

IDF ARTICLES OF ASSOCIATION

III. 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 living with diabetes or affected by diabetes.
 - (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.
- 15.6 The overall purpose of the President-Elect is to deputise for the President.
- 15.7 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.

- 15.8 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.
- 15.9 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.
- 15.10 No payment will be made to any Board Director except reasonable out of pocket expenses incurred by the Director in the performance of any duty as a Board Director.
- 15.11 A Board Director must 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 or her term is complete.
- 15.12 The Board of Directors will 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 IDFs engagements and activities outside Belgium. The Board of Directors decides on the responsibilities for the Honorary Legal Counsel.
- 15.13 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 or 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 after the scheduled meeting of the

General Assembly. 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 by communicating with the Vice-President Strategic Governance.
- 16.8 The Strategic Governance Committee shall 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 basis of the challenge to the Board Director's mandate is that the Board Director is not affiliated with a Member, he or she will provide evidence of affiliation with the Member 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 will:
 - a) recommend that the Board Director's position be terminated and submit the recommendation to the next ordinary or extraordinary General Assembly; or
 - b) refer the matter back to the Strategic Governance Committee for further investigation and a further report to the Board within one month.

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.

STANDARD OPERATING PROCEDURES (SOPs)

SOP 1

Role and responsibilities of a Board Director

1. Overall purpose

To accept, as an individual legal responsibility and accountability for the overall governance and strategic direction of IDF in accordance with Belgian law, and the normal standards of care expected of a non-executive Director.

2. Key responsibility

The key responsibility of a Board Director is to further IDF's mission but also:

3. Legal responsibilities

- 3.1 To ensure IDF complies with Belgian Law, its own governance processes, and any ethical norms and regulations in all countries where it operates;
- 3.2 To ensure IDF uses its resources exclusively to fulfil its purpose;

4. Strategic responsibilities

- 4.1 To contribute actively by giving clear strategic direction to IDF;
- 4.2 To continuously monitor the long term development and viability of IDF in light of the political, economic and social environment in which it operates;
- 4.3 To safeguard the good name and values of IDF;

5. Financial responsibilities

- 5.1 To ensure the financial stability;
- 5.2 To protect and manage the real and intellectual property of IDF and ensure the proper investment of IDF's funds;
- 5.3 To approve the proposed annual budget and ensure the approval process is transparent and to present the proposed budget to the General Assembly for final approval;

6. Other responsibilities

- 6.1 To appoint the Director(s) of IDF and monitor his, her or their performance through a regular performance review conducted by the President and the Remuneration Committee (minimum annually);
- 6.2 To give the Director(s) of IDF clear strategic direction and to monitor performance against agreed targets;
- 6.3 To ensure appropriate advice is taken from professional advisers when needed;
- 6.4 To sign and adhere to these SOPs and be held liable for his or her conduct according to these SOPs, to the President and other Board Directors;
- 6.5 To maintain the confidentiality of all sensitive/confidential information received in the course of a Director's responsibilities;

6.6 To be fully prepared for Board of Directors meetings by reading all supporting documents.

7. Eligibility criteria for directorship

The eligibility criteria for directorship are:

- 7.1 To understand IDF, its purpose and its work;
- 7.2 To demonstrate an interest in furthering the purposes of IDF;
- 7.3 To have experience of specialist areas required in managing IDF such as knowledge of the not-for-profit sector, fundraising, communications, finance, applicable laws and human resources management;
- 7.4 To understand and accept the importance of good governance and the legal duties, responsibilities and liabilities of Directorship
- 7.5 To be able to probe facts, challenge assumptions and identify the advantages and the disadvantages of proposals;
- 7.6 To be able to work at a strategic level for an organisation of IDF's size and complexity including thinking creatively and criticising constructively;
- 7.7 To show good, independent judgment and a willingness to speak his or her mind;
- 7.8 To be able to work effectively as a member of a team;
- 7.9 To abide by the principles of: selflessness, integrity, objectivity, accountability, openness, honesty, leadership and cultural sensibility;
- 7.10 To be able and willing to devote necessary time and effort to Directorship as set out in these SOPs;
- 7.11 To demonstrate ethical and professional practice;
- 7.12 To show knowledge and understanding of equality and diversity and of issues affecting disadvantaged communities;
- 7.13 To have the ability to communicate in English;

8. Meetings

- 8.1 A Board Director is expected to attend all meetings of the Board and the Committees of which he/she is a member and other events and meetings, in particular the General Assembly and induction sessions.
- 8.2 Board of Director's and committee meetings are conducted in English.

9. Support for Board Directors

- 9.1 IDF will provide each Board Director with induction and additional training, as required, to support him/her to perform his/her role.
- 9.2 IDF will pay reasonable travel, overnight and subsistence expenses where appropriate, in line with the expenses policy.

SOP 2
Role and Responsibilities of the President

1. Overall purpose

The overall purpose of the President is to lead IDF and to provide 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 the Article 21 (“Representation”). The President must seek advice from and report to the Board of Directors regularly, and ensure that it fulfils its responsibilities for the governance of IDF.

2. Key responsibilities

The key responsibilities of the President, in addition to what follows from the Articles of Association, are:

- 2.1 To represent IDF at functions and meetings and act as a spokesperson as appropriate;
- 2.2 To chair the Board of Directors and other meetings effectively by using carefully structured agendas and briefing papers and encouraging all Board Directors and other participants to participate;
- 2.3 To ensure that risk factors inherent to IDF’s activities are analysed, a proactive risk management strategy adopted and that proper plans are put in place to prevent or mitigate them;
- 2.4 To monitor the implementation of the Board of Directors’ decisions closely with the Director(s) of IDF;
- 2.5 To carry out any task delegated to him/her by the General Assembly and the Board of Directors and report on an annual basis to the Members;
- 2.6 Together with the Board of Directors, to identify new skills and experience required by the Board;
- 2.7 Together with the President-Elect, to ensure comprehensive induction and training programmes for incoming Board Directors are in place;
- 2.8 To ensure that the Director(s) of IDF delivers regular management reports to the Board of Directors at each Board meeting;
- 2.9 To ensure that the Director(s) of IDF has clear performance indicators to which he /she is held accountable through performance evaluation.
- 2.10 To participate in Standing Committees as an ex-officio member;
- 2.11 To officiate at all formal proceedings of Congresses or other major events organised during his/her term, including the Congress which commences at the end of her/his term of office;
- 2.12 To introduce the incoming President at the opening ceremony and officially handover at the Presidential Address.

SOP 3

Role and Responsibilities of the President-Elect

1. Overall purpose

The overall purpose of the President-Elect is to deputise for the President, assisting his/her leadership of the Board of Directors, ensuring that it fulfils its responsibilities for the governance of IDF.

2. Key Responsibilities

The key responsibilities of the Preseident-Elect, in addition to what follows from the Articles of Association are:

- 2.1 To support the President to carry out his/her role of the President (as set out in SOP 2);
- 2.2 To draft with the Director(s) of IDF the strategic planning documents for consideration by the Board of Directors, ratification by the General Assembly and implementation during his/her presidency;
- 2.3 To carry out any other task delegated to him/her by the President and the Board of Directors.

3. Skills and qualifications

- 3.1. In addition to the eligibility criteria needed by all Board Directors, the President-Elect should possess the same skills/attributes as the President (SOP 2).
- 3.2. Candidates for the position of President-Elect should meet at least one of the following criteria:
 - Has served at least one term on the IDF Board, either as an IDF Vice-President or a Regional Chair;
 - Can demonstrate experience in a senior role (Board-level such as President or Vice President, for example) at an international NGO or similar, active in the field of health, preferably NCDs.

SOP 4
Role and Responsibilities of the Vice-President Finance

1. Overall purpose

The overall purpose of the Vice-President Finance is to monitor the financial matters of IDF and report to the Board of Directors at regular intervals about the financial health and viability of IDF in line with good practices and in accordance with the Articles of Association, SOPs and legal requirements.

2. Key responsibilities of the Vice-President Finance

In addition to his/her other responsibilities as a Board Director and to what follow from the Articles of Association, specific additional responsibilities are:

- 2.1. To oversee, approve and present budgets, accounts and financial statements;
- 2.2. To ensure that the accounts are audited and any recommendations of the auditors are reviewed and addressed appropriately;
- 2.3. To ensure that the financial resources of IDF meet its present and future needs;
- 2.4. To ensure that IDF has an appropriate reserves policy and to avoid conflict between investment held and the aims and objectives of IDF;
- 2.5. To ensure that IDF has an appropriate investment policy;
- 2.6. To ensure that appropriate accounting procedures and controls are in place;
- 2.7. To liaise with the Director(s) of IDF and Finance Manager on financial matters;
- 2.8. To advise on financial implications of IDF's strategic plans;
- 2.9. To keep the Board of Directors informed about its financial duties and responsibilities;
- 2.10. To make a formal presentation of the annual financial statements to the General Assembly, drawing attention to important points in a coherent and easily understandable way.

3. Skills and qualifications

In addition to the eligibility criteria required of all Board Directors, the Vice-President Finance should possess the following skills/attributes:

- 3.1. A degree with some specialisation in accountancy together with the qualifications required by his/her home country to be officially recognised, and admitted as a member of the accounting profession;

SOP 5

Roles and Responsibilities of the Vice-President Strategic Governance

1. Overall purpose

The overall purpose of the Vice-President Strategic Governance is to monitor the strategic governance and ethical issues concerning IDF and to report to the Board of Directors at regular intervals on such issues including any changes needed to the Articles of Association, SOPs and other governing documents.

2. Key responsibilities

In addition to his/her responsibilities as a Board Director, specific additional responsibilities are:

To oversee the regular reviews of all governance documents including Articles of Association, SOPs and all policies adopted by the Board of Directors;

- 2.1. To oversee the drafting and regular monitoring of the proper application of the IDF Ethics Policy;
- 2.2. To monitor the proper application of the conflict of interest procedure and to resolve any such issues as may arise in accordance with the Articles of Association, theses SOPs and the Conflict of Interest Policy.
- 2.3. To liaise with the Director(s) of IDF on governance matters.

3. Skills and qualifications

Candidates wishing to stand for the Vice-President Strategic Governance category should, in addition to the overarching criteria, provide evidence that he or she has professional qualifications and developed skills in governance, preferably with a professional qualification in law or well established skills in corporate governance and the legal aspects of not-for-profit organisations management demonstrated through experience.