INTERNATIONAL FEDERATION OF PURCHASING AND SUPPLY MANAGEMENT

THE REGULATIONS

January 2019

ARTICLE I – DEFINITIONS AND INTERPRETATION

These Regulations and any amendments hereof are made under the authority of the Constitution of the Federation, as it may be amended from time to time.

These Regulations and any amendments hereof are to be interpreted in light of and subject to the Constitution, and in the event of any inconsistency between these Regulations and the Constitution, the Constitution shall prevail.

All provisions of the Constitution apply to these Regulations, making the necessary changes.

All reference to gender such as he/him in this document refer equally to both genders and should be read as gender neutral.

In these Regulations made, the following terms shall have the meanings indicated

"AREAS OF ACTIVITY"	includes but is not limited to: purchasing; materials management; supply chain management; logistics; contract management; inventory control; operations; materials planning; and academic research in one or more of the above with special reference to Article II Membership, Eligibility and Obligations of Membership, in the Regulations.
"ASSOCIATION"	means a not-for-profit association, institute, professional body or other organization that is national or

	international in scope and that is engaged in or promotes one or more of the areas of activity, and includes organizations whose members are in the private sector, the public sector, or both. “Association” does not include a government agency or body. In this Constitution and any Regulations made hereunder, an “association” may also be referred to as an “organization”.
“CONSTITUTION” and “this Constitution”	mean Rules of Association of the Federation, registered with the Register of Associations of the Finnish Patent and Registration Office, including any amendments hereof that may be made from time to time.
“GENERAL MEMBERSHIP”	means the Member Bodies of the Federation, acting in their collective capacity in general meeting or by resolution.
”COUNCIL”	means the Member Bodies, assembled in general meeting or acting by resolution.
“BOARD OF DIRECTORS”	means the board of directors of the Federation, elected or appointed by the General Membership from time to time.
“FEDERATION”	means the International Federation of Purchasing and Supply Management.
“MEMBER BODY”	means an association that promotes one or more of the areas of activity, and that has been admitted as a member of the Federation.
“PROFESSIONALLY EXPERIENCED”	means those professional practitioners who are either currently employed or were previously employed by organizations that perform functions identified in the „areas of activity“ as well as those senior executives who manage one of more aspects of an association that is eligible to hold membership in the Federation.

"REGULATIONS"	means such rules, regulations or bylaws, including any amendments thereof, as the General Membership of the Federation may make from time to time to ensure the effective governance and functioning of the Federation and its affairs.

ARTICLE II - MEMBERSHIP

Eligibility and Obligations of Membership

1. Those associations defined in the Constitution that subscribe to the purposes and Objects of the Federation as defined in the Constitution may apply for membership in the Federation.

(a) Such membership shall not be denied once the Board of Directors has been provided with proof of the application, subscription to the purposes and Objects and ability and willingness to pay the appropriate dues as defined by the Board of Directors from time to time.

(b) Applicants denied membership by the Board of Directors may appeal such decisions to the Council whose decision shall be final.

(c) Applicants denied membership by the Council may not reapply for twelve months and will be required to demonstrate the changes necessary to overcome the reason for the original denial.

2. Member Bodies agree to be bound by the Constitution, Rules, Regulations and policies of the Federation.

(a) A Member Body agrees to pay such dues and fees as set by the Board of Directors from time to time.

(b) A Member Body shall communicate annually to the Chief Executive Officer the names and addresses of its Council delegates.

(c) Member Bodies must have a code of ethics for their member that is acceptable to the Board of Directors as including the essential elements of the Federation's model code.

(d) Applicants for admission as a Member Body of the Federation shall submit, in writing, to the Chief Executive Officer:

i. Documentation. A governing document that clearly states the applicant's purpose and objectives, as well as setting out its governance arrangements.

ii. Ownership of the Association. The ownership and, by association, the governance, of the applicant must be vested in the applicant

association members such that they determine the composition of the applicant association Board and that that composition is regularly reviewed through member scrutiny and election.

iii. Members of the Applicant Association. The definition of a member of an association is someone who subscribes to the association in a manner that enables that person to acquire voting rights, be it directly, or as a result of progression through grades of membership, on governance issues of the association, including the election of Board members, and be eligible for consideration for election to that association's board. (This also includes individuals who are engaged with the association through corporate membership schemes, or similar, and that is reflected appropriately

iv. Primary Purpose to Further the Profession. The primary purpose of the applicant validated against appropriate Mission statements, Objectives and activities, and aligned with the objectives of IFPSM. There will need to be provision of examples of achievement to validate the primary purpose.

v. Demonstrate fiscal responsibility. The applicant will provide budgetary evidence that clarifies sustainability, shows that there is transparency in financial management, gives evidence that members oversee the fiscal state of the applicant association either through direct review or an external audit. A minimum of two years of independently audited accounts will be required, plus an explanation of adverse comments as necessary – for example a planned deficit for a particular initiative.

vi. Code of good practice in accordance with IFPSM criteria. The applicant will provide a written declaration and evidence of a code for the good practice of the association being incorporated into the applicant association's literature/documentation.

vii. Members must subscribe to a code of ethics. In addition to the code for the good practice of the association, an applicant association will be required to provide evidence of a code of ethics with which its members are expected to abide, and evidence of disciplinary procedures to validate it.

viii. Minimum number of members. It will be a requirement that an association must have a critical mass of 100 full members or more if it is to sustain any credibility as an entity. Consequently, until that minimum critical mass has been achieved full membership of IFPSM cannot be attained and associate membership will be an option, subject to the necessary criteria being fulfilled.

ix. Legal validation. Recognising that the legal definition of a not--for--profit organisation may differ from country to country, in addition to the

above criteria an applying association will provide evidence of its legal status.

(e) Associate Member. An applicant association that does not meet the criteria for full membership as stated above may be admitted as an Associate Member if the following criteria are fulfilled:

i. Meets at least the criteria of Documentation, Ownership, Members, Primary Purpose, Code of Ethics and Legal Validation as defined for Full Membership.

ii. Has a minimum of 45 full members.

iii. Subject to a subscription fee equivalent to 60% of what that applying association's fee would be as a Full member.

(f) The period for which Associate membership is permissible will be for an initial period of up to 3 years and, in exceptional circumstances, a further period of 2 years. During this period eligibility for full membership will be the goal. An Associate Member will be able to attend and engage in all IFPSM activities except any participation in the governance of the Federation and usage of the IFPSM logo.

3. Applications will not be entertained except from applicants that are national or international in scope, though it is not a requirement that an applicant should be the sole or exclusive representative of an activity within its area of operation.

4. The membership year of the Federation shall be the calendar year.

5. Procedure for a Membership Application

(a) Applications shall be addressed to the Chief Executive Officer and registered.

(b) The Chief Executive Officer will maintain a log of the application process, ie collection and collation of supporting documents and ensure that all the appropriate documentation has been received before any recommendation is made.

(c) When the Chief Executive Officer is satisfied that the membership criteria have been met and the supporting documentation has been received, the relevant papers will be posted on the IFPSM website in an area accessible only to the Board. The Chief Executive Officer will then circulate a recommendation for membership approval to the Board on an appropriate proforma that indicates that this is so and includes any other relevant information.

(d) Board members may refer to the documentation to satisfy themselves that all is in order.

(e) Approval will then be conducted in accordance with normal Board voting procedures.

(f) If an objection is raised, pertaining to the membership criteria, within those 15 days, it must be supported by evidence as to why the objection is appropriate and the application becomes a special case which will be dealt with at Board level. The outcome of the recommendation will be a majority decision of the Board.

(g) If there are special circumstances with a particular application the Chief Executive Officer will present the case to the Board for judgment.

(h) The Chief Executive Officer maintains a register of all membership applications and informs the Board at each Board meeting the status of all applications since the preceding Board meeting.

(i) Applications for Associate Membership will follow the same procedure as detailed above.

6. Withdrawal from Membership

Any Member Body may withdraw from membership by giving written notice to the Board of Directors delivered to the Chief Executive Officer at the Federation's registered office.

(a) No refund of any dues or fees shall be made.

(b) Upon giving notice of withdrawal the association shall have no rights to use any of the Federation's logos or products or receive any other benefits or privileges of membership, nor any claim against Federation assets.

7. Exclusion from Membership

Member Bodies may be excluded from membership for any of the following reasons:

(a) Failure to have a delegate at three consecutive General Membership meetings and not providing a proxy to a representative of a Member Body who is present.

(b) Failure to pay fees or dues duly set and approved by the Board of Directors within six months of being invoiced.

(c) Participation in activities that are detrimental to the Federation and/or inconsistent with the purposes or Objects of the Federation.

8. Reinstatement and Due Process

(a) In the case of failing to pay dues, exclusion is automatic at the end of the six--month period following invoicing. In this case the Board of Directors in its sole discretion may decide to re--instate a Member Body on such terms as the Board of Directors may determine.

(b) In the case of failing to have a representative at three consecutive General Membership meetings, the Chief Executive Officer shall notify General Membership of the situation and exclusion must be voted on by the General Membership.

(c) In all other cases, the Board of Directors shall notify the Member Body of its intent to exclude the Member Body. The Member Body has until one month prior to the next Board of Directors meeting to provide a written explanation why it should not be excluded. The Board of Directors shall take into account this explanation but may still decide to exclude the Member Body. The Member Body may then appeal in writing the decision of the Board of Directors to the General Membership, which shall make the final determination whether or not to support the Board of Directors action.

ARTICLE III - GENERAL MEMBERSHIP OF THE FEDERATION

Composition

1. The General Membership shall be composed of a single representative of each Member Body.

2. Each Member Body may nominate not more than two delegates to represent it at meetings of the General Membership, and if two are nominated, one shall be known as the Senior Delegate and the other as the Alternate Delegate.

3. If two delegates are nominated by a Member Body, only one of them may participate and vote on behalf of that Member Body at General Membership meetings, and this shall be the Senior Delegate unless the Senior Delegate is not in attendance, in which case the Alternate Delegate may participate and vote. If both delegates are present, the Alternate Delegate shall be an observer.

Terms of Office

4. Unless provided otherwise, the term of office for representatives to the General Membership shall be for a two-year period and renewal shall be permitted.

5. Should any Senior Delegate or Alternate Delegate be unable to complete his term, he shall be replaced by the Member Body that is affected.

Meetings, Notice and Conduct

6. The General Membership shall meet as a Council at such times and places, bearing in mind the international character of the Federation, as it or the President on its behalf shall determine, but not less than once in each calendar year.

7. Not less than two months' notice of each meeting of the General Membership shall be given by the Chief Executive Officer, to all members of the General Membership and to the Secretariats of each Member Body.

8. The Chief Executive Officer shall transmit also to these same recipients: an agenda, with supporting papers as required, not less than one month before the meeting is to be held; and minutes, not more than one month after the meeting has been held.

9. Notwithstanding the above notice requirements, provided that at least one month's notice of the date and venue of the meeting is given to the General Membership and the Secretariats of Member Bodies, an extraordinary meeting of the General Membership may be called on the application of the President, or the Senior Delegates of ten or more Member Bodies. In such a case, the time and place of the meeting will be determined by the Board of Directors.

10. Where matters reserved for the General Membership's decision require urgently to be resolved and the circumstances are such that it is either impossible or impractical for a meeting of the General Membership to be duly called under the notice provisions set out herein, the President may communicate in writing with the Senior Delegates of all Member Bodies, setting out the issue upon which their opinion is sought, and seeking their written vote. Where this procedure is invoked, the President shall indicate the date before which he requires votes to be registered, but in no case shall a period of less than five (5) weeks from the receipt of he communication be afforded for the response of Member Bodies.

11. The President shall preside at all meetings of the General Membership but, if he is absent, the President--Elect shall preside. If the President--Elect is not present, the General Membership shall elect another member of the Board of Directors or, failing this, a Senior Delegate to preside at the meeting.

Voting and Proxies

12. Each Member Body is entitled to a single vote on all resolutions. This vote shall be exercised by the Senior Delegate of the member body, or in his absence, by the Alternate Delegate.

13. Decisions of the General Membership at its meetings shall be reached by simple majority vote of those representatives of Member Bodies present, whether in person or by proxy, except in respect of resolutions proposing the exclusion of a Member Body, in which case the agreement of not less than three quarters of the Member Bodies of the Federation shall be required for any such resolution to pass.

14. The President shall not vote on any motion coming before the General Membership, except that he may vote to break a tie. Notwithstanding the foregoing, in the absence of another representative of the Member Body, any representative of the General Membership temporarily presiding at a meeting of the General Membership may vote on motions before the General Membership.

15. In the event that it is unable to be represented at any meeting by either of its Delegates, a Member Body may, for that meeting, grant a proxy to another Member Body to vote on its behalf, in which case a copy of the document granting such a proxy must be transmitted to the Chief Executive Officer in writing not less than one week before the meeting is to be held.

16. No Member Body may exercise more than two proxies in connection with any vote.

Quorum of Meetings of the General Membership

17. Business may not be validly transacted at any General Membership meeting unless at least one-third of all Member Bodies of the Federation are represented at that meeting either in person or by proxy.

Removal from Office

18. The General Membership may, by a vote of at least two-thirds of the members voting in person or by proxy, remove a member as a representative to the General Membership, for failure to attend meetings regularly or for other just cause. The Member Body so affected may request to appoint another representative to the General Membership in place of the representative removed, and the General Membership may accept or reject this request by a simple majority vote.

ARTICLE IV -- BOARD OF DIRECTORS

Purpose and Roles

1. The Board of Directors of the Federation shall have full powers of administration and management of the Federation subject to conditions outlined in the Federation's Constitution and Regulations.

(a) It shall give effect to decisions adopted by the General Membership and, in case of an emergency, take any measures necessary for the conduct of the work of the Federation, subject to such measures being submitted for the approval of the General Membership at its next meeting.

(b) It shall establish membership dues and fees and shall adopt and manage the budget and financial affairs of the Federation.

(c) It shall adopt and manage the strategic plan of the Federation based on the strategic direction determined by the Council and shall provide a progress report back to the Council on an annual basis.

(d) It shall provide overall direction to the Chief Executive Officer in conjunction with the Officers of the Federation.

(e) It shall promulgate written policies in support of the Constitution and Regulations that may be required from time to time.

(f) It shall determine honours, medals and awards as appropriate.

(g) It shall select and discharge, as necessary, the Chief Executive Officer.

(h) It shall approve a Policies and Procedures Manual as recommended by the Chief Executive Officer.

Composition

2. The Board of Directors of the Federation shall be composed of elected members and ex officio members. The elected members shall be the President-Elect, the Treasurer, and seven (7) additional members. The Regional Vice--Presidents shall also be members of the Board who are elected by their respective regions. The ex officio members shall be the President and the Chief Executive Officer.

3. All members of the Board of Directors are entitled to participate and vote at its meetings with the exception of the Chief Executive Officer who shall be a non-voting member.

Election and Terms of Office

4. The President-Elect of the Federation shall be elected by the Board of Directors for a non-renewable three year term. Upon completion of this term, the President-Elect shall become President of the Federation for a non-renewable three year term. In the event that the President does not complete his term of office, the President-Elect shall immediately become President for the balance of the incomplete term and for the term originally intended.

5. The Treasurer shall be elected by the Board of Directors for a two-year term, and may be re-elected once, to a second two-year term.

6. The Member Bodies in each region shall elect a Regional Vice President, who shall be a member of the Board of Directors. Each Regional Vice--President shall serve for a three year term, which may be renewed.

7. The Chief Executive Officer shall be a non-voting, ex officio member of the Board of Directors.

8. The remaining seven (7) members of the Board of Directors shall be elected by the Council from among the representatives to the General Membership. They shall be elected for renewable two-year terms.

9. So far as practicable, the terms of office of elected members shall be staggered so that rotation of Board of Directors members shall occur smoothly.

10. The Board of Directors may from time to time strike a Nominating Committee, as provided in Article V hereof, to recommend a slate of candidates from representatives of the General Membership for election to the Board of Directors or to any of the elective offices referred to in these Regulations. The committee may meet in person or by electronic means, and in its deliberations shall give primary emphasis to the consideration of the professional experience of prospective candidates in one or more of the areas of activity covered by the Federation.

The committee shall make its recommendations to the Council, and shall do so not less than five months before the date scheduled for the election. No candidate may be recommended unless he or she consents in writing to be elected and to serve. The Chief Executive Officer shall notify the General Membership in writing, not less than

four months before the date scheduled for the election, of the approved slate of candidates.

11. In addition, the Chief Executive Officer shall at the same time notify the General Membership that they may nominate additional candidates, by submitting to the Chief Executive Officer not less than three months before the date scheduled for the election a nomination form signed by representatives of at least five Member Bodies and a consent form signed by the candidate, such forms to be circulated by the Chief Executive Officer with the notice. The names of properly nominated candidates shall be circulated by the Chief Executive Officer to the General Membership not less than two months prior to the date scheduled for the election.

12. Elections of the Board of Directors under this Article shall be by ballot. The candidate receiving the greatest number of votes shall be declared elected. In the case of Article IV (8) the seven candidates receiving the greatest number of votes shall be declared elected. The Chief Executive Officer shall serve as scrutineer, and may not vote.

Removal from Office

13. No member of the Board may be required to vacate he position before the conclusion of his term of office except upon the basis of a vote of the General Membership supported by the representatives of not less than three-quarters of the member bodies of the Federation.

14. No resolution proposing the removal of any Board member may be placed before the General Membership except upon the basis of evidence of dereliction of duty or dishonesty.

Meetings, Notice and Voting

14. The Board of Directors shall meet at such times and places or by such means as the President may determine, but not less than twice in each calendar year.

15. Not less than two months' notice of each meeting of the Board of Directors shall be given by the Chief Executive Officer to all members of the Board.

16. The Chief Executive Officer shall transmit also to Board members an agenda, with supporting papers as required, not less than one month before the meeting is to be held; and minutes, not more than one month after the meeting has been held.

17. Where matters reserved for the Board of Directors decision require urgently to be resolved and the circumstances are such that it is either impossible or impractical for a meeting of the Board to be duly called under the notice provisions set out herein, the President may communicate in writing with all Board of Directors members, setting out the issue upon which their opinion is sought, and seeking their written vote. Where this procedure is invoked, the President shall indicate the date before which he requires votes to be registered, but in no case shall a period of less than two weeks from the receipt of he communication be afforded for the response of Board of Directors members.

18. The President shall preside at all meetings of the Board of Directors but, if he is absent, the President-Elect shall preside. If the President-Elect is not present, the Board of Directors shall elect another member of the Board of Directors to preside at the meeting.

19. Decisions of the Board of Directors shall be reached by simple majority vote of those Board members present in person. The Chief Executive Officer shall not have a vote at the Board of Directors. Proxies are not permitted for decisions of the Board of Directors.

20. The President shall not vote on any motion coming before the Board of Directors, except that he may vote to break a tie. Notwithstanding the foregoing, any Board of Directors member temporarily presiding at a meeting of the Committee may vote on motions before the Board.

21. Board of Directors members retain their right to vote on matters referred to the General Membership at the General Membership meeting.

Quorum of Board of Directors

22. Business may not be validly transacted at any Board of Directors meeting unless at least eight voting Board members are present in person at that meeting.

Attendance Requirement

23. Members of the Board of Directors are expected to attend its meetings regularly.

Committees

24. The Board of Directors may establish from time to time such other sub-units or committees as it deems necessary and appropriate to carry out the business and mission of the Federation, and may determine the terms of reference for such sub--units or committees. The Board of Directors shall promulgate written policies regarding the purpose, roles, governance, and conduct of these sub-units or committees. Such committees shall report to the Board of Directors in accordance with Board of Directors instructions and requirements.

Special Interest Groups

25. The Board of Directors may establish from time to time such other Federation special interest groups in an effort to undertake common activities of particular interest. The Board of Directors shall promulgate written policies regarding the purpose, roles, governance, and conduct of these groups. Such groups shall report to the Board of Directors in accordance with Board of Directors instructions and requirements.

ARTICLE V – OFFICERS

1. The Officers of the Federation shall include the President; the President-Elect; the Treasurer; the Chief Executive Officer and such other officers as the General Membership may determine from time to time.

Nomination of Officers

2. Nominations for election as President-Elect and Treasurer shall be presented to the Board by a Nominating Committee, which shall be comprised of the Immediate Past President, the President Elect and the President.

3. The President-Elect shall be nominated from amongst the members of the Board of Directors. Candidates for nomination as Treasurer shall be persons professionally experienced in one or more of the areas of activity covered by the Federation, but subject to this proviso, and to the other requirements of the Constitution and these Regulations, any individual member of a member body in good standing is eligible for election as Treasurer.

President

4. The President shall preside at meetings of the General Membership and of the Board of Directors, provide leadership and strategic direction to the Federation, provide guidance to the Chief Executive Officer, serve as a chief spokesman for the Federation, deliver an annual address to the General Membership on the state of the Federation, and carry out such other responsibilities as are ordinarily expected of the President The President shall be a member of the Board of Directors.

5. For as long as he holds office, the President shall not represent on the General Membership or the Board of Directors the Member Body from which he comes, nor shall he vote on motions before the General Membership or the Board of Directors, except for the purpose of breaking a tie. If, on election, he shall have been a delegate to the General Membership, his place may be taken by a new delegate nominated by the Member Body concerned.

President-Elect

6. The President-Elect shall preside at meetings of the General Membership and the Board of Directors when the President is unable to do so, and shall support the President in the performance of that Officer's work as required. The President-Elect shall be elected by the Board of Directors from among its members. Upon completion of the term of the President, the President-Elect shall assume the office of President.

Treasurer

7. The Treasurer shall be responsible for overall financial oversight of the Federation, including oversight of the financial administration of the Chief Executive Officer.

Chief Executive Officer

8. The Federation, through the Board of Directors, may engage or employ a Chief Executive Officer who may or may not come from a Member Body. Should the Chief

Executive Officer come from a Member Body, he will immediately cease to represent that organization and his seat may be filled by a new representative from that Member Body.

9. The Chief Executive Officer shall be appointed by the Board of Directors under contractual terms and conditions, including compensation, to be determined by the Board of Directors. If the Chief Executive Officer terminates his contract with the Federation prior to its intended expiration date, the Board of Directors may appoint another Chief Executive Officer in its best interest.

10. The Chief Executive Officer shall be the senior manager of the Federation and shall be responsible for the business affairs and operation of the Federation, including implementation of the strategic plan and budget, within such limits as the Board of Directors may establish from time to time.

11. The duties of the Chief Executive Officer shall include ensuring there is a current strategic plan for the Federation in place. The Chief Executive Officer shall also ensure that a Policies and Procedures Manual exists that contains the information necessary to make these regulations operational.

Replacement of Board of Directors Members Not Completing Their Terms

12. Should any Officer be unable to complete his term, the Board of Directors shall elect a replacement. In the case of the President--Elect or Treasurer, the person elected to complete the term of another shall be eligible to serve a full term of his own.

13. Regional Vice Presidents will be replaced through the decision of the Member Bodies in the region that is affected.

ARTICLE VI – REGIONS

1. The General Membership may elect to segment the globe geographically into regions. Each region shall be entitled to appoint one Regional Vice--President, who shall be a member of the Board of Directors.

ARTICLE VII – FINANCES

1. The Federation’s fiscal year shall be the calendar year, as will its membership year.

2. The Federation’s financial records shall be denominated in euros (EUR).

3. The Board of Directors shall promulgate policies regarding the accounting and reporting functions of the Federation and the collection and disbursement of funds.

4. Taking into account the agreed objects of the federation the Board of Directors shall every two years agree a business and financial plan which sets the priorities for the coming years. This two year business and financial plan shall be adopted by the General Membership. The Board of Directors and the Chief Executive Officer shall progress the Federation’s affairs in conjunction with this plan.

5. Each year the Board shall recommend for approval and engagement by the Council independent auditors to review the accounts and prepare audited financial statements, which shall be presented to the Board of Directors and the General Membership.

6. Dues and fees shall be set by the Board of Directors in conjunction with the budget process and the decision of the Board of Directors shall be binding on the Member Bodies.

7. All expenses for individuals attending events of the Federation shall be the responsibility of the individual with the exception that reasonable expenses of the President and the Chief Executive Officer may be paid by the Federation, as well as reasonable expenses for others where those expenses have been previously approved through the annual budget process or by approval of the Board of Directors during any fiscal year to accommodate emergency situations.

8. The acceptance of gifts, grants or any other funds shall be at the discretion of the Board of Directors and shall be dependent:

(a) Upon neither the Federation nor any of its officer members or staff becoming thereby indebted to, or dependent upon, the person or organization offering the funds

(b) Upon the Federation not being required to lend its name to any project inconsistent with its objects

(c) Upon a proper scheme for financial control being in place

9. Authorized financial signatures for expending Federation funds:

(a) Chief Executive Officer (primary), Treasurer or President (secondary) for any expenditure approved by the Board of Directors through the annual budgeting process.

(b) The Board of Directors may authorize additional signatory authorities or change the same to accommodate unforeseen/unplanned situations.

ARTICLE VIII – AFFILIATIONS

1. Applications to become affiliated to the Federation may be entertained from organizations which while not satisfying the criteria for Membership set out elsewhere in the Constitution and these Regulations:

(a) Have strong and legitimate interests in one or more of the areas of activity covered by the Federation

(b) Can bring skills, contacts and knowledge of benefit to the Federation, and the better attainment of its objectives

(c) Are organized and operate in ways which at no point conflict with the objectives or activities of the Federation.

2. The Board of Directors shall promulgate written policies regarding the purpose, parameters, roles, governance, fees and subscriptions related to these affiliates and their relationship to the Federation and its mission.

ARTICLE IX – AMENDMENT OF THE REGULATIONS

1. Proposed amendments to these Regulations shall be submitted to the Chief Executive Officer by the General Membership representative making the proposal not less than three months prior to the date of the next regularly scheduled General Membership meeting. The Chief Executive Officer shall transmit such proposed amendments to all General Membership representatives not less than two months prior to the next regularly scheduled General Membership meeting.

2. Amendments to these Regulations must be approved by two-thirds of the representatives of Member Bodies attending in person or by proxy and voting at the next regularly scheduled and duly constituted General Membership meeting.

3. The Regulations may also be amended prior to the holding of a General Membership meeting upon a vote of more than two-thirds of representatives of all Member Bodies entitled to vote, provided three months' notice of any such proposed change has been transmitted to the representatives of all Member Bodies of the Federation and who shall be given fifteen days to cast their vote. Votes not cast will be assumed to be in favour of any such proposed amendment.

4. Proposals that have been transmitted to the representatives of Member Bodies in accordance with this Article may be further amended at the General Membership meeting at which such proposals are being considered.

ARTICLE X – LEGAL AND GENERAL PROVISIONS

1. In any meetings held by the Federation, the General Membership, the Board of Directors or any other sub-units or committees that may be established, procedure will be governed by common sense and sound business practice.

2. Subject to the terms of the Constitution, all elections may be conducted by vote in person by ballot, by mail, or by electronic means, including email, facsimile, or any other means the Board shall approve from time to time, addressed to the address of record of the recipient in the records of the Federation.

3. The Federation shall and does hereby agree to indemnify, hold harmless and defend any director, officer, committee member or employee thereof (each of the foregoing being hereinafter referred to individually as an "**Indemnified Party**") against all actions, claims, liabilities, losses, expenses (including attorney's fees and legal expenses related to defense of same), fines, penalties, taxes or damages (collectively "**Liabilities**") asserted by any third party where such Liabilities arise out of or result from service of the Indemnified Party to the Federation or any work or action undertaken on behalf of the Federation by the Indemnified Party. An Indemnified Party shall promptly notify the Federation of any actual, known or potential third party claim and the Federation may, at the Federation's sole option, conduct the defense in any

such third party action arising as described herein at the Federation's sole expense and the Indemnified Party shall cooperate in such defense.

4. These Regulations shall take effect as of January 1, 2019. As of that date, and subject to any transitional provisions in these Regulations, in the Constitution or in any other Regulations made there under, any previous Regulations of the Federation shall be repealed, replaced, and of no further effect.

5. Where the masculine is used in the Regulations, it covers both male and female. The Federation's financial records shall be denominated in euros (EUR).