of its rights to appoint another person as its proxy at a meeting of the Organisation.

## **26. Procedure**

- (1) No item of business, other than the adjournment or termination of the meeting, shall be transacted at a general meeting unless a quorum of Members entitled under these Articles to vote is present during the time the meeting is considering that item.
- (2) A quorum is more than fifty percent (50%) of Members voting either in person or through the virtual online voting system.
- (3) If a quorum is not present within half an hour from the time appointed for the meeting:
  - (a) the chairperson of the meeting may adjourn the meeting to such day, time and place (within 14 days of the original meeting) as he or she thinks fit; and
  - (b) failing adjournment by the chairperson of the meeting, the meeting shall stand adjourned to the same day in the next week at the same time and place, or to such day (within 14 days of the original meeting), time and place as the Board may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting those present and entitled to vote shall be a quorum.

## **27. Presiding Member**

- (1) The Chair, or in the Chair's absence the Vice-Chair is to preside as *chairperson at each general meeting of the Organisation.*
- (2) If the Chair and Vice-Chair are absent, one of the remaining members of the Board may be chosen by the Members present at the meeting to preside as chairperson. If none of the remaining Board Members are willing to act as chairperson, the Members present shall choose one of their numbers to be chairperson.

## **28. Adjournment**

- (1) The chairperson of a general meeting at which a quorum is present may, with the consent of the majority of Members present at the meeting, adjourn the meeting from time to time and place to place, but no business is to be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.

## **29. Making of Decisions**

- (1) A question arising at a general meeting of the Organisation is to be determined by a show of hands for those attending the meeting in person and by the established INPUD online voting system for those voting online.

## **30. Special Resolution**

A resolution of the Organisation is a special resolution if it is passed by a majority of members making up a quorum at the general meeting of which at least 14 days written notice specifying the intention to propose the resolution as a special resolution was given in accordance with these Articles.

## **31. Voting**

- (1) On any question arising at a general meeting of the Organisation each Member has one vote only.
- (2) All votes must be given in person, online or by proxy. Voting by proxy must be in accordance with Article 35.
- (3) In the case of an equality of votes on a question at a general meeting, the motion will be taken to be defeated.

## **32. Appointment of Proxy**

- (1) Each Member is to be entitled to appoint another person as its proxy by written notice given to the Organisation not less than 48 hours before the meeting in respect of which the proxy is appointed.
- (2) The notice appointing the proxy (the "Appointment of Proxy") must:
  - (a) state the name and address of the Member appointing the proxy;
  - (b) identify the person appointed to be that Member's proxy and the general meeting in relation to which that person is appointed;
  - (c) be signed by or on behalf of the Member appointing the proxy, or authenticated in such manner as the Board may determine; and

(d) be delivered to the Organisation in accordance with the Articles and any instructions contained in the notice of general meeting to which they relate.

- (3) Appointment of Proxies may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions.
- (4) Unless an Appointment of Proxy indicates otherwise, it must be treated as:
  - (a) allowing the person appointed under it as a proxy discretion as to how to vote on any [resolution including any] ancillary or procedural resolutions put to the meeting; and
  - (b) appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself.
- (5) A person who is entitled to attend, speak or vote at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid Appointment of Proxy has been delivered to the Organisation by or on behalf of that person. If the person casts a vote in such circumstances, any vote cast by the proxy appointed under the Appointment of Proxy is not valid.
- (6) No person can hold more than two (2) proxies at any one time.
- (7) An appointment under an Appointment of Proxy may be revoked by delivering a notice in writing given by or on behalf of the person by whom or on whose behalf the Appointment of Proxy was given to the Organisation.
- (8) A notice revoking the appointment of a proxy only takes effect if it is received before the start of the meeting or adjourned meeting to which it relates.

## **PART 5 – MISCELLANEOUS**

### **33. Conflict of Interest**

- (1) Unless Article 39(2) applies, a Board Member must declare the nature and extent of:
  - (a) any direct or indirect interest which he or she has in a proposed transaction or arrangement with the Organisation; and

**(b) any duty or any direct or indirect interest which he or she has which conflicts or may conflict with the interests of the Organisation or his or her duties to the Organisation.**

- (2) There is no need to declare any interest or duty of which the other Board Members are, or ought reasonably to be, already aware.**
- (3) If a Board Member's interest or duty cannot reasonably be regarded as likely to give rise to a conflict of interest or a conflict of duties with or in respect of the Organisation, he or she is entitled to participate in the decision-making process, to be counted in the quorum and to vote in relation to the matter. Any uncertainty about whether a Board Member's interest or duty is likely to give rise to a conflict shall be determined by a majority decision of the other Board Members taking part in the decision-making process.**
- (4) If a Board Member's interest or duty gives rise (or could reasonably be regarded as likely to give rise) to a conflict of interest or a conflict of duties with or in respect of the Organisation, he or she shall not participate in the decision-making process or be counted in the quorum and vote unless a majority of the other Board Members participating in the decision-making process decide to the contrary.**
- (5) If a Board Member with a conflict of interest or conflict of duties is required to comply with Article 39(4), he or she must:**
  - (a) take part in the decision-making process only to such extent as in the view of the other Board Members is necessary to inform the debate;**
  - (b) not be counted in the quorum for that part of the process; and**
  - (c) withdraw during the vote and have no vote on the matter.**
- (6) Where a Board Member has a conflict of interest or conflict of duties and the Board Member has complied with his or her obligations under these Articles in respect of that conflict:**
  - (a) the Board Member shall not be in breach of his or her duties to the Organisation by withholding confidential information from the Organisation if to disclose it would result in a breach of any other duty or obligation of confidence owed by him or her; and**

(b) the Board Member shall not be accountable to the Organisation for any benefit expressly permitted under these Articles which he or she derives from any matter or from any office, employment or position.

### **34. Organisational Document**

- (1) The Board may from time to time make, repeal or alter such Organisational Document as they think fit as to the management of the Organisation and its affairs. The Organisational Document shall be binding on all Members of the Organisation. No rule shall be inconsistent with the Companies Acts, the Articles or any rule of law.
- (2) The Organisation in general meeting has the power to alter, add to or repeal the Organisational Document.

### **35. Custody of Books**

Except as otherwise provided by these Articles, the Secretary of the Organisation or their nominee must ensure all financial accounts, records, books and other documents relating to the Organisation are kept at the principle place of administration of the Organisation.

### **36. Inspection of Books**

The financial accounts of the Organisation must be open to inspection, free of charge, by the Members of the Organisation. A request to inspect the books of the Organisation must be provided with reasonable notice to the Board of no less than 14 days. The annual audited financial statements and annual report will also be available on request to Members after being made available to the Board.

### **37. Service of Notices**

- (1) For the purposes of these Articles, a notice may be served on or given to a person:
  - (a) by sending it by email or facsimile transmission or some other form of electronic transmission to an address specified by the person for giving or serving of notices; or
  - (b) by sending it by pre-paid post to the address of the person; or
  - (c) by delivering it to the person by hand.
- (2) For the purpose of these Articles, a notice is taken, unless the contrary is proved, to have been given or served:

- (a) in the case of a notice sent by email, facsimile transmission or some other form of electronic transmission, on the date it was sent to the most recent email address or fax number of the sender, or if the machine from which the transmission was sent produces a report indicating that the notice was sent on a later date, on that date; and
- (b) in the case of a notice sent by pre-paid post, on the tenth day following that on which the notice was posted, and in proving that notice has been given it is sufficient to prove that the notice was properly addressed and put in a post office receptacle; and
- (c) in the case of a notice given or served by hand, on the date on which it is received by the addressee.

### **38. Irregularities**

The proceedings at any meeting or the making of any decision shall not be invalidated by reason of any accidental informality or irregularity (including any accidental omission to give or any non-receipt of notice) or any want of qualification in any of the persons present or voting or by reason of any business being considered which is not specified in the notice.

### **39. Winding Up**

- (1) The Organisation may be wound up as provided for by the relevant law.
- (2) In the event of the Organisation being wound up, its assets, after outstanding liabilities have been met (including the costs of winding up) shall be distributed to group(s) and organisation(s) designated by resolution of a general meeting and which are:
  - (a) formed for the purposes identical or similar to one or all of the purposes of the Organisation; and
  - (b) of the same not for profit status.