

Revised IDF Articles of Association

Approved by the General Assembly

on 10 April 2017

I. NAME, PURPOSE AND REGISTERED OFFICE.

Article 1: Name.

- 1.1** An international non-profit association with the name of “International Diabetes Federation” (“IDF”) — in French: “Fédération Internationale du Diabète” (“FID”) — was established in accordance with Title III of the Belgian law of 27 June 1921 (as amended).
- 1.2** The full and abbreviated names of the Federation may be used separately.

Article 2: Purpose.

- 2.1** The purpose of IDF is to be the leading, authoritative global voice for people with diabetes and those at risk of diabetes, and to promote diabetes care, prevention and a cure worldwide.
- 2.2** To accomplish these goals, the activities of IDF, without limitation, are to:
 - (a)** promote the acquisition and free exchange of information and knowledge about diabetes, its treatment, prevention, complications and cure;
 - (b)** influence the development and organisation of health systems, with particular emphasis on diabetes as a global health challenge;
 - (c)** issue communications and respond to current events to reflect IDF’s official position on topics related to diabetes;
 - (d)** create global awareness about diabetes by disseminating publications and conducting global awareness campaigns;
 - (e)** improve international standards of prevention and treatment of diabetes, and establish worldwide standards relating to the measurement of diabetes indicators;
 - (f)** promote and conduct scientific research into the biological, medical, psychological, social and economic causes and consequences of diabetes, the distribution and burden of diabetes, prevention and a cure for diabetes;
 - (g)** advocate for and support the development of a global work force for diabetes, connect people and organisations by establishing networks, strengthen the evidence, and influence the application of evidence into practice;
 - (h)** be prepared for and respond in the aftermath of a natural or human-induced disaster;
 - (i)** facilitate the formation and development of diabetes associations;
 - (j)** promote and support education and the implementation of national diabetes programmes;
 - (k)** influence national and international health and other policies and social and public policies to prevent diabetes from developing, prevent its complications, and reduce its impact on people and society;

- (l) collaborate with related disciplines to enhance the lives of people with diabetes and those affected by diabetes;
- (m) engage in any other activities that result in mobilising and improving the lives of people with diabetes, preventing the development of diabetes and its complications, or contributing to a cure for diabetes;
- (n) establish and nurture formal relationships with international health and other relevant organisations to raise the profile of diabetes; and
- (o) organise and assist in the organisation of diabetes congresses and events and conduct economic and other activities that complement and help to achieve IDF's goals and purpose.

2.3 IDF may use any lawful means and take all measures it considers necessary or useful to accomplish its purpose in the broadest sense.

Article 3: Registered office.

- 3.1** The registered office of IDF is located at 166 Chaussée de La Hulpe, 1170 Watermael-Boitsfort, Brussels. The Board of Directors may decide to transfer the registered office to any other location in Belgium.
- 3.2** The Board of Directors may decide to establish one or more subsidiaries in Belgium or abroad. Such subsidiaries may represent geographic regions or specific activities.
- 3.3** The Board of Directors may also decide to establish one or more branch offices abroad.
- 3.4** Decisions to transfer the registered office or to open a branch office or a subsidiary must be published in accordance with the Belgian statutory requirements.

II. MEMBERS.

Article 4: IDF's membership categories.

- 4.1** IDF has the following membership categories: (i) Provisional Members; (ii) Full Members; (iii) Transnational Members; (iv) Individual Members.
- 4.2** A Provisional Member is a single non-governmental non-profit association or a federation of such associations approved by the Board of Directors as having met all selection criteria as set out in the Standard Operating Procedures.
- 4.3** A Full Member is a Provisional Member whose Membership has been approved by the General Assembly.
- 4.4** A Transnational Member is an association as described in Article 4.2 whose activities extend to more than one country.

- 4.5** Individual Members are the Honorary Presidents, Honorary Members and Life Members selected in accordance with Article 6 (Individual Members) and the Standard Operating Procedures.

Article 5: Provisional, Full and Transnational Members.

- 5.1** To become a Provisional or a Transnational Member, a candidate association must apply in writing to the Regional Council (as defined in Article 23) of the corresponding geographical Region as defined in the Standard Operating Procedures. A candidate association which wants to become a Transnational Member may have to apply to more than one Region.
- 5.2** The Regional Council must promptly ask every Full Member in the Region to advise it in writing on the admittance of the candidate association as a Provisional or a Transnational Member. The Regional Council must transfer the application to the Board of Directors within 3 months, along with its recommendation and any letters of advice received from the Full Members in the Region. The Board of Directors then decides on whether to admit the candidate association as a Provisional or as a Transnational Member.
- 5.3** The General Assembly votes on whether to admit a provisional member as a Full Member.
- 5.4** A Provisional Member in good standing on the Registration Date (as defined in Article 11.2) is entitled to send one observer to the General Assembly. The observer has voice but does not have voting rights.
- 5.5** A Full Member in good standing on the Registration Date is entitled to appoint a delegate and vote at the General Assembly in accordance with Article 11.1 (Voting Rights).
- 5.6** A Transnational Member in good standing on the Registration Date is entitled to appoint a delegate and vote at the General Assembly in accordance with Article 11.1 (Voting Rights).

Article 6: Individual Members: Honorary Presidents, Honorary Members and Life Members.

- 6.1** IDF also consists of Honorary Presidents, Honorary Members and Life Members.
- 6.2** Honorary Presidents are former Presidents of IDF or persons who have served IDF with distinction and sustained commitment.
- 6.3** Honorary Members are persons who have made significant contributions to IDF or to the fight against diabetes.
- 6.4** Life Members are persons admitted for life before 31 December 2009.
- 6.5** A proposal to admit a person as an Honorary President or Honorary Member must be made by the Nominating Committee. The Board of Directors elects Honorary Presidents and Honorary Members at its discretion.

- 6.6** Honorary Presidents, Honorary Members and Life Members have the rights and obligations stated in the Standard Operating Procedures. They do not have voting rights.

Article 7: Membership fees.

- 7.1** Each Full and Provisional Member must provide written proof of the number of paid full time employees (SOP 14.1.2) to IDF by 1 February. If this information is not received on time, the fee is calculated on the last declared number. The fee is calculated and communicated to each Full Member by 1 March, and must be paid in euro to the IDF bank account by 15 April. A Provisional Member should pay the fee within 60 days of date of admittance.
- 7.2** The fee of each Full Member is calculated following the table in the Standard Operating Procedures.
- 7.3** A Provisional Member pays half the fee of a Full Member following the process set out in the Standard Operating Procedures.
- 7.4** A Transnational Member pays a fee, as determined in the Standard Operating Procedures.
- 7.5** An Individual Member does not pay a fee.
- 7.6** The General Assembly grants the right to the Board of Directors to reduce or waive membership fees.

Article 8: Termination of membership.

- 8.1** All Members may resign by giving at least six months' notice in writing to the Secretary. A resigning Member must honour all financial obligations up to the date of termination.
- 8.2** A Member that is not in good standing at the end of a fiscal year (31 December) will cease to be a Member. To be in good standing, the Member must have paid the membership fee and provided the requested information as defined in Article 7.
- 8.3** The General Assembly may, upon the Board of Directors' recommendation, terminate any membership at any time.

III. GENERAL ASSEMBLY.

Article 9: Powers.

- 9.1** The General Assembly is IDF's general management body.



- 9.2** The General Assembly has the power to:
- (a)** admit and terminate the Members of IDF;
 - (b)** elect and terminate all Board of Directors members;
 - (c)** approve the election of Regional Chairs and Regional Chairs-Elect;
 - (d)** elect the Nominating Committee;
 - (e)** approve the changes to the Articles of Association and to the Standard Operating Procedures proposed by the Board of Directors;
 - (f)** approve the budget and audited annual accounts;
 - (g)** appoint and terminate the auditors;
 - (h)** decide upon dissolution and liquidation of IDF.

Article 10: Composition.

- 10.1** The General Assembly is composed of the following persons, who are referred to as “Members of the General Assembly”:
- (a)** the members of the Board of Directors;
 - (b)** the delegate of each Member.
- 10.2** If a member of the Board of Directors is unable to attend a meeting of the General Assembly, he/she may give a mandate to another member of the Board of Directors. The Secretary of the General Assembly must be notified of such mandate at least 10 days before the meeting of the General Assembly. A member of the Board may hold only one mandate.
- 10.3** A member of the Board of Directors cannot be designated as a delegate of a Member.
- 10.4** Each Member must notify the name of its delegate to the Secretary at least 90 days before the General Assembly. If the Secretary does not receive the name of the delegate on time, he/she will assume that the Member has appointed the same delegate who participated in the previous meeting of the ordinary General Assembly or extraordinary General Assembly.
- 10.5** The President may allow observers to attend a meeting of the General Assembly, without voting rights. An observer may have the right of voice, as determined by the President.
- 10.6** The delegate of a Member who is unable to attend a meeting of the General Assembly may give a mandate to another delegate, with the power to vote at the meeting on his/her behalf. The Secretary of the General Assembly must be notified of such a mandate at least 10 days before the General Assembly.
- 10.7** The delegate of a Member may hold multiple proxies, without any restriction as to the number of proxies.

Article 11: Voting rights at a meeting of the General Assembly.

- 11.1** Each Member of the General Assembly is entitled to vote as described in the Standard Operating Procedures.
- 11.2** Members (except Provisional and Individual Members) in good standing on the Registration Date are allowed to vote at a meeting of the General Assembly, the “Registration Date” being 30 days before a meeting of the General Assembly. If the Registration Date falls on a Saturday, a Sunday or a public holiday in Belgium, the Registration Date will occur on the business day that precedes it. “In good standing” means having paid all membership fees, and, if applicable, any administration and collection costs.
- 11.3** Resolutions for vote may be brought to the General Assembly by the Board of Directors or Members acting individually or jointly.
- 11.4** Members of the General Assembly may vote in favour, against resolutions or abstain. In case of a tied vote, the President, or if absent, the President-Elect, casts the deciding vote.
- 11.5** Resolutions of the General Assembly require an ordinary quorum of one third (1/3) of the Members of the General Assembly to be present or represented. The fulfilment of the quorum is determined at the beginning of every meeting of the General Assembly. A resolution of the General Assembly is adopted when more votes are in favour than against.
- 11.6** A resolution to change the Articles of Association must either be proposed by the Board of Directors or at least by 25% of the Members of the General Assembly.
- 11.7** A resolution to change the Articles of Association requires a special quorum of half the Members of the General Assembly to be present or represented. The fulfilment of this quorum is determined immediately before the resolution is voted. The resolution is approved when more than two thirds of the votes cast are in favour. Adopted changes to the Articles of Association only come into effect when the necessary procedures required under Belgian law have been completed.
- 11.8** A resolution to dissolve and liquidate IDF requires a special quorum of at least four fifths of the Members of the General Assembly to be present or represented. All Past-Presidents and Honorary Presidents must be invited to such a meeting and be given the right of voice. The fulfilment of this quorum is determined immediately before the resolution is voted. The resolution is approved when more than four fifths of the votes are in favour.
- 11.9** The quorum is calculated as one third (1/3) of the number of votes in accordance with the weighted voting system provided in the Standard Operating Procedures.

Article 12: Frequency, Notice and Minutes of an ordinary meeting of the General Assembly.

- 12.1** IDF must convene an ordinary meeting of the General Assembly at the end of a biennium: a period of approximately two years that starts at the end of an ordinary meeting of the General Assembly and finishes at the end of the next one.
- 12.2** Notice of any ordinary meeting of the General Assembly must be given at least 60 days before the meeting. It must include the meeting place, date, time and its provisional agenda, and be sent to each Member of the General Assembly.
- 12.3** A Member of the General Assembly is entitled to suggest changes to the agenda up to 45 days before the date of the meeting.
- 12.4** The final agenda is communicated to each Member no later than 30 days before the meeting.
- 12.5** The General Assembly may only vote on resolutions regarding the items on the final agenda.
- 12.6** The President must send the minutes of the General Assembly to the Members within 60 days for their information and comments. Any comments must be submitted to the registered office of IDF (to the attention of the President), within 30 days. The minutes and comments are approved at the following General Assembly, whether ordinary or extraordinary.
- 12.7** The President and at least one other member of the Board of Directors must sign the final minutes of any ordinary meeting of the General Assembly. A copy of the final minutes of any ordinary meeting must be sent to all Members of the General Assembly. These minutes must be duly filed at the registered office for consultation, at any time.

Article 13: Frequency, Notice and Minutes of an extraordinary meeting of the General Assembly.

- 13.1** Between ordinary meetings, the General Assembly meets in extraordinary meetings, organised either in person, by postal or electronic means.
- 13.2** The President with the approval of the Board of Directors or at least 25% of the Members of the General Assembly, in good standing, may convene an extraordinary meeting at any time.
- 13.3** The rules of an ordinary meeting apply save for rules applicable to voting procedures in the case of an extraordinary meeting held by postal or electronic means.
- 13.4** In case of an extraordinary meeting held by postal or electronic means, the following additional voting rules apply:
 - The “Postal or Electronic Date” is the date on which IDF must receive the votes.
 - The completed votes must be submitted in accordance with the time deadline as specified in the postal or electronic vote document.
 - The Secretary together with one member of the IDF Board of Directors must count the votes within 30 days of the Postal or Electronic Date.

IV. BOARD OF DIRECTORS.

Article 14: Nomenclature.

The following terms, when used in these Articles of Association and the Standard Operating Procedures, must be understood as follows:

- A “physician” is a person who is a qualified medical doctor, accredited by a national medical accreditation body or institution in the country in which the person works.
- An “healthcare professional” is a person who is not a physician but who is qualified, certified or accredited by a recognised national accreditation body or institution to practice, teach or work as a healthcare professional in that country.
- A “non-healthcare person” is a person who is neither a physician nor a healthcare professional but one who has demonstrated an interest in diabetes.

Article 15: Responsibilities and composition.

- 15.1** The Board of Directors is IDF’s management body. The Board of Directors has the authority to decide and act for IDF in all matters except for those exclusively reserved for the General Assembly, by law or by the Articles of Association.
- 15.2** The Board considers and analyses all matters relating to the policy of IDF, and takes all actions it considers necessary to fulfil the mission and purpose of IDF.
- 15.3** The Board of Directors is composed of the following persons:
- (a)** the President;
 - (b)** the President-Elect;
 - (c)** the Vice-President Finance;
 - (d)** the Vice-President Strategic Governance;
 - (e)** six Vice-Presidents without portfolio;
 - (f)** Regional Chairs.
- 15.4** The President provides leadership and guidance to IDF in concert with and supported by the Board of Directors. The President articulates the positions and policies of IDF and is empowered to represent IDF in accordance with Article 44: “Representation”. The President must seek advice from and report to the Board of Directors regularly.
- 15.5** The overall purpose of the President-Elect is to deputise for the President.

- 15.6** The Vice-President Finance, who is elected to assist the Board on all IDF's financial and accounting matters, must be qualified in accounting and have financial skills and experience.
- 15.7** The Vice-President Strategic Governance, who is elected to assist the Board on all IDF's governance matters, must have a demonstrated background in law and management of companies.
- 15.8** The six Vice-Presidents without portfolio must include two physicians, two healthcare professionals and two non-healthcare persons.
- 15.9** The Regional Chairs are elected by the Regional Council in accordance with Article 29.1 (Regional Chair and Regional Chair-Elect). Their role is to assist the Board of Directors in all matters and to provide additional support on regional matters.
- 15.10** The Board of Directors may entrust a specific responsibility to one or more Board Directors or to any third party on a non-exclusive basis and under the guidance of the President and the collective responsibility of the Board provided that such Board Director or third party acts within the limits of his/her mandate.

Article 16: Term of office.

- 16.1** The term of office for a Board Director is a biennium, as defined in Article 12.1. A Board Director may resign at any time. The General Assembly is entitled to end the mandate of a Board Director at any time.
- 16.2** If Board Directors are not elected at a biennial meeting of the General Assembly, elections must take place as soon as possible. The current Board Directors must continue to serve until their successors are elected.
- 16.3** The President may only hold office for one biennial term.
- 16.4** The President-Elect becomes President when the term of the current President expires or in the event of a vacancy, as provided in Article 17.1.
- 16.5** A Vice-President is eligible to be re-elected for a second term. A Regional Chair is not eligible to be re-elected for a second term in the same position.

Article 17: Vacancies.

- 17.1** If the President is unable to act, the President-Elect assumes the presidential functions until the President is able to act again. If the position of President becomes vacant, the President-Elect takes on the functions of the President to complete the remaining term of office, and then acts as President for a full term.

- 17.2** If the position of President-Elect becomes vacant, the Board of Directors must designate a Vice-President to assume its function until the General Assembly appoints a new President-Elect.
- 17.3** Any other vacancy in the Board must be filled by the General Assembly at its next meeting.
- 17.4** Temporary vacancies in the Board of Directors do not prevent it from functioning if it is composed of at least 12 members.

Article 18: Resolutions.

- 18.1** At least half of the members of the Board of Directors must be present to constitute a quorum. A member is considered present when participating in person, by telephone, video conference or any other means that allows for interactive debate, or when represented by another Board Member. A Board Member can only hold one mandate.
- 18.2** Board Members vote in favour, against resolutions or abstain. In case of a tied vote, the President, or if absent, the President-Elect, casts the deciding vote.
- 18.3** A resolution of the Board is adopted if a majority of the Board Members who are present vote in favour. A resolution to change the Standard Operating Procedures is approved if two thirds of the Board Members who are present vote in favour.
- 18.4** Except in a conflict of interest, the Members of the Executive Committee are entitled to attend all meetings and deliberations of the Board of Directors as an observer, with the right of voice but without voting rights. They must receive all notices, documentation and minutes relating to the Board meetings.

Article 19: Frequency, Notice and Minutes of a meeting.

- 19.1** The Board of Directors must meet at least twice per calendar year.
- 19.2** Meetings of the Board of Directors may also be organised by telephone or by video conferencing in accordance with the procedures described in the Standard Operating Procedures.
- 19.3** The Board of Directors may also vote by postal or electronic means if necessary.
- 19.4** Notice of an in person meeting of the Board of Directors must be given in writing to all Board Members and the Members of the Executive Committee at least 21 days before the meeting, and must include the meeting place, date, time of the meeting and the provisional agenda.
- 19.5** The procedure relating to the minutes of all meetings of the Board of Directors (in person and virtual) should be followed as described in the Standard Operating Procedures.
- 19.6** All minutes of Board meetings must be duly filed and may be consulted by the Members of the General Assembly at any time.

V. GENERAL MANAGER.

Article 20: Day-to-day management

- 20.1** The Board of Directors may decide to delegate the day-to-day management of the Association and the representation relating to such management to one or several members of an executive committee (the “Executive Committee”), pursuant to a decision of the Board of Directors. The Board of Directors decides of the scope and limits of the powers delegated to each of the members of the Executive Committee.
- 20.2** Within the limits of the daily management, the member(s) of the Executive Committee which is (are) entrusted with certain powers of day-to-day management is (are) authorised to sub-delegate part of the powers to other staff members or individual proxy holders, for specific purposes. The proxy holders bind the Association within the limits of his or her proxy.

VI. DEVOLVED STRUCTURES.

Article 21: Creation of devolved structures.

- 21.1** The Board of Directors may decide to establish one or more devolved legal entities including subsidiaries, branches or other appropriate legal structures. Such entities may address regional organisation, specific activities or other needs to be defined by the Board of Directors.
- 21.2** The Board of Directors reserves the right to dissolve any of such legal entities if it is not satisfied that the entity is performing adequately in accordance with the criteria set out in the Standard Operating Procedures.
- 21.3** In such cases as 21.2 is applied, the Regional Chair and Regional Council will continue to exist and will advise the Board of Directors on regional matters through the Regional Chair.

Article 22: Regional Subsidiaries.

- 22.1** The Board of Directors may decide to set up a number of devolved structures as defined in Article 21 which are responsible for activities related to a specific Region.
- 22.2** The Board of Directors decides on the role, mission and organisation of the regional subsidiaries and/or branch, including the list of the Members (except Individual Members) which are related to such entity.
- 22.3** If a Regional Subsidiary is incorporated, its board of directors is composed by (i) the Regional Chair and Regional Chair-elect of the Region represented in the Regional Subsidiary, as defined in Article 29, and (ii) such number of other board directors as may be appointed by the Regional Council pursuant to the articles of association of the Regional Subsidiary.
- 22.4** A Regional Subsidiary is entitled to open a branch office in its Region, under the supervision of the board of directors of the Regional Subsidiary. In such case, the Regional Subsidiary appoints, for the branch, a regional branch manager in charge of the daily representation of the branch.

Article 23: Regional Council Creation and Role.

- 23.1** The Full, Provisional and Transnational Members in a Region must set up a Regional Council, in accordance with the Standard Operating Procedures.
- 23.2** The role of the Regional Council is to assist the Board of Directors in implementing IDF's vision, policy and programmes at the regional level.
- 23.3** The Regional Council elects a Regional Chair and a Regional Chair-Elect in accordance with the procedures defined in the Standard Operating Procedures.

Article 24: Composition of Regional Councils.

Each Regional Council is composed of (i) the Full, Provisional and Transnational Members assigned to the regional subsidiary by IDF's Board of Directors, (ii) the members of the Regional Board and (iii) IDF itself, represented by the Regional Chair of the Region.

Article 25: Voting Rights of Regional Council Members.

- 25.1** Each Member which is in good standing with the IDF, as well as the members of the Regional Board, are entitled to vote during each meeting of the Regional Council.

- 25.2** IDF, represented by the Regional Chair of the relevant Region, must vote on the Regional Council to ratify the Regional strategic plan, the Regional annual budget, the audited accounts and appointment of auditors, any amendment to the Regional Articles of Association or Standard Operating Procedures, the proper application of the election procedure for the Regional Board and the dissolution and liquidation of the Regional entity.

Article 26: Role of the Regional Boards.

The Regional Board is the management body of each Region.

Article 27: Composition of the Regional Boards.

The Regional Council will set up a Regional Board in accordance with the Standard Operating Procedures, composed as set out in Article 22.3.

Article 28: Regional Board members' voting rights.

- 28.1** All Members of the Regional Board have one vote on all matters dealt by the Regional Board.
- 28.2** IDF, represented by the Regional Chair of the relevant Region, provides guidance to the Regional Board, ensuring that it remains aligned with IDF's vision and mission.

Article 29: Regional Chair and Regional Chair-Elect.

- 29.1** The Regional Chair is elected by the Regional Council. He/She chairs the Regional Council and the Regional Board. He/She is also a member, with full voting rights, of IDF's Board of Directors. His/her responsibility is to ensure that IDF mission is executed at regional level in accordance with the guidance of IDF's Board of Directors and of the Regional Subsidiary's Board of Directors, respectively.
- 29.2** The Regional Chair-Elect, is elected by the Regional Council. He/She deputises for the Regional Chair. He/She is also a member, with full voting rights, of the Regional Subsidiary's Board of Directors.

Article 30: Intervention of the Appeals Committee.

Article 31: Other legal entities.

As stated in Article 21.1 (Creation of devolved structures), other legal entities may be created. They are ruled by the rules in the Standard Operating Procedures.

VII. BUDGETS AND ACCOUNTS.

Article 32: Budget and Accounts.

- 32.1** IDF's financial year is the calendar year.
- 32.2** Each year, the Board of Directors must prepare financial documents which include the annual accounts of the previous financial year, the annual budget for the following financial year, and any other documents or filings required by law. In addition, the Board may prepare budgets and accounts that cover a biennium.
- 32.3** The Board of Directors must submit the accounts and budgets for approval to the General Assembly at the subsequent ordinary or extraordinary meeting.
- 32.4** The financial documents must be sent to the Members of the General Assembly at least 30 days before the meeting called to approve them.

VIII. SECRETARY.

Article 33: Secretary.

The Board of Directors must appoint a person to exercise the functions of Secretary to the General Assembly and to the Board. The roles and duties of the Secretary are described in the Standard Operating Procedures.

IX. COMMITTEES.

Article 34: Standing Committees.

The Standing Committees of IDF are:

- (a)** Audit and Risk Management Committee;
- (b)** Finance Committee;
- (c)** Strategic Governance and Ethics Committee; and
- (d)** Nominating Committee.

Article 35: Audit and Risk Management Committee.

35.1 The Board of Directors, at its first or second meeting after the biennial meeting of the General Assembly, must set up an Audit and Risk Management Committee, composed of at least three persons including:

- (a)** a member of the Board of Directors;
- (b)** the Vice-President Finance; and
- (c)** a person qualified in accounting and with financial skills and experience.

The Board of Directors appoints the Chair.

35.2 All members of the Committee hold office for the biennium. Their appointment may be renewed for one term.

35.3 A chartered auditor must audit the annual accounts of IDF before they are submitted to the General Assembly.

35.4 The role of the Audit and Risk Management Committee is to:

- (a)** assist the chartered auditor;
- (b)** closely follow up the finances and accounting processes of IDF;
- (c)** assist the Board of Directors in addressing and acting upon any comments, recommendations and opinions of the chartered auditor with respect to IDF's accounts and financial statements;
- (d)** provide the Board of Directors with recommendations on the accounting processes of IDF in response to the auditor's findings;
- (e)** identify strategic, financial and operational risks; evaluate and manage these risks; and
- (f)** report regularly to the Board of Directors.

Article 36: Finance Committee.

- 36.1** The Board of Directors, at its first or second meeting after the biennial meeting of the General Assembly, must set up a Finance Committee, composed of at least three persons including:
- (a)** the Vice-President Finance;
 - (b)** a member of the Board of Directors; and
 - (c)** a person with current financial skills and experience.

The Chair of the Committee is the Vice-President Finance.

- 36.2** All members of the Committee hold office for the biennium. Their appointment may be renewed for one term.
- 36.3** The role of the Finance Committee is to work closely with the staff of the registered office on the preparation and review of the accounts and budgets.

Article 37: Strategic Governance and Ethics Committee.

- 37.1** The Board of Directors, at its first or second meeting after the biennial meeting of the General Assembly, must set up a Strategic Governance and Ethics Committee, composed of five persons, including, at least:
- (a)** the Vice-President Strategic Governance;
 - (b)** two members of the Board of Directors; and
 - (c)** a person qualified in ethics.

The Chair of the Committee is the Vice-President Strategic Governance.

- 37.2** All members of the Committee hold office for the biennium. Their appointment may be renewed for one term.
- 37.3** The role of the Strategic Governance and Ethics Committee is to:
- (a)** ensure a regular review of the Articles of Association and the Standard Operating Procedures for compliance with Belgian law;
 - (b)** assist the Board of Directors in developing and executing a strategic governance plan; and
 - (c)** ensure that IDF's work is compliant with ethical norms and regulations in all countries where it operates, as well as ethical norms and regulations in Belgium.

Article 38: Nominating Committee.

- 38.1** The General Assembly at its ordinary biennial meeting must set up a Nominating Committee composed of the six following members:
- (a)** the Immediate Past-President;
 - (b)** the President-Elect;
 - (c)** two Vice-Presidents, preferably whose term ended in the previous biennium; and
 - (d)** two members who were Regional Chairs, preferably in the previous biennium.
- 38.2** The Immediate Past-President serves ex officio and chairs the Nominating Committee. The President-Elect serves ex officio. The General Assembly elects the other members.
- 38.3** The Nominating Committee may count up to three members from any of the three constituencies defined in Article 14 (Nomenclature).
- 38.4** The role of the Nominating Committee is to select and propose the nominees to the General Assembly for the following positions: President-Elect, Vice-Presidents, Vice-President Finance, Vice-President Strategic Governance and members of the next Nominating Committee. The qualifications that every nominee must meet as a member of the Audit and Risk Management Committee, Finance Committee, Strategic Governance and Ethics Committee, Nominating Committee and Appeals Committee are defined in the Standard Operating Procedures.

Article 39: Term of office of the members of the Nominating Committee.

- 39.1** The term of office for a member of the Nominating Committee is a biennium as defined in Article 12.1 (Frequency, Notice and Minutes of an ordinary meeting of the General Assembly).
- 39.2** If the members of the Nominating Committee are not elected at a biennial meeting of the General Assembly, elections must take place as soon as possible.
- 39.3** If a position in the Nominating Committee becomes vacant, the General Assembly must elect a person recommended by the Board of Directors to fill the vacancy for the remaining term of office.
- 39.4** A member of the Nominating Committee is not eligible to be nominated for re-election or for election as President-Elect, Vice-President, Vice-President Finance, Vice-President Strategic Governance or Regional Chair.
- 39.5** This Article 39 applies subject to Article 46: "Transitional Provisions".

Article 40: Role of the Executive Committee.

The Board of Directors sets up the role and powers delegated to the Executive Committee, which may notably include:

- (a) the assistance to the Board of Directors in executing and implementing its strategic decisions;
- (b) the day-to-day management of the IDF and representation the IDF vis-à-vis of third parties in the framework of such daily management.

Article 41: /

Article 42: Other Committees of the Board of Directors.

The Board of Directors may create other Committees operating in accordance with the Standard Operating Procedures.

X. STANDARD OPERATING PROCEDURES.

Article 43: Standard Operating Procedures.

- 43.1 Standard Operating Procedures are designed to implement the Articles of Association and regulate certain operations of IDF.
- 43.2 The Board of Directors may propose amendments (including suppression of certain rules) to the Standard Operating Procedures in accordance with Article 18.3 (Resolutions of the Board of Directors). The General Assembly must approve changes to the Standard Operating Procedures.
- 43.3 In case of any conflict between the Standard Operating Procedures and the Articles of Association, the Articles of Association prevail.
- 43.4 In addition to the Standard Operating Procedures, the Board of Directors may adopt internal working rules and policies for the functioning of the Board of Directors, in the form of a “Board handbook” (subject to respecting the independent contribution rights of each Board Member)
- 43.5 The Board of Directors may amend this Board handbook at any time, pursuant to a resolution in accordance with Article 18.3 (Resolutions of the Board of Directors).

XI. REPRESENTATION OF IDF.

Article 44: Representation.

- 44.1** IDF is validly represented in agreements with third parties and in legal proceedings by (i) its President or, in the event that the President has a conflict of interest or is unable to act, the President-Elect, together with a members of the Executive Committee. In addition, IDF is validly represented vis-à-vis third parties and in legal proceedings by the persons appointed and acting in accordance with what is set out in Articles 15.10 and 20 (as regard to day-to-day management).

XII. DISSOLUTION AND LIQUIDATION.

Article 45: Dissolution and Liquidation.

- 45.1** The General Assembly has the power to dissolve IDF. If it chooses to do so, it must appoint one or more liquidators and determine their mission.
- 45.2** Upon liquidation of IDF, the General Assembly must decide on the allocation of the net assets of IDF to a not for profit organisation with a mission closely linked to IDF's goals mentioned in Article 2 (Purpose).

XIII. FINAL PROVISION.

Article 46: Belgian law.

Any matter which is not covered by the Articles of Association or the Standard Operating Procedures is governed by the provisions of the Belgian law of 27 June 1921 (as amended).

For a true and complete sworn translation from French into English – *Ne
varietur*

Wingene, 2 May 2017

Evelyne Desmet

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