

# **IDF ARTICLES OF ASSOCIATION**

## **APPROVED BY THE GENERAL ASSEMBLY ON 5 DECEMBER 2022**

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## I. NAME, PURPOSE, REGISTERED OFFICE AND NOMENCLATURE

### 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 21, now replaced by the Belgian Code on Companies and Associations.
- 1.2 The full and abbreviated names of IDF may be used separately.

### Article 2: Purpose.

- 2.1 The purpose of IDF is to improve the lives of people living with diabetes and prevent diabetes in those at risk.
- 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 in the Brussels Region, by decision of the Board of Directors, subject to the application of the laws on the use of languages.

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.

3.4 Decisions to transfer the registered office or to open a branch office or a subsidiary must comply with the Belgian statutory requirements and be published.

### **Article 4: Nomenclature**

The following terms, when used in these Articles of Association, must be understood as follows:

|                         |  |
|-------------------------|--|
| Biennium                | a period of approximately two years that starts at the end of an ordinary General Assembly and finishes at the end of the next one.  |
| Bureau                  | In any virtual General Assembly, the Bureau consists of the President of the Bureau, the Secretary, the delegates to the day-to-day management of IDF and the vote counter.  |
| Contact information     | the address (visiting and/or postal) of the registered office and official email address.  |
| Executive Office        | IDF's global staff makes up the Executive Office.  |
| FTE                     | full time equivalent.  |
| Healthcare professional | a qualified person who is not a physician but who is certified or accredited by a recognised national accreditation body to practise, teach or work as a healthcare professional in that country (e.g. nurse, midwife, dietician, dentist, pharmacist or diabetes educator). |

|                          |  |
|--------------------------|--|
| Immediate Past President | the person that was President during the last biennium.  |
| In good standing         | any Member that has paid all membership fees and, if applicable, any administration and collection costs.  |
| In writing               | notification by regular post service or by electronic communication services.  |
| Non-healthcare person    | a person living with diabetes or a carer.  |
| Past president           | former president of IDF.   |
| Physician                | 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.   |
| President of the Bureau  | an individual appointed by the Board of Directors to conduct the Bureau of any virtual General Assembly.   |
| Regional Office          | Consists of the Regional Chair, Regional Chair-elect and Regional staff.   |
| Registration Date        | the date 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. |
| Secretary                | individual appointed by the Board of Directors to facilitate its work and the work of the General Assembly.  |

## II. MEMBERS.

### Article 5: IDF's membership categories.

- 5.1 IDF has the following membership categories: (i) Provisional Members; (ii) Full Members; (iii) Transnational Members. IDF may also have Individual Members, that is an honorary title, as set out in Article 7.
- 5.2 A Provisional Member is an association, or a federation of associations, approved by the Board of Directors as having met all selection criteria as set out in Article 6.1, which is awaiting approval by the General Assembly as specified in Article 6.2.7.
- 5.3 A Full Member is a Provisional Member, whose main area of activity is within one country, that has been approved by the General Assembly.
- 5.4 A Transnational Member is a Provisional Member, whose activities extend to more than one country, that has been approved by the General Assembly.

## **Article 6: Provisional, Full and Transnational Members.**

### **6.1 Eligibility criteria**

**6.1.1** Any organisation or federation of organisations dealing with diabetes at a national or transnational level may apply for IDF membership subject to Primary criteria (minimum requirements for membership – if not met, the application will not succeed) and Secondary criteria (desirable criteria which applicants would ideally meet).

**6.1.2** A federation applying for membership is required to provide a list of all its constituent members.

**6.1.3** Primary criteria for membership are:

1. Be actively involved in diabetes care and prevention;
2. Be a not-for-profit organisation or federation of such organisations. A private sector, commercial or business organisation cannot join IDF;
3. Be legally registered within a jurisdiction:
  - a) Organisations must have legally registered for a minimum of three (3) years (produce a valid Registration Certificate);
  - b) In cases where political changes preclude the candidate from providing the required documentation of legal registration for at least three (3) years, the Board of Directors may in exceptional circumstances accept other proof of dedicated service for people with diabetes for three (3) or more years;
  - c) Organisations must have Articles of Association (or equivalent);
  - d) Organisations must have a postal address.
4. Have a Board/Governing body;
5. Provide an annual activity report;
6. Prove financial capacity (solvent and capable of paying applicable membership fee);
7. Have a funding base that is ethically appropriate and aligned with IDF's business and industry guidelines;
8. Have settled any previously unpaid fees and/or other obligations towards IDF.

**6.1.4** Secondary criteria for membership are:

1. Be a non-discriminatory entity;
2. Be nominated by an IDF Full Member from the same Region;
3. Have a work focus that:
  - a) Enhances/complements that of any existing IDF Member in the same country;
  - b) Benefits members and people with/at risk of diabetes.

### **6.2 Application process**

**6.2.1** To become a Provisional member, an association or a federation must apply in writing. The application should be submitted to the Executive office of IDF

(attention to the Secretary) with a copy to the Regional Office. An application can be submitted at any time.

- 6.2.2** An application should include all relevant documents and other information as specified in Article 6.2.3. If the application is incomplete, the Secretary should give the applicant one notice to supplement.
- 6.2.3** An application should include:
- a) The IDF Membership Application Form, signed by an authorised person of the organisation or federation,
  - b) A cover letter that explains the reasons why the organisation wants to become a Member of IDF,
  - c) A copy of the Registration Certificate and a copy of the Articles of Association or equivalent,
  - d) Evidence of non-profit status,
  - e) A list of Board/Governing Body members,
  - f) A copy of the latest Annual Report,
  - g) The Financial Statements of the most recent fiscal year,
  - h) Audited Accounts of the last 2 years and
  - i) Detailed sources of funding.

The application should be submitted in one of the three official languages of IDF (English, French or Spanish). A translation, that does not need to be sworn, should be provided by the applicant of all required documents that are not in an official language of IDF.

- 6.2.4** Once complete, all applications should be referred to the relevant Regional Office(s) who should conduct an interview with the applicant. The matter should then be referred to the members of the Regional Council(s) for consideration. The Members have the possibility to provide their recommendation on the admittance of the candidate association as Provisional Member. The Regional Office(s) should send their recommendation, along with any letter of advice to the Secretary, no later than three months from the referral. A recommendation to not accept an application should be motivated.
- 6.2.5** The Secretary ensures that the Strategic Governance Committee considers all applications at the next Strategic Governance Committee meeting, which should take place no later than six months after an application was referred to the Regional Office(s).
- 6.2.6** The Board of Directors decides, by recommendation from the Strategic Governance Committee, if an applicant is accepted as Provisional Member or not. The decision of the Board of Directors is final. A candidate who has not been admitted may re-apply.
- 6.2.7** The General Assembly votes on its next ordinary meeting to admit a Provisional Member as a Full or Transnational Member.

### **6.3 Obligations**

- 6.3.1** Pursuant to Article 6.5, each Member is required to pay an annual membership fee.
- 6.3.2** Each Member is requested to notify the Secretary of any change in its contact information within a month of this change.
- 6.3.3** Each Member must provide written and signed proof of the number of its FTE employees/paid staff to the Secretary by February 1<sup>st</sup> each year.
- 6.3.4** Each Full and Transnational Member must appoint a delegate to the General Assembly. Members can appoint different delegates for the ordinary General Assembly and for the extraordinary General Assembly. An employee or paid representative of any IDF partner cannot be a delegate.
- 6.3.5** The delegate of an ordinary General Assembly must be notified to the Secretary at least 90 days before the General Assembly. If this is not done, the Member cannot appoint a delegate, but can give a mandate to another Member in accordance with Article 11.5. The mandate should then be given by an authorised person of the Member.
- A Member can change its appointed delegate by notifying the Secretary at least 10 days before the General Assembly.
- 6.3.6** The delegate of an extraordinary General Assembly should be notified to the Secretary by February 1<sup>st</sup> each year. If this information is not received, it is assumed that the same delegate as before remains. A Member can at any time notify the Secretary in writing that a new delegate has been appointed for the remaining period. A notification received after the Registration Date of an extraordinary General Assembly will take effect by the end of that General Assembly.
- 6.3.7** All Members are encouraged to actively participate in the governance of IDF, participate in General Assembly meetings (ordinary and extraordinary), IDF Congresses and Members' surveys.
- 6.3.8** The responsibilities of the Members include an active involvement in IDF's global and regional activities, regular report on their own activities and support on raising diabetes awareness.

### **6.4 Benefits of Membership**

- 6.4.1** Provisional Members are not entitled to use any IDF trademark or refer to themselves as Members of IDF but have the following benefits:
- Are regularly informed of all activities of IDF and have access to a number of promotional, advocacy and campaigning materials.
  - Are entitled to send one observer to an ordinary meeting of the General Assembly and Regional Council Meeting, if the Member is in good standing on the Registration Date.



#### 6.4.2 Full and Transnational Members have the following benefits:

- Are regularly informed of all activities of IDF and have access to a number of promotional, advocacy and campaigning materials.
- Are listed on the IDF website and have a page dedicated to their organisation. Their activities and events are publicised by IDF.
- Are entitled to use the IDF trademark specifically designed for Members and to refer to themselves as Members of IDF.
- Are entitled to appoint a delegate, according to Article 6.3.4. The delegate has voting rights according to Articles 12 and 23.3.1 at an ordinary or extraordinary meeting of the General Assembly or Regional Council Meeting, if the Member is in good standing on the Registration Date.
- Are, on grounds decided by the Board, entitled to support for participation, travel and accommodation to IDF activities and meetings. This applies if the Member has provided information on time according to Article 6.3.3 and 6.3.5 the year of the activity or meeting and is in good standing on the Registration Date or similar.

#### 6.5 Membership Fees

The fees of a Full and Provisional Member will be determined according to the number of FTE employees/paid staff of the Member and the Gross National income per capita classification of the World Bank, of the country in which the Member is registered.

The fee is calculated and communicated to each Member by March 1<sup>st</sup>, and must be paid in Euro to the IDF Bank Account by April 15<sup>th</sup>. A Provisional Member should pay the fee within 60 days of the date of admittance.

##### Number of Employees/Paid Staff

On the basis of the number of FTE employees/paid staff each Member will be classified according to the following indicators:

- A Member whose organisation is run through volunteers only and with no FTE will be classified as “volunteers only”
- A Member who has less than 5 FTE will be classified as “Small”
- A Member who has 5 or more but less than 10 FTE will be classified as “Medium”
- A Member who has 10 or more but less than 25 FTE will be classified as “Medium Plus”
- A Member who has 25 or more but less than 50 FTE will be classified as “Large”
- A Member who has 50 or more FTE will be classified as “Very Large”.

Clinical staff (including doctors, nurses, health educators, dieticians, podiatrists) who are employed solely to provide clinical services should not be taken into account.

##### World Bank Classification

The Members will be classified in two categories based on the World Bank income classification:

- Low income and lower middle income countries (LLMIC) and

- Upper middle and high Income countries (UMHIC).

### Classification

When a Provisional Member is accepted by the Board, the Member will be classified as regards FTE employees/paid staff and World Bank data. The classification will be reviewed on an annual basis, based on the information provided according to Article 6.3.3 and World Bank data (annual revision on classification of the world's economies bases on the estimates of gross national income (GNI) per capita for the previous year). If information according to Article 6.3.3 is not received, the Member retains the same classification as last year.

### Calculation

The fee of a Full Member is calculated based on the table below:

| <u>Category</u>         | <u>Fee</u> |
|-------------------------|------------|
| LLMIC                   | 100 EUR    |
| UMHIC – volunteers only | 100 EUR    |
| LLMIC – very large      | 300 EUR    |
| UMHIC – small           | 500 EUR    |
| UMHIC – medium          | 1000 EUR   |
| UMHIC – medium plus     | 2500 EUR   |
| UMHIC – large           | 5000 EUR   |
| UMHIC – very large      | 10000 EUR  |

A Provisional Member pays half the fee of a Full Member.

A Transnational Member pays a fixed fee of 1500 EUR.

### Fee variation

If the calculation of the fee entails a higher fee due to World Bank Classification, the Member may ask the Board to reduce the increase by half for one year with full effect from year 2. A request should be made no later than April 15<sup>th</sup>. The decision of the Board is final. The Member must pay the fee within 30 days of communication of the Board's decision.

For exceptional humanitarian cases the Board may, at its discretion, reduce or waive the Membership fee for any Member. Exceptional humanitarian cases will be considered by the Strategic Governance Committee who gives a recommendation to the Board. The decision of the Board is final.

## **Article 7: Individual Members**

**7.1** Individual Member is an honorary title without governance or policy mandates. The key responsibility of the Individual Member is to share his or her experience when asked by the Board of Directors.

Individual Members are:

- (i) Honorary Presidents,
- (ii) Honorary Members – appointed before the end of 2015,
- (iii) Life Members – admitted before the end of 2009.

The titles of Honorary President, Honorary Member and Life Member are granted for life.

**7.2** Honorary Presidents are Past Presidents of IDF who have served IDF with distinction and sustained commitment. The Board of Directors confirms the recognition as Honorary President at the end of his or her serving term as Immediate Past President.

**7.3** Honorary Presidents and Honorary Members are invited to attend the General Assembly as observers with voice, but do not have voting rights.

**7.4** Life Members may ask the Board of Directors to be invited to attend the General Assembly as observers. If invited, the Life Member has voice, but does not have voting rights.

**7.5** An Individual Member does not pay a fee.

## **Article 8: Resignation of membership**

**8.1** All Members may resign by giving notice in writing to the Secretary. The Board of Directors confirms the resignation on its next meeting. The membership ends on the day of the confirmation.

**8.2** A Member that at the end of IDF's fiscal year (December 31<sup>st</sup>) has not paid the membership fee is ex-officio considered to have resigned its membership.

**8.3** A resigning Member must honour all financial obligations, including payment of any membership fee that is due for payment before the membership ends.

**8.4** A resigning Member is not entitled to a refund of membership fee.

## **Article 9: Termination of membership**

**9.1** The General Assembly may, upon the Board of Directors' recommendation, on other grounds terminate any membership at any time.

**9.2** Grounds for termination of membership are:

- Non-compliance with the Primary eligibility criteria, and
- Damage to the good name, reputation and/or sustainability of IDF.

- 9.3 Any Member, Regional Council Member or Member of the Board of Directors that becomes aware of circumstances that may lead to termination should notify the Secretary.
- 9.4 The Secretary should refer any matter concerning termination of membership to the Strategic Governance Committee within one month.
- 9.5 The Strategic Governance Committee should in writing inform the Member about the matter and invite the Member to make a written submission in response to the concerns within 15 days following the notification.
- 9.6 The Strategic Governance Committee presents the matter with all available evidence during the next meeting of the Board of Directors and formulates, based on the evidence, a recommendation. The recommendation may be that the Member should be given an opportunity to make a correction within a certain time.
- 9.7 The Board of Directors decides if the matter of termination
- a) should be submitted to the next ordinary or extraordinary General Assembly with a reasoning recommendation,
  - b) should not be submitted to the General Assembly, in which case the Board of Directors may decide on other measures, or
  - c) should be referred back to the Governance Committee for further review.

### **III. GENERAL ASSEMBLY**

#### **Article 10: Powers**

- 10.1 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 and approve their remuneration;
  - (h) decide upon dissolution and liquidation of IDF.

#### **Article 11: Composition**

- 11.1 The General Assembly is composed of the following persons, who are referred to as "Delegates of the General Assembly":
- (a) the members of the Board of Directors;
  - (b) the delegate of each Member, appointed and notified to the Secretary according to Article 6.3.5 or 6.3.6.

**11.2** The General Assembly is chaired by the President, who is assisted by the President-Elect.

**11.3** 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. Mandates must be in writing, signed (including electronic signature) by the person granting the mandate and by the person accepting it and lodged with the Secretary at least ten (10) days before the General Assembly. A member of the Board may hold only one mandate.

**11.4** A member of the Board of Directors cannot be a delegate of a Member.

**11.5** A delegate of a Member, who is unable to attend a meeting of the General Assembly, may give a mandate to a delegate of another Member, with the power to vote at the meeting on his/her behalf. Mandates must be in writing, signed (including electronic signature) by the person granting the mandate and by the person accepting it and lodged with the Secretary at least ten (10) days before the General Assembly. Any delegate of a Member may hold multiple proxies, without any restrictions as to the number of proxies.

Each delegate of a Member can also vote remotely before the General Assembly in electronic format, according to the modalities determined by the Board of Directors, which are able to verify: (i) identification of the member and (ii) for any decision that needs to be taken by the General Assembly according to its agenda, the mention “yes”, “no” or “abstention”; electronic voting is possible up to the day before the General Assembly.

**11.6** A final list of the Delegates of the General Assembly, based upon scrutiny by the Executive Office, should be recorded on a register of delegates.

**11.7** The Board of Directors may allow observers to attend a meeting of the General Assembly.

## **Article 12: Voting rights at a meeting of the General Assembly**

**12.1** Each Delegate of the General Assembly is entitled to vote at the General Assembly; a Full or Transnational Member must however be in good standing at the Registration Date in order for its delegate, according to Article 6.3.5, 6.3.6 and 11.5, to be entitled to vote. The Secretary verify the capacity and identity of the Delegates.

All votes are counted as 1.

**12.2** Resolutions for vote may be brought to the General Assembly by the Board of Directors or Members acting individually or jointly as described in Article 13.3.

- 12.3** Delegates of the General Assembly may vote in favour or against resolutions, or abstain. In case of a tied vote, the President, or if absent, the President-Elect, casts the deciding vote.
- 12.4** Resolutions of the General Assembly require an ordinary quorum of one third (1/3) of the Delegates 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.
- 12.5** A resolution to change the Articles of Association must either be proposed by the Board of Directors or at least 25 % of the Members, being in good standing when the resolution is submitted. Members should submit the resolution to the Secretary.
- 12.6** A resolution to change the Articles of Association requires a special quorum of half the Delegates 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 has been completed.
- 12.7** A resolution to dissolve and liquidate IDF requires a special quorum of at least four fifths (4/5) of the delegates of the General Assembly to be present or represented. All Past Presidents should 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.
- 12.8** The quorum is calculated as the relevant share of the number of delegates of the General Assembly. Only delegates from Members that are in good standing on the Registration Date are considered.

### **Article 13: Frequency, Notice and Minutes of an ordinary meeting of the General Assembly**

- 13.1** IDF must convene an ordinary meeting of the General Assembly at the end of a biennium.
- 13.2** The ordinary meeting of the General Assembly should be organized as an in person meeting. The Board of Directors decides place and time for the meeting and also approves the provisional agenda. The Secretary must give notice of such meetings at least 60 days before the meeting. The notice must include the meeting place, date, time and the provisional agenda, and be sent to each Delegate of the General Assembly.

In extraordinary cases, such as natural disaster, war or extensive travel restrictions, the Board of Directors may decide to hold an ordinary virtual General

Assembly. The notice of the General Assembly should in addition also include clear and precise description of the procedures for virtual participation and electronic vote. The Bureau may not participate in the General Assembly by electronic means.

The electronic means of communication for a virtual meeting must enable Delegates of the General Assembly, as specified in Article 12.1, to participate in the deliberations and to ask questions.

**13.3** A delegate of the General Assembly is entitled to suggest additional resolutions or modifications to the provisional agenda up to 45 days before the date of the meeting, which should be submitted to the Secretary. The Board of Directors decides to accept or reject the suggestion or modification. A resolution that is signed by at least one twentieth (1/20) of the Delegates of the General Assembly must be added to the final agenda.

**13.4** The final agenda is communicated by the Secretary to each Delegate of the General Assembly no later than 30 days before the meeting.

**13.5** The General Assembly may only vote on resolutions regarding the items on the final agenda.

If a virtual General Assembly is held, Delegates can vote on all resolutions from the opening of the meeting until the voting procedure is closed

**13.6** The Secretary must send the minutes of the General Assembly to all delegates of the General Assembly within 60 days for their information and comments. Any comments must be submitted to the Secretary, within 30 days. The minutes and comments are approved at the following General Assembly, whether ordinary or extraordinary.

If the General Assembly was held virtually, the minutes shall mention any technical problems and/or incidents or disrupted electronic participation in the meeting or voting.

**13.7** The President must sign the final minutes of any ordinary meeting of the General Assembly. A copy of the final minutes must be sent to all Members by the Secretary. These minutes must be duly filed in a secure place for consultation, at any time.

#### **Article 14: Frequency, Notice and Minutes of an extraordinary meeting of the General Assembly**

**14.1** Between ordinary meetings, the General Assembly meets in extraordinary meetings, organized either in person, by postal ballot or as virtual meetings.

**14.2** The Board of Directors or at least 25 % of the Members, in good standing, may convene an extraordinary meeting at any time. Resolutions to change these

Articles of Association or to dissolve and liquidate IDF cannot be decided by an extraordinary General Assembly organized by postal ballot.

**14.3** The rules of an ordinary meeting apply except for rules applicable to voting procedures in the case of an extraordinary meeting held by postal ballot.

**14.4** In case of an extraordinary meeting held by postal ballot, the following additional voting rules apply:

The “Postal 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 vote document.
- The Secretary together with one member of the Board of Directors or the Honorary Legal Counsel must count the votes within 10 days of the Postal Date.
- The result of the postal or electronic vote must be communicated to the delegates of the General Assembly within 5 days of counting the votes.

#### **IV. BOARD OF DIRECTORS**

##### **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) eight Vice-Presidents:

- the Vice-President Finance;
- the Vice-President Strategic Governance;
- two Vice-Presidents Physician
- two Vice-Presidents Healthcare professional
- two Vice-Presidents Non-healthcare person

(d) seven Regional Chairs.

**15.4** All members of the Board of Directors represent the interest of IDF as a whole. The members of the Board are accountable to the General Assembly, in accordance with the requirements of non-executive Directorship in Belgian Law.

A Board Director is required to declare and sign a Conflict of Interest Disclosure Statement at least annually.

**15.5** The President provides leadership and guidance to IDF in concert with the Board of Directors. The President articulates, in consultation with the Board of Directors, positions



and policies of IDF. 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 have a qualification with some specialisation in accountancy or similar 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/not-for-profit organisations.
- 15.8** The Regional Chairs are elected by the Regional Council in accordance with Article 23.2.3 (Regional Chair and Regional Chair-Elect). The General Assembly confirms the election of the incoming Regional Chairs as elected by Regional Councils. Their role is to assist the Board of Directors in all matters and to provide additional support on regional matters.
- 15.9** The mandate as a Board Director is exercised for free. Members of the Board of Directors are reimbursed for all reasonable expenses.
- 15.10** A Board Director should at any time be affiliated to at least one Member. A Board Director cannot be an employee or paid elected representative of a Member, a partner to IDF or any other organization or business that may incur a conflict of interest. A Past President of IDF cannot reapply for any position after his/her term is done.
- 15.11** The Board of Directors should appoint an Honorary Legal Counsel to assist the board with expert legal advice on (a) matters concerning Belgian law, jurisprudence and practice which have direct relevance to the day-to-day work of IDF, its wider engagements and obligations and (b) international law, which may be relevant to IDF's engagements and activities outside Belgium. The Board of Directors decides on the responsibilities for the Honorary Legal Counsel.
- 15.12** 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 under 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. A Board Director may resign at any time. The General Assembly is entitled to end the mandate of a Board Director at any time, following the procedure in Article 16.7-10.
- 16.2** The names of all Board Directors must be published in accordance with the Belgian statutory requirements. A new Board of Director is not empowered to take

decisions legally binding upon a third party until this has been done. Any decision taken prior to this must be confirmed at a meeting which takes place after publication.

- 16.3 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.
- 16.4 The President may only hold office for one biennial term.
- 16.5 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.
- 16.6 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.
- 16.7 Any Member, Regional Board member or member of the Board of Directors that becomes aware that any Board Director poses a serious risk to the good name, reputation or sustainability of IDF or other circumstances that may be a fair ground of ending his or her mandate, should notify the Strategic Governance Committee.
- 16.8 The Strategic Governance Committee should inform the Board Director about the process and invite him or her to make a written submission in response to the concerns within 15 days following the notification. If the ground to end a mandate is that the Board Director is not affiliated to any Member, he or she should be given the opportunity to make corrections within 30 days.
- 16.9 The Strategic Governance Committee presents the issue with all available evidence during the next meeting of the Board of Directors and formulates a recommendation.
- 16.10 The Board of Directors decides if the issue of termination a) should be submitted to the next ordinary or extraordinary General Assembly with a motivated recommendation, b) should not be submitted to the General Assembly, or c) should be referred back to the Strategic Governance Committee for further investigation.

#### **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** If the position of Vice President Finance or Vice President Strategic Governance becomes vacant, new elections by the General Assembly should take place as soon as possible. The Board of Directors must designate a Board Member to assume its function until the General Assembly appoints a new person to the position.

**17.4** Any other vacancy in the Board should be filled by the General Assembly at its next meeting.

#### **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. Mandates must be in writing, signed (including electronic signature) by the person granting the mandate and by the person accepting it and lodged with the Secretary prior to the beginning of the meeting. A Regional Chair who is unable to attend a meeting may instead, with at least ten (10) days notice, request the Regional Chair-Elect of his or her Region to attend on his/her behalf.

**18.2** Board Members vote in favour or against resolutions, or abstain. The voting should take place openly. A majority of the Board Members who are present may decide that the voting in a specific matter should be secret.

**18.3** A resolution of the Board is adopted if a majority of the votes cast are in favour. In case of a tied vote, the President, or if absent, the President-Elect or other chairperson, casts the deciding vote.

**18.4** If a Board meeting is held by postal ballot the following additional voting rules apply:

The "Postal 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 vote document.
- The Secretary must count the votes within 15 days of the Postal Date.
- The result of the postal ballot must be communicated to the members of the Board of Directors within 5 days of counting the votes.

**18.5** Except in a conflict of interest, the delegates to the day-to-day management of IDF, designated according to Article 20, 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. The delegates to the day-to-day management of IDF 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. A schedule of Board meetings should be prepared annually and be decided by the Board.

Ordinary Board meetings are called by the President.

**19.2** Meetings of the Board of Directors should, when possible and appropriate, be in person meetings. Meetings may also be organized by postal ballot or as virtual meetings.

**19.3** An extraordinary Board meeting may be called by the President or a majority of the Board of Directors.

**19.4** The Honorary Legal Counsel may be invited to the meetings of the Board of Directors when required; he/she should also be available for remote consultation when needed. Other attendees may be invited by the President to attend for specific agenda items, unless there is an objection from other Board Directors in which case the majority decides.

**19.5** The Secretary must give notice in writing to all Board Members and the delegates to the day-to-day management of IDF at least twenty-one (21) days before any Board meeting. The notice must include the meeting place, date, time of the meeting and the provisional agenda set up in conjunction with the President and the delegates to the day-to-day management of IDF. All supporting papers are made available online to the Board Directors at least seven (7) days in advance of the meeting.

**19.6** Members of the Board of Directors are entitled to suggest additional resolutions or modifications to the provisional agenda up to 5 days before the date of the meeting. The Member submits the suggestion(s) to the Secretary.

The Board of Directors decide by simple majority to accept or reject the suggestion(s) to modify the agenda, or defer the issue to the next meeting.

**19.7** For specific urgent issues, the President or Board Directors who convene an extraordinary meeting of the Board of Directors must give notice in writing to all Board Directors and the delegates to the day-to-day management of IDF at least 5 days before the voting. The notice must include provisional agenda and date/time of the voting day.

**19.8** A Board meeting is chaired by the President, or if he or she is absent, by the President-Elect. If both the President and President-Elect are absent, the Board of Directors designates a Vice-President to chair the meeting.

**19.9** The Secretary ensures that accurate records of all proceedings at all meetings are kept and presented to the chairperson of the meeting for approval before circulation to the Board of Directors. The Board of Directors shall be asked to approve the minutes of the previous meeting as a true record of that meeting. Once approved, the minutes will be signed by the chairperson of the meeting as a

true record. All signed minutes must be duly filed in a secure place and may be consulted by the Members of the General Assembly at any time. Sessions of in camera meetings are not recorded in the minutes.

## **V. MANAGEMENT AND REPRESENTATION.**

### **Article 20: Day-to-day management**

The Board of Directors decides on the organization of the Executive Office and appoints one or several Senior staff members (Director[s]) to whom it delegates the day-to-day management of IDF. The Board of Directors decides the scope and limits of the powers delegated to each Director. Within the limits of the daily management, the Director(s) are authorized to sub-delegate part of the powers to other staff members or individual proxy holders, for specific purpose. The proxy holders bind the Association within the limits of his or her proxy.

### **Article 21: Representation.**

**21.1** IDF is validly represented in agreements with third parties and in legal proceedings by the President or, in the event that the President has a conflict of interest or is unable to act, the President-Elect, together with one Director.

**21.2** A decision by the Board of Directors is required for IDF to initiate legal proceedings. The President may temporarily decide in urgent cases, however the decision must immediately be submitted to the Board of Directors.

**21.3** IDF is also 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 15.12 and 20 (as regard to day-to-day management).

## **VI. DEVOLVED STRUCTURES**

### **Article 22: Creation of devolved structures.**

**22.1** 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.

**22.2** The Board of Directors reserves the right to dissolve any legal entity, if the legal structure is inadequate and inappropriate for its purpose.

**22.3** In such cases as 22.2 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 23: Regional Council**

#### **23.1 Constitution**

**23.1.1** The Board of Directors may decide to set up a number of devolved structures as defined in Article 22 which are responsible for activities related to a specific Region. Such Regional Subsidiaries or branches shall be named IDF XXX (name of the region) and each office responsible for supporting IDF work in a region shall be called IDF XXX Regional Office. A Regional Branch Manager should be appointed by the Regional Board to be in charge of the daily representation. The Regional Office of a Regional Subsidiary should be under the supervision of the Board of Directors of the Regional Subsidiary.

**23.1.2** The Board of Directors decides on the role, mission and organisation of the regional subsidiary and/or branch at the regional level.

**23.1.3** The Board of Directors decides the list of Provisional, Full and Transnational Members (except Individual Members) which must be related to such entity.

**23.1.4** The Regional Council of a Regional Subsidiary may adopt its own Articles of Association, which should be in alignment with these Articles, to supplement IDF's Articles of Association. In case of any conflict, IDF's Articles of Association prevail.

## **23.2 Regional Council Role**

**23.2.1** The Full, Provisional and Transnational Members in a Region must set up a Regional Council.

**23.2.2** 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.

**23.2.3** The Regional Council

- a) approves the Regional Strategic Plan,
- b) approves the Regional annual budget and audited annual accounts,
- c) elects the Regional Chair and the Regional Chair-Elect,
- c) decides the number of other Regional Board Members,
- d) approves the election of other Regional Board Members,
- e) approves the election of the Regional Nominating Committee.

The Regional Council of a Regional Subsidiary also

- a) approves the changes to the Regional Articles of Association and to the Standard Operating Procedures proposed by the Regional Board,
- b) decides on dissolution and liquidation of the Regional Subsidiary.

## **23.3 Composition of the Regional Council**

**23.3.1** Each Regional Council is composed of the following persons, who are referred to as "Delegates of the Regional Council":

- a) the members of the Regional Board,
- b) the delegate of each Member, assigned to the regional entity according to Article 23.1.3, which are the same delegates registered for the General Assembly of IDF according to Article 6.3.5 or 6.3.6,
- c) IDF itself, represented by the Regional Chair of the Region.

**23.3.2** If a member of the Regional Board is unable to attend a meeting of the Regional Council, he/she may give a mandate to another member of the Regional Board of Directors. A member of the Board may hold only one mandate.

**23.3.3** A member of the Regional Board of Directors cannot be designated as a delegate of a Member.

**23.3.4** The delegate of a Member who is unable to attend a meeting of the Regional Council may give a mandate to another delegate, with the power to vote at the meeting on his/her behalf. Any delegate of a Member may hold multiple proxies, without any restrictions as to the number of proxies.

#### **23.4 Voting Rights of Regional Council Members**

**23.4.1** A Provisional Member in good standing on the Registration Date is entitled to send one observer to the meeting of the Regional Council. The observer has voice but does not have voting rights.

**23.4.2** Each delegate of the Regional Council is entitled to vote at the Regional Council; a Full or Transnational Member must however be in good standing at the Registration Date in order for its delegate to be entitled to vote. All votes are counted as 1.

**23.4.3** Decisions at the Regional Council shall be determined by a majority vote in accordance with its respective rules and procedures. In the event of a tied vote, the Regional Chair has the casting vote.

**23.4.5** Decisions of the Regional Council may be taken by Postal Ballot or by virtual meetings.

#### **23.5 Frequency, notice and minutes of a meeting of the Regional Council**

**23.5.1** The Regional Board must call an ordinary meeting of the Regional Council at the end of a biennium

**23.5.2** All notices, documentation and minutes relating to Regional Council must be sent to the Secretary.

### **Article 24: Regional Boards**

#### **24.1 Responsibilities and composition**

**24.1.1** The Regional Board is the management body of each Region. 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.

- 24.1.2** The Regional Board shall include a Regional Chair, a Regional Chair-Elect and the number of other Regional Board members that is decided by the Regional Council or, if the Region is a subsidiary, in accordance with the Region's Articles of Association. The Regional Council shall appoint one Board Member to assume oversight of all financial matters and one to assume oversight of all governance matters. The term of office is a biennium. The Regional Chair-Elect becomes Regional Chair when the term of the current Regional Chair expires or in the event of a vacancy.
- 24.1.3** The Regional Chair chairs the Regional Council and the Regional Board. The Regional Chair is also a member of IDF's Board of Directors. His/her responsibility is to ensure that IDF's mission is executed at regional level in accordance with the guidance of IDF's Board of Directors and the Regional Board of Directors, respectively.
- 24.1.4** The Regional Chair-Elect is elected by the Regional Council on proposal by the Regional Nominating Committee. He/she deputises or the Regional Chair.
- 24.1.5** The Regional Nominating Committee shall be composed of the immediate past Regional Chair and at least two other members elected by the Regional Council. The Regional Nominating Committee shall develop a list of nominees, ensuring that the candidate can comply with the eligibility criteria for members of the Board of Directors.

#### **24.2 Regional Board member's voting rights**

All Members of the Regional Board have one vote on all matters dealt by the Regional Board. In the event of a tied vote, the Regional Chair has the casting vote.

#### **24.3 Frequency, documentation and minutes of a meeting of the Regional Board**

- 24.3.1** The Regional Board shall meet at least twice per year, in person or virtually.
- 24.3.2** All notices, documentations and minutes relating to Regional Boards must be sent to the Secretary.

### **VII. BUDGETS AND ACCOUNTS.**

#### **Article 25: Budget and Accounts.**

- 25.1** IDF's financial year is the calendar year.
- 25.2** 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 one or more biennium(s).
- 25.3** The Board of Directors must submit the accounts and budgets for approval to the General Assembly at the subsequent ordinary or extraordinary meeting.
- 25.4** A chartered auditor must audit the annual accounts of IDF before they are submitted to the General Assembly.



**25.5** The financial documents must be sent to the delegates of the General Assembly at least 30 days before the meeting called to approve them.

## **VIII. SECRETARY.**

### **Article 26: Secretary.**

**26.1** The Board of Directors must appoint a person to exercise the function of Secretary to the General Assembly and to the Board of Directors. The Secretary can be a Board Director or Senior staff member and is accountable to the Board of Directors.

**26.2** The Secretary shall:

- provide administrative support to ensure the proper functioning of meetings of the General Assembly, the Board of Directors and any Committee.
- ensure that all votes of the General Assembly and Board of Directors are conducted according to Belgian legal and administrative requirements.
- ensure that official documents are filed on time and formal requirements with legal authorities are met.
- provide notice of General Assembly and Board of Directors meetings in accordance to what is stated in these Articles of Association.
- in consultation with the Board of Directors and the Director(s) prepare and circulate the agenda of a meeting of the General Assembly and of the Board of Directors in advance of the meeting, in accordance with what is stated in these Articles of Association.
- prepare and collect any supporting papers for distribution in advance of the meeting.
- attend all Board meetings.
- submit the Board of Directors' draft minutes and the actions and decisions logs to the Board of Directors for comments.
- send the minutes of the Board of Directors' meeting to the delegates of the General Assembly within 60 days.
- ensure that the official copy of the meeting minutes is signed in accordance with these Articles of Association, and keep this document in a designated secure place.

## **IX. COMMITTEES**

### **Article 27: Standing Committees.**

**27.1** The Standing Committees of IDF are:

- (a) Audit and Risk Management Committee;
- (b) Finance Committee;
- (c) Strategic Governance Committee;
- (d) Remuneration Committee;
- (e) Youth Activity Committee; and
- (f) Nominating Committee.

**27.2** The Nominating Committee is set up according to Articles 31.1 and 31.2. Members of all other standing committees are appointed by the Board of Directors at its first or second meeting after the biennial meeting of the General Assembly.

**27.3** All members of IDF's standing committees hold office for the biennium. Their appointment as members of a standing committees may be renewed.

#### **Article 28: Audit and Risk Management Committee**

**28.1** The Audit and Risk Management Committee should be composed of at least three persons including:

- (a) the Vice-President Finance; and
- (b) at least one member of the Board of Directors.

The Board of Directors appoints the chair.

**28.2** The primary role of the Audit and Risk Management Committee is to ensure the integrity of the financial reporting and audit process of IDF and to oversee the maintenance of sound internal control and risk management systems. This includes the responsibility to:

- (a) make recommendations to the Board of Directors on the appointment and remuneration of the external auditor, review and monitor the external auditor's performance, expertise, independence and objectivity, along with the effectiveness of the audit process and its scope;
- (b) review and monitor the integrity of IDF's financial statements and the significant reporting judgements contained in them;
- (c) monitor the appropriateness of accounting policies and practices;
- (d) review the adequacy and effectiveness of financial reporting and internal control policies and procedures and risk management systems;
- (e) monitor and review the activities and effectiveness of the internal audit function;
- (f) review the effectiveness of IDF's whistleblowing policies;
- (g) monitor risks and compliance procedures;
- (h) report regularly to the Board of Directors.

#### **Article 29: Finance Committee**

**29.1** The Finance Committee should be composed of at least three persons including:

- (a) the Vice-President Finance; and
- (b) at least one member of the Board of Directors.

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

**29.2** The role of the Finance Committee is to work closely with the staff of the Executive Office on the preparation and review of the accounts and budgets and to ensure that the assets of IDF are properly maintained.

### **Article 30: Strategic Governance Committee**

**30.1** The Strategic Governance Committee should be composed of at least four persons, including:

- (a) the Vice-President Strategic Governance; and
- (b) at least two members of the Board of Directors.

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

**30.2** The role of the Strategic Governance 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 31: Remuneration Committee**

**31.1** Members of the Remuneration Committee should be the President, the President-Elect, the Vice-President Finance and the Vice-President Strategic Governance.

**31.2** The role of the Remuneration Committee is to

- (a) review the remuneration and other staff benefits of IDF,
- (b) decide on the remuneration and other benefits for the Director(s) on appointment, and
- (c) through a regular performance review monitor the performance of the Director(s).

### **Article 32: Diabetes in Youth Committee**

**32.1** The Diabetes in Youth Committee should be composed of at least four persons, including at least two members of the Board of Directors. The Board of Directors appoints the chair.

**32.2** The role of the Diabetes in Youth Committee is to

- (a) make recommendations to the Board of Directors for future priorities, programmes and activities for young people living with diabetes and carers,
- (b) work closely with the staff of the Executive Office in order to establish, monitor and develop IDF's programmes and other activities for young people living with diabetes and carers;
- (c) report regularly to the Board of Directors.

### **Article 33: Nominating Committee**

**33.1** 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) four members who were former Board members, preferably in the biennium ending at the end of the General Assembly.

**33.2** 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. The committee appoints at its first meeting, which should be held within three months from the General Assembly, a Deputy chair from the four elected members.

**33.3** The Nominating Committee should have representation from healthcare professionals, physicians and non-healthcare persons.

**33.4** The Nominating Committee should encourage nominations for positions as office bearers of IDF. 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, and members of the next Nominating Committee. The Nominating Committee also submits the list of Regional Chair-Elects for confirmation by the General Assembly.

**33.5** If the members of the Nominating Committee, stated in Article 33.1 (c), are not elected at a biennial meeting of the General Assembly, elections must take place as soon as possible.

**33.6** If the position in the Nominating Committee held by the Immediate Past President becomes vacant, the committee is chaired by the Deputy chair for the remaining term of office. If the position held by the President-Elect becomes vacant, the vacancy is filled by the person designated according to Article 17.2. If any other position 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.

**33.7** If a member of the Nominating Committee is nominated, and accepts the nomination, for election as President-Elect, Vice-President or Regional Chair he or she must immediately resign from the Nominating Committee.

**33.8** Articles 16.7-16.10 applies for members of the Nominating Committee.

#### **Article 34: Other Committees of the Board of Directors**

The Board of Directors may create other Committees to cover work areas of IDF.

#### **X. STANDARD OPERATING PROCEDURES.**

##### **Article 35: Standard Operating Procedures.**

**35.1** Standard Operating Procedures are designed to implement the Articles of Association and regulate certain operations of IDF.

**35.2** The Standard Operating Procedures may not contain provisions:

- contrary to mandatory legal provisions or these Articles of Association;
- relating to matters for which Belgian law requires a provision in the Articles of Association
- affecting the rights of Members, the powers of the organs or the organisation and mode of operation of the General Assembly.

**35.3** 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.

**35.4** In case of any conflict between the Standard Operating Procedures and the Articles of Association, the Articles of Association prevail.

**35.5** 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.

## **XI. DISSOLUTION AND LIQUIDATION.**

### **Article 36 Dissolution and Liquidation.**

**36.1** The General Assembly has the power to dissolve IDF. If it chooses to do so and in case of a dissolution with liquidation, it must appoint one or more liquidators and determine their mission.

**36.2** 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).

## **XII. FINAL PROVISION**

### **Article 37: 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 Code on Companies and Associations.