

---

+

**ARTICLES OF ASSOCIATION OF  
FOUNDATION FOR ENVIRONMENTAL EDUCATION  
("FEE")**

**(as adopted by Special Resolution dated 17th June 2008 and altered by Special  
Resolution dated 16<sup>th</sup> June 2009)**

**PART A. INTRODUCTION**

**1. INTERPRETATION**

1.1 In these Articles:

"the Act"	means the Companies Act 2006
"Affiliate Member"	means a person admitted as an affiliate member under Article 5
"the Articles"	means these Articles of Association of FEE
"Associate Member"	means a person admitted as an associate member under Article 4
"the Executive Board"	means the board of Directors of FEE and (where appropriate) includes a Committee and the Directors acting by written resolution
"Executive Board Meeting"	means a meeting of the Executive Board
"Business Day"	means any day other than a Saturday or Sunday
"Chair"	means (subject to the context) either the President or where the President is not present or has not taken the chair at a meeting means the person who is chairing an Executive Board Meeting or General Meeting at the time

---

"Clear Days"	in relation to a period of notice means the period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect
"Committee"	means a Committee of the Executive Board exercising powers delegated to it by the Executive Board
"Companies House"	means the office of the Registrar of Companies
"Director"	means any director of FEE
"General Meeting"	means a general meeting of the Members of FEE
"electronic communication"	means as defined in the Electronic Communications Act 2000
"FEE"	means the company intended to be regulated by the Articles
"Full Member"	means a person admitted as a full member under Article 3
"General Assembly"	means a General Assembly of the Members of FEE
"Honorary Member"	means a person admitted as an honorary member under Article 6
"including"	means "including without limitation" and "include" and "includes" are to be construed accordingly
International Programme Co-Ordinator"	means a person who is delegated the authority and responsibility by the General Assembly of co-ordinating the operation of a Programme
"Member"	means any member of FEE, of whatever class
"the Memorandum"	means the Memorandum of Association of FEE

---

"the Objects"	means the objects of FEE set out in Clause 3 of the Memorandum
"Observers"	means those persons (other than Directors) present under Article 30 at an Executive Board Meeting
"President"	means the President of FEE appointed from time to time pursuant to Article 28
"Programme"	means any programme approved by the General Assembly from time to time and at the date of incorporation of FEE includes:- <ul style="list-style-type: none"> <li>- Blue Flag ;</li> <li>- Eco-Schools;</li> <li>- Learning about Forests;</li> <li>- Young Reporters for the Environment.</li> <li>- Green Key</li> </ul>
"Registered Office"	means the registered office of FEE
"Secretary"	means the secretary of FEE including a joint, assistant or deputy secretary
"Secretariat"	the body responsible for managing the administration of FEE as referred to in Article 32
"Vice President"	means the person elected as Vice President of FEE under Article 28
"Working Party"	means a body established by the Executive Board to make recommendations to the Executive Board but without decision-making powers

1.2 In the Articles:

- 1.2.1 terms defined in the Act are to have the same meaning;
- 1.2.2 references to the singular include the plural and vice versa and to the masculine include the feminine and neuter and vice versa;
- 1.2.3 references to "organisations" or "persons" include corporate bodies, public bodies, unincorporated associations and partnerships;

- 
- 1.2.4 references to legislation, regulations, determinations and directions include all amendments, replacements or re-enactments and references to legislation (where appropriate) include all regulations, determinations and directions made or given under it;
  - 1.2.5 references to Clauses are to clauses of the Memorandum and to Articles are to those within the Articles;
  - 1.2.6 the index and headings are not to affect their interpretation; and
  - 1.2.7 terms defined in the Memorandum have the same meaning in the Articles and vice versa.
- 1.3 None of the Tables A to F in the Companies (Tables A to F) Regulations 1985 apply to FEE.

---

## **PART B. MEMBERSHIP**

### **2. MEMBERS**

- 2.1 There are to be four classes of Membership of FEE as follows:-
  - 2.1.1 Full Members admitted under the provisions of Article 3
  - 2.1.2 Associate Members admitted under the provisions of Article 4
  - 2.1.3 Affiliate Members admitted under the provisions of Article 5
  - 2.1.4 Honorary Members admitted under the provisions of Article 6
- 2.2 A person may not be admitted as a Member unless he has signed a written application to become a Member in such form as the Executive Board requires;
- 2.3 Membership of FEE is personal and not transferable.
- 2.4 The status of a Member as a Full Member, or an Associate Member, or an Affiliate Member or an Honorary Member must be stated in FEE's Register of Members.

### **3. FULL MEMBERS**

- 3.1 The Subscribers to the Memorandum of Association of FEE shall be the first Full Members
- 3.2 Except as set out in 3.1, Full Members shall be appointed by the Executive Board subject to confirmation of appointment by a 2/3 majority vote of the General Assembly
- 3.3 The criteria for admission to Full Membership shall be that the applicant is an organisation that has been approved by the General Assembly to represent FEE in its country or region and that the applicant shall accept such responsibilities for running programmes and other activities as the Executive Board may from time to time by standing order issued under Article 39 prescribe.
- 3.4 Full Members shall pay such membership fees as the General Assembly may from time to time prescribe.

- 
- 3.5 At any meeting of the General Assembly a Full Member shall (provided all membership fees due to FEE have been paid) have two votes
  - 3.6 The continued satisfaction by a Full Member of the membership criteria referred to in 3.3 may be reviewed by the General Assembly from time to time and at least every four years in such manner as the Executive Board may from time to time by standing order issued under Article 39 prescribe. In the event that at any time, the General Assembly considers the performance of a Full Member to be unsatisfactory it may by 2/3 majority vote, resolve that such Full Member shall be reclassified as an Associate Member

#### **4. ASSOCIATE MEMBERS**

- 4.1 Associate Members shall be appointed by the Executive Board subject to confirmation of appointment by a 2/3 majority vote of the General Assembly
- 4.2 The criteria for admission to Associate Membership shall be that the applicant is a organisation that has been approved by the General Assembly to represent FEE in its country or region and that the applicant shall accept such responsibilities for running at least one program and such other activities as the Executive Board may from time to time by standing order issued under Article 39 prescribe.
- 4.3 Associate Members shall pay such membership fees as the General Assembly may from time to time prescribe by standing order issued under Article 39
- 4.4 At any meeting of the General Assembly an Associate Member shall (provided all membership fees due to FEE have been paid) have one vote.
- 4.5 The continued satisfaction by an Associate Member of the membership criteria referred to in 4.2 may be reviewed by the General Assembly from time to time and at least annually in such manner as the Executive Board may from time to time by standing order issued under Article 39 prescribe.
- 4.6 Associate Members must demonstrate that they are working towards Full Membership which they shall be expected to attain within three to five years of admission as an Associate Member

---

## **5. AFFILIATE MEMBERS**

- 5.1 Affiliate Members shall be appointed by the Executive Board subject to confirmation of appointment by a 2/3 majority vote of the General Assembly which, where the Affiliate Member is a national organisation, must include the vote in favour of such appointment of the Full Member which is based in the country or region where the Affiliate Member is based
- 5.2 The criteria for admission to Affiliate Membership shall be that the applicant is an organisation that has been collaborating with FEE and that the applicant shall accept such responsibilities for running programmes and other activities as the Executive Board may from time to time by standing order issued under Article 39 prescribe.
- 5.3 Affiliate Members shall pay such membership fees as the General Assembly may from time to time prescribe by standing order issued under Article 39
- 5.4 An Affiliate Member shall be entitled to receive notice of and attend at all meetings of the General Assembly, but shall not be entitled to vote at any meeting of the General Assembly.
- 5.5 The continued satisfaction by an Affiliate Member of the membership criteria referred to in 5.2 may be reviewed by the General Assembly from time to time and at least annually in such manner as the Executive Board may from time to time by standing order issued under Article 39 prescribe.

## **6 HONORARY MEMBERS**

- 6.1 Honorary Members shall be appointed by the Executive Board subject to confirmation of appointment by a 2/3 majority vote of the General Assembly
- 6.2 The criteria for admission to Honorary Membership shall be that the applicant has made significant contribution to the Objects of FEE and such other criteria as the Executive Board may from time to time by standing order issued under Article 39 prescribe.
- 6.3 Honorary Members shall not be required to pay any membership fee

- 
- 6.4 Honorary Members shall be entitled to receive notice of and attend and speak at all meetings of the General Assembly, but shall not be entitled to vote at any meeting of the General Assembly

## **7. TERMINATION OF MEMBERSHIP**

- 7.1 A person will cease to be a Member:-
- 7.1.1 on giving written notice of resignation to the Secretary;
  - 7.1.2 if being an individual, that Member dies or is adjudged bankrupt
  - 7.1.3 if, being an organisation, that Member is dissolved or passes a resolution for winding-up or if a petition is presented for the winding-up of that Member.
  - 7.1.4 if a 2/3 resolution of a General Meeting so resolves
  - 7.1.5 if that Member fails to pay any membership fee payable by it and such fee remains unpaid more than six months after written notice has been sent by the Executive Board to that Member requesting payment and stating that failure to make payment will result in termination of membership.
  - 7.1.6 If that Members in other ways does not fulfill the commitments as agreed upon in the application to FEE

---

## **PART C. GENERAL ASSEMBLY**

### **8. GENERAL ASSEMBLY**

- 8.1 There must be no more than 27 months between one General Assembly and the next.
- 8.2 The General Assembly is to be held at such time and place as the Executive Board decides.
- 8.3 The business of the General Assembly is:-
- 8.3.1 to confirm the appointment of new Members (if necessary);
  - 8.3.2 to appoint the Secretary (if necessary)
  - 8.3.3 to appoint Directors ; and
  - 8.3.4 to transact any other business specified in the notice convening the meeting.

### **9. GENERAL MEETINGS**

- 9.1 A Meeting of the Members other than a General Assembly is called a General Meeting.
- 9.2 A General Meeting is to be called by the Executive Board.
- 9.3 On receiving a requisition from at least one third of the Full Members having the right to attend and vote at a meeting of the General Assembly the Executive Board must immediately convene a General Meeting.

### **10. NOTICE OF MEETINGS**

- 10.1 The date and venue of a General Assembly shall be notified to all Members at least four months in advance and, subject to that, a General Assembly must be called by at least 21 Clear Days' notice.

- 
- 10.2 A General Meeting must be called by at least 14 Clear Days' notice.
- 10.3 A General Meeting may be called by shorter notice if this is agreed by a majority in number of the Members who may attend and vote and who together hold 90% or more of the total voting rights of all of the Members at the General Meeting.
- 10.4 The notice must specify:-
- 10.4.1 the time, date and place of the Meeting of the General Assembly;
  - 10.4.2 the general nature of the business to be transacted; and
  - 10.4.3 in the case of a General Assembly, that it is the General Assembly.
- 10.5 Notice of a Meeting of the General Assembly must be given to all of the Members, the Directors and FEE's auditors (if any).
- 10.6 The accidental omission to give notice of a General Meeting to, or the non-receipt of notice of a General Meeting by, any person entitled to receive notice will not invalidate the proceedings at that General Meeting.

## **11 QUORUM**

- 11.1 No business may be transacted at a General Meeting unless a quorum is present.
- 11.2 The quorum for General Meetings is one third of the Full Members for the time being, present in person or by their duly appointed representative.
- 11.3 A Member may be part of the quorum at a General Meeting if he can hear, comment and vote on the proceedings through telephone, video conferencing or other communications equipment. It shall be for the President to decide whether or not FEE should arrange for any video or telephone conferencing facilities should be made available at a General Meeting but no Member shall have any right to demand such facilities.
- 11.4 If a quorum is not present within 15 minutes from the time of the General Meeting or a quorum ceases to be present during a General Meeting it must be adjourned to such time and place as the Executive Board decides.

---

11.5 If at the adjourned meeting there are again insufficient Full Members present within 15 minutes from the time of the adjourned General Meeting to constitute a quorum then those Members who are present (provided that they number at least three) shall constitute a quorum for the purpose of allowing any business of the adjourned meeting to be conducted.

11.6 Reasonable notice of an adjournment of a General Meeting because of a lack of quorum and the time and place of the adjourned General Meeting must be given to all Members.

## **12. CHAIR AT GENERAL MEETINGS**

12.1 The President, or any member of the Executive Board nominated by the President is to chair all General Meetings.

12.2 If the President is not present within 15 minutes from the time of the General Meeting then the Vice-President must nominate a member of the Executive Board to chair the General Meeting .

12.3 If neither the President nor the Vice President is present and willing to act within 15 minutes from the time of the General Meeting , the Members present must choose one of their number to chair the Meeting of the General Assembly.

## **13. ADJOURNMENT OF GENERAL MEETINGS**

13.1 The Chair may, with the consent of a General Meeting at which a quorum is present (and must if so directed by the General Meeting), adjourn it to a time and place agreed by the General Meeting.

13.2 The Chair may adjourn a General Meeting if it appears to the Chair that adjournment is necessary for the business of the meeting to be properly conducted.

13.3 The only business which may be transacted at an adjourned General Meeting is that left unfinished from the General Meeting which was adjourned.

13.4 It is not necessary to give notice of a General Meeting which is adjourned under Article 13.1 or 13.2 unless it is adjourned for 30 days or more in which case 7 Clear Days notice must be given.

- 
- 13.5 Resolutions passed at an adjourned General Meeting are to be treated as having been passed on the date on which they were actually passed.

#### **14. VOTING AT GENERAL MEETINGS**

- 14.1 Resolutions are to be decided on a show of hands unless a ballot is properly demanded.
- 14.2 Each Full Member present in person or by duly authorised representative has two votes on a show of hands and a ballot.
- 14.3 Each Associate Member present in person or by duly authorised representative has one vote on a show of hands and a ballot.
- 14.4 If there is an equality of votes on a show of hands or a ballot the Chair is entitled to a second or casting vote.
- 14.5 An objection to the qualification of any voter may only be raised at the General Meeting at which the vote objected to is tendered. Every vote not disallowed at the General Meeting is valid. An objection made in time must be referred to the Chair whose decision is final.
- 14.6 A declaration by the Chair that a resolution has been carried (or not carried) unanimously, or by a particular majority, which is entered into the minutes of the meeting is conclusive evidence of the fact unless a ballot is demanded.

#### **15. BALLOTS**

- 15.1 A ballot may be demanded by the Chair or any two Full Members before or on the declaration of the result of a show of hands.
- 15.2 A demand for a ballot may be withdrawn before the ballot is taken. If the demand for a ballot is withdrawn the result of the show of hands will stand.
- 15.3 The demand for a ballot will not prevent the General Meeting continuing to transact business other than in relation to the question on which the ballot is demanded.

- 
- 15.4 A ballot is to be taken as the Chair directs. The Chair may appoint scrutineers (who need not be Members) and set a time and place to declare the result. The result will be the resolution of the General Meeting at which the ballot was demanded but will be treated as passed when the result is declared.
- 15.5 A ballot on the election of a chair or an adjournment must be taken immediately. A ballot on any other question may be taken either immediately or at such time and place as the Chair directs.
- 15.6 At least 7 Clear Days' notice must be given of the time and place at which the ballot is to be taken unless the time and place are announced at the General Meeting at which it is demanded.

## **16. PROXIES AND REPRESENTATIVES**

- 16.1 Members shall not be entitled to appoint proxies to attend or vote at any General Meeting of FEE. However, Full Members, Associate Members and Affiliate Members shall appoint one named individual who is a duly authorised representative of that Member in writing. The Executive Board may from time to time prescribe a form to appoint a representative by standing order made under Article 39.
- 16.2 An appointment of representative will only be valid if the document appointing a representative (and any power of attorney or other authority (if any) under which it is signed) or a properly certified copy is deposited at the Registered Office at least 24 hours before the starting time for the General Meeting or adjourned General Meeting at which the representative proposes to vote.
- 16.3 No document appointing a representative will be valid for more than 12 months.

## **17. MEMBERS' WRITTEN RESOLUTIONS**

- 17.1 Subject to the Act, a written resolution signed by a 75% majority in the case of a Special Resolution and a simple majority in the case of an Ordinary Resolution, of votes available to all of the Members entitled to attend and vote at a General Meeting is as valid as if it had been passed at a General Meeting.
- 17.2 A resolution under Article 17.1 may consist of several documents in similar form each signed by one or more Members.

---

## **PART D. DIRECTORS**

### **18. APPOINTMENT OF DIRECTORS**

- 18.1 Directors shall be appointed for a two year term of office by simple majority vote of the General Assembly and shall hold office until the next General Assembly following expiry of such two year term, subject to a right to offer himself for re-election by the General Assembly. The President shall be appointed for a four-year term of office and shall hold office until the next General Assembly following expiry of such four year term, subject to a right to offer himself for re-election by the General Assembly. There shall be no less than six Directors, but there shall be no maximum limit on the number of Directors.
- 18.2 The Executive Board shall have the power to co-opt persons to the Executive Board. Any person so co-opted shall hold office until the next General Assembly and shall then offer himself for election by the General Assembly.

### **19. COMPOSITION OF THE EXECUTIVE BOARD**

- 19.1 The appointment of a Director is not to take effect until he has signed the prescribed Companies House form consenting to act. The appointment or election of any person as a Director who has not done so within one month of election or appointment is to lapse unless the Executive Board resolves that there is good cause for the delay.
- 19.2 Except for the President, who need not be the nominated representative of a Full Member, a person may not be appointed as a Director unless he is a nominated representative of a Full Member.
- 19.3 Each Director (other than the President) will retire at the General Assembly next following expiry of his two year term of office and may (if he so wishes) offer himself for re-election.

### **20. OBLIGATIONS OF DIRECTORS**

- 20.1 The Executive Board must set out the obligations of every Director to the Executive Board and to FEE in writing. The statement of Directors' obligations is not intended

---

to be exhaustive and the Executive Board must review and may amend it from time to time.

- 20.2 The statement of the obligations of the Directors to FEE must include:-
- 20.2.1 a commitment to its values and objectives (including equal opportunities);
  - 20.2.2 an obligation to contribute to and share responsibility for the Executive Board's decisions;
  - 20.2.3 an obligation to read Executive Board papers and to attend meetings, training sessions and other relevant events;
  - 20.2.4 an obligation to declare relevant interests;
  - 20.2.5 an obligation (subject to any overriding legally binding requirement to the contrary) to keep confidential the affairs of the Executive Board;
  - 20.2.6 an obligation to comply with their fiduciary duties, including to :-
    - 20.2.6.1 act in the best interests of FEE;
    - 20.2.6.2 declare any interests a Director may have in matters to be discussed at Executive Board meetings and not put himself in a position where personal or national interest or a duty owed to another conflicts with the duties owed to FEE;
    - 20.2.6.3 secure the proper and effective use of FEE's property;
    - 20.2.6.4 act personally;
    - 20.2.6.5 act within the scope of any authority given;
    - 20.2.6.6 use the proper degree of skill and care when making decisions;
    - 20.2.6.7 act in accordance with the Memorandum and Articles; and
    - 20.2.6.8 a reference to their obligations under the general law.
- 20.3 A Director must sign and deliver to the Executive Board a statement confirming he will meet his obligations to the Executive Board and to FEE within one month of his appointment or election. The Executive Board may change the statement from time to time.

---

## 21. RETIREMENT AND REMOVAL OF DIRECTORS

- 21.1 Each Director (other than the President) will retire at the General Assembly next following expiry of his two year term of office and may (if he so wishes) offer himself for re-election.
- 21.2 At the General Assembly next following the expiry of the President's four year term of office, the President will retire and may (if he so wishes) offer himself for re-election.
- 21.3 A Director will cease to hold office if he:-
- 21.3.1 Retires at the end of his term of office of two years (or in the case of the President/Secretary four years) and either does not offer himself for re-election or if, having offered himself for re-election, is not re-elected by the General Assembly
  - 21.3.2 dies;
  - 21.3.3 ceases to be a Director under the Act or is prohibited by law from being a Director;
  - 21.3.4 becomes incapable of managing and administering his own affairs because of mental disorder illness or injury;
  - 21.3.5 is declared bankrupt or makes any arrangement or composition with his creditors;
  - 21.3.6 is removed from office under Article 22;
  - 21.3.7 resigns by written notice to the Secretary;
  - 21.3.8 is absent without good reason from three consecutive Executive Board Meetings which are held no more frequently than once per month and the Executive Board resolves (by a majority of the Directors present and voting) that he should cease to be a Director;
  - 21.3.9 fails to sign a statement of his obligations under Article 20 within one month of his election or appointment and the Executive Board resolves that he be removed.

---

## 22. COMPLAINTS ABOUT DIRECTORS

- 22.1 If the President receives a written complaint identifying the complainant and alleging conduct detrimental to the interests of FEE which, in his reasonable opinion, suggests that there is a prima facie case for the complaint to be investigated in accordance with the provisions of this Article, he may suspend the Director concerned.
- 22.2 Conduct detrimental to the interests of FEE includes, but is not limited to:-
- 22.2.1 any breach of a Director's obligations as set out in the statement of obligations of Directors signed by him under Article 20 or otherwise; and
  - 22.2.2 conviction for any offence which is likely to bring FEE into disrepute.
- 22.3 Where the President is absent or the complaint is about the President then the Vice President may exercise the power to suspend a Director under Article 22.1 in the same circumstances as the President.
- 22.4 The Director whose conduct is complained of must immediately be notified in writing either by the Secretary or by the President or the Vice President of the complaint and of any suspension which if exercised under Article 22.1 or 22.2 will be effective from the date of the notice. During the period of any suspension the Director must not:-
- 22.4.1 participate in an Executive Board Meeting;
  - 22.4.2 authorise or incur expenditure on behalf of FEE;
  - 22.4.3 make use of any property belonging to FEE in his capacity as a Director;
  - 22.4.4 hold himself out as a Director of FEE; or
  - 22.4.5 seek to commit FEE to any obligation.
- 22.5 On receipt of a complaint under Article 22.1 the President or the Vice President must immediately refer the matter for full investigation to a Committee established to hear complaints (a "Standards Committee").
- 22.6 The Standards Committee must carry out its investigation promptly and during the course of its investigation:-

- 
- 22.6.1 give to the Director whose conduct is complained of an opportunity to answer the complaint and justify why he should not be removed from office as a Director; and
- 22.6.2 consider the evidence supporting the complaint and any evidence presented by the Director.
- 22.7 On completion of its investigation the Standards Committee may either:-
- 22.7.1 conclude that no further action be taken and lift any suspension which has been imposed on the Director; or
- 22.7.2 remove the Director from his office as a Director.
- 22.8 The Standards Committee must notify the Director whose conduct is complained of as to its decision in writing. If its decision is that no further action be taken and/or any suspension should be lifted then the Director will be restored to his office with effect from the date upon which the written notice of the Standards Committee's decision is given to the Director.
- 22.9 If its decision is to remove the Director whose conduct is complained of from his office, then the Director will be deemed to have been removed from his office with effect from the date upon which the written notice of the Standards Committee's decision is given to him.
- 22.10 A Director who is removed from office following an investigation carried out by the Standards Committee may appeal against the decision of the Standards Committee to the Executive Board.
- 22.11 The Executive Board may delegate to a Committee constituted for the purpose the hearing of the appeal but no member of the Standards Committee may hear the appeal. Pending the outcome of the appeal the decision of the Standards Committee must stand.
- 22.12 If the decision of the appeal is that the Director should be restored to his office then he will be deemed to have been reappointed with effect from the date upon which the written notice of the appeal decision is given to the Director. The Executive Board must notify the Director of the decision of the appeal in writing.

---

22.13 There will be no further appeal from the Executive Board or the Committee established to hear the appeal.

## **23. DIRECTORS' INTERESTS**

23.1 A Director who has a direct or indirect interest in any contract, proposed contract, arrangement or dealing with FEE must declare his interest under section 317 of the Companies Act 1985 until section 177 of the Act comes into force and thereafter under that section before the matter is discussed by the Executive Board.

23.2 Every Director must ensure that at all times the Secretary has a list of:-

23.2.1 any other body of which he is a director or officer;

23.2.2 any firm in which he is a partner;

23.2.3 any public body of which he is an official or elected member;

23.2.4 any company whose shares are publicly quoted in which he owns or controls more than 2% of the shares;

23.2.5 any company whose shares are not publicly quoted in which he owns or controls more than 10% of the shares; or

23.2.6 any other interest which is significant or material.

23.3 A decision of the Executive Board will not be invalid because of the subsequent discovery of an interest which should have been declared.

### **23.4 Personal Interests**

23.4.1 A Director has a personal interest in a matter which is to be discussed or determined by the Executive Board if he will be directly affected by the decision of the Executive Board in relation to that matter.

23.4.2 A Director who has a personal interest in a matter which is to be discussed or determined by the Executive Board:-

23.4.2.1 may not count towards the quorum in relation to that matter;

23.4.2.2 may not take part in the discussion in relation to that matter;

- 
- 23.4.2.3 may not vote in relation to that matter; and
  - 23.4.2.4 must leave the Executive Board Meeting at which the matter is discussed and determined.

## 23.5 Non-Personal Interests

23.5.1 A Director who has an interest in a matter which is to be discussed or determined by the Executive Board but which is not a personal interest may, subject to his fulfilling his duty to act in the best interests of FEE and to the right of the remaining Directors to require that he should withdraw from the Executive Board Meeting at which the matter is to be discussed or determined:-

- 23.5.1.1 count towards the quorum in relation to that matter;
- 23.5.1.2 take part in the discussion in relation to that matter;
- 23.5.1.3 remain in the Executive Board Meeting at which the matter is to be discussed or determined; and
- 23.5.1.4 vote in relation to that matter.

23.5.2 A Director who has an interest in a matter which is to be discussed or determined by the Executive Board regarding the making of a financial grant to or the award of a contract for goods and/or services to an organisation and which affects the Director because he is an employee of or member of or otherwise directly associated with that organisation:-

- 23.5.2.1 may not count towards the quorum in relation to that matter;
- 23.5.2.2 may not take part in the discussion in relation to that matter;
- 23.5.2.3 may not vote in relation to that matter; and
- 23.5.2.4 must leave the Executive Board Meeting at which the matter is discussed and determined.

---

## **PART E. EXECUTIVE BOARD MEETINGS**

### **24. FUNCTIONS OF THE EXECUTIVE BOARD**

24.1 The Executive Board must direct FEE's affairs in such a way as to promote the Objects. Its functions include:

24.1.1 defining and ensuring compliance with the values and objectives of FEE;

24.1.2 recommending to the General Assembly policies and plans to achieve those objectives;

24.1.3 approving each year's accounts before publication;

24.1.4 establishing and overseeing a framework of delegation of its powers to Committees, International Programme Co-ordinators and Working Parties under Article 29 with proper systems of control;

24.1.5 monitoring FEE's performance in relation to its plans budget controls and decisions;

24.1.6 satisfying itself that FEE's affairs are conducted in accordance with generally accepted standards of performance and propriety; and

24.1.7 taking appropriate advice on the items listed in Article 24.1.1 to 24.1.6 and in particular on matters of legal compliance and financial viability.

24.2 None of the functions in Article 24.1 may be delegated.

### **25. POWERS OF THE EXECUTIVE BOARD**

25.1 Subject to the Act, the Memorandum and the Articles, the business of FEE is to be managed by the Executive Board who may exercise all of the powers of FEE.

25.2 An alteration to the Memorandum or the Articles does not invalidate earlier acts of the Executive Board which would have been valid without the alteration.

25.3 In performing their functions the Executive Board must consider the interests of FEE's employees (if any).

### **26. EXECUTIVE BOARD MEETINGS**

- 
- 26.1 Subject to the Articles, the Executive Board may regulate Executive Board Meetings as it wishes.
- 26.2 Executive Board Meetings may be called by any Director or the Secretary.
- 26.3 The Secretary must give 21 days notice of Executive Board Meetings to each of the Directors
- 26.4 An Executive Board Meeting which is called on shorter notice than required under Article 26.3 is deemed to have been duly called if at least two Directors certify in writing that because of special circumstances it ought to be called as a matter of urgency.
- 26.5 Questions arising at an Executive Board Meeting are to be decided by a majority of votes.
- 26.6 If there is an equality of votes the Chair is entitled to a second or casting vote.
- 26.7 A technical defect in the appointment of a Director or in the delegation of powers to a Committee of which the Executive Board is unaware at the time does not invalidate decisions taken in good faith.

## **27. QUORUM FOR EXECUTIVE BOARD MEETINGS**

- 27.1 The quorum for Executive Board Meetings is more than one half of the total number of Directors of the Company from time to time.
- 27.2 A Director may be part of the quorum at an Executive Board Meeting if he can hear comment and vote on the proceedings through telephone, video conferencing or other communications equipment. It shall be for the President to decide whether or not FEE should arrange for any video or telephone conferencing facilities to be made available at a meeting of the Executive Board but no Member shall have any right to demand such facilities.
- 27.3 The Executive Board may act despite vacancies in its numbers but if the number of Directors is less than two then the Executive Board may act only to call a General Meeting

- 
- 27.4 At an Executive Board Meeting which remains inquorate for 15 minutes after its starting time or one which becomes inquorate for more than 15 minutes the Directors present may act only to adjourn it to such other time and place as they decide or to call a General Meeting.
- 27.5 If at the adjourned meeting there are again insufficient Directors present within 15 minutes from the time of the adjourned Executive Board Meeting to constitute a quorum then those Directors who are present (provided that they number at least two) shall constitute a quorum for the purpose of allowing any business of the adjourned meeting to be conducted.

## **28. PRESIDENT AND VICE PRESIDENT**

- 28.1 FEE must have a President and a Vice-President. The President is elected by the General Assembly for a four year term and the Vice-President is elected by the Executive Board from among its number. Both the President and the Vice-President may be re-elected.
- 28.2 The President and the Vice-President may each resign from their position at any time (without necessarily resigning as Directors at the same time).
- 28.3 The President is to chair or nominate a chair for all Executive Board Meetings and meetings of the General Assembly at which he is present unless he is unwilling, or is not able, to do so.
- 28.4 If the President is not present within 15 minutes after the starting time of an Executive Board meeting then the Vice-President must chair or nominate a chair for that Executive Board Meeting.
- 28.5 If both the President and the Vice-President are not present within 15 minutes after the starting time of an Executive Board Meeting, then the Executive Board must elect one of the Directors who is present to chair the Executive Board Meeting.
- 28.6 The functions of the President are:-
- 28.6.1 to act as an ambassador for FEE and to represent the views of FEE to the general public and other organisations;

- 
- 28.6.2 to ensure that Executive Board Meetings and Meetings of the General Assembly are conducted efficiently;
- 28.6.3 to give all Directors an opportunity to express their views;
- 28.6.4 to ensure that the Executive Board monitors the use of delegated powers;
- 28.7 The role of the Vice-President is to deputise for the President during any period of his absence and, for that period, his functions shall be the same as those of the President.
- 28.8 Except to the extent that the Articles provide otherwise neither the President nor the Vice-President has any authority beyond that of any other Director.

---

**29. COMMITTEES, INTERNATIONAL PROGRAM CO-ORDINATORS AND WORKING PARTIES**

- 29.1 The Executive Board and General Meetings may:-
- 29.1.1 establish Committees consisting of those Directors, International Program Co-ordinators and other persons whom the Executive Board or General Meeting decide;
  - 29.1.2 subject to Article 24.1 delegate to a Committee any of its powers; and
  - 29.1.3 revoke a delegation at any time.
- 29.2 The Executive Board and General Meetings may establish Working Parties consisting of those persons whom the Executive Board or General Meeting decide. A Working Party may not take decisions on behalf of the Executive Board or General Meeting but may consider issues in depth with a view to making recommendations to the Executive Board or General Meeting.
- 29.3 The members of a Committee or a Working Party are to be appointed by the Executive Board or General Meeting but the Executive Board or General Meeting may give a Committee or a Working Party the right to co-opt individuals to its membership. The Executive Board or General Meeting is to determine the chair of and quorum for each Committee or Working Party.
- 29.4 Each member of a Committee or Working Party (including the chair) is to hold office from the date of his appointment until the term of office for which he has been appointed expires or he resigns or is removed by the Executive Board or General Meeting from the Committee or Working Party.
- 29.5 The Executive Board or General Meeting must specify the financial limits within which any Committee may function. A Working Party can have no authority to incur expenditure.
- 29.6 Every Committee or Working Party must report its proceedings and decisions to the Executive Board or General Meeting as the Executive Board or General Meeting determines.

**30. OBSERVERS**

- 
- 30.1 The Executive Board may allow individuals who are not Directors to attend Executive Board Meetings as Observers on whatever terms they decide.
  - 30.2 Observers may not vote, but may take part in discussions with the permission of and after giving advance warning to the Chair unless the Executive Board decides otherwise.
  - 30.3 The Executive Board may exclude Observers from any part of an Executive Board Meeting where the Executive Board considers the business is private.
  - 30.4 The Executive Board must exclude an Observer from any Executive Board Meeting at which a possible personal benefit to him is being considered.

### **31. DIRECTORS' WRITTEN RESOLUTIONS**

- 31.1 A written resolution signed by all of the Directors entitled to receive notice of an Executive Board Meeting (provided they would constitute a quorum at an Executive Board Meeting) is as valid as if it had been passed at an Executive Board Meeting.
- 31.2 A written resolution signed by all of the Members of a Committee (provided they would constitute a quorum of that Committee) is as valid as if it had been passed at a meeting of that Committee.
- 31.3 A resolution under Articles 31.1 or 31.2 may consist of several documents in similar form each signed by one or more of the Directors or Committee Members and will be treated as passed on the date of the last signature.

---

## **PART F. OFFICERS**

### **32. THE SECRETARY**

- 32.1 A Secretary must be nominated by a Full member and appointed by the Executive Board for a four year term of office.
- 32.2 The Full Member who nominated the Secretary shall provide the Secretariat function to FEE, the terms of such provision of Secretariat services to be as may be agreed from time to time by the Executive Board
- 32.3 The Secretary shall retire from office at the General Assembly next following the expiry of the Secretary's four-year term of office and may offer himself for re-election.

### **33. INDEMNITIES FOR OFFICERS AND EMPLOYEES**

- 33.1 No officer or employee is to be liable for losses suffered by FEE except those due to his own dishonesty or gross negligence.
- 33.2 Subject to the Act every Director, officer or employee is to be indemnified by FEE against any liability incurred in the discharge of his duties or in that capacity in defending any civil or criminal proceedings as long as:
- 33.2.1 judgment is given in his favour (or the proceedings are dealt with without a finding or admission of a material breach of duty by him); or
- 33.2.2 he is acquitted; or
- 33.2.3 relief is granted to him by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of FEE.

---

## **PART G. STATUTORY AND MISCELLANEOUS**

### **34. MINUTES**

- 34.1 The Secretary must keep minutes of all General Meetings.
- 34.2 The Executive Board must arrange for minutes to be kept of all Executive Board Meetings. The names of the Directors present must be included in the minutes.
- 34.3 Copies of the draft minutes of Executive Board Meetings must be distributed to the Directors as soon as reasonably possible after the meeting (not later than 2 months after the meeting) and always at least seven days before the next Executive Board Meeting (unless the next Executive Board Meeting is an urgent Executive Board Meeting).
- 34.4 Minutes must be approved as a correct record at the next General Meeting (as regards minutes of General Meetings) or Executive Board Meeting (as regards minutes of Executive Board Meetings). Once approved they must be signed by the person chairing the meeting at which they are approved.
- 34.5 The Executive Board must keep minutes of all of the appointments made by the Executive Board.

### **35. ACCOUNTS ANNUAL REPORT AND ANNUAL RETURN**

- 35.1 FEE must comply with Part 15 of the Act in:-
  - 35.1.1 preparing and filing an annual Directors report and annual accounts; and
  - 35.1.2 making an annual return to the Registrar of Companies.
- 35.2 FEE must comply with 16 of the Act relating to the audit or examination of accounts (to the extent that the law requires).
- 35.3 The annual Directors report and accounts must contain:-
  - 35.3.1 revenue accounts and balance sheet for the last accounting period;

- 
- 35.3.2 the auditor's report on those accounts;
  - 35.3.3 the Executive Board's report on the affairs of FEE;
  - 35.3.4 the Executive Board's statement of the values and objectives of FEE; and
  - 35.3.5 a statement of the obligations of the Directors to FEE.

- 35.4 The accounting records of FEE must always be open to inspection by a Director or by an officer of the body which nominated him who has been duly authorised by that body to make such an inspection.

### **36. BANK AND BUILDING SOCIETY ACCOUNTS**

- 36.1 All bank and building society accounts must be operated by the Executive Board and must include the name of FEE.
- 36.2 A cheque or order for the payment of money must be signed in accordance with the Executive Board's instructions.

### **37. EXECUTION OF DOCUMENTS**

- 37.1 Unless the Executive Board decides otherwise, documents which are executed as deeds must be signed by:
  - 37.1.1 two Directors;
  - 37.1.2 one Director and the Secretary; or
  - 37.1.3 in any other manner the Executive Board authorises.

### **38. NOTICES**

- 38.1 Notices under the Articles must be in writing except notices calling Executive Board Meetings.
- 38.2 A Member present at a General Meeting is deemed to have received notice of the General Meeting and (where necessary) of the purposes for which it was called.
- 38.3 FEE may give a notice to a Member, Director, Secretary or auditor either:
  - 38.3.1 personally;
  - 38.3.2 by sending it by post in a prepaid envelope;

- 
- 38.3.3 by facsimile transmission;
  - 38.4.4 by leaving it at his address;
  - 38.4.5 by electronic communication; or
  - 38.4.6 by electronic communication and via a website.
- 38.4 FEE may send or supply documents or information to Members by making them available on a website or other electronic means.
- 38.5 Notices under Article 38.3 may be sent:
- 38.5.1 to an address which that person has given FEE;
  - 38.5.2 to the last known home or business address of the person to be served; or
  - 38.5.3 to that person's address in FEE's register of Members.
- 38.6 Proof that an envelope containing a notice was properly addressed prepaid and posted is conclusive evidence that the notice was given 48 hours after it was posted.
- 38.7 Proof that a facsimile transmission was made is conclusive evidence that the notice was given at the time stated on the transmission report.
- 38.8 Proof that an electronic communication was made is conclusive evidence that the notice was given at the time stated on the delivery report.
- 38.8 A notice may be served on FEE by delivering it or sending it to the Registered Office.
- 38.9 The Executive Board may make standing orders to define other acceptable methods of delivering notices.

## **39. STANDING ORDERS**

- 39.1 Subject to Article 39.4:

- 
- 39.1.1 the Executive Board may from time to time make standing orders for the proper conduct and management of FEE including (but without limitation) as to membership criteria, terms and manner of payment of membership subscriptions, mentoring of new Members, procedures and terms of reference of Programme Co-ordinators and national operators; and
- 39.1.2 the General Assembly may alter, add to or repeal the standing orders.
- 39.2 The Executive Board must adopt such means as they think sufficient to bring the standing orders to the notice of Members.
- 39.3 Standing orders are binding on all Members and Directors.
- 39.4 No standing order may be inconsistent with or may affect or repeal anything in the Memorandum or the Articles.