



ACT 1977 AND REGULATIONS

**As proposed for approval by Governing Council
November 2018**

London, November 2018

INTERNATIONAL PLANNED PARENTHOOD FEDERATION
ACT 1977 AND REGULATIONS
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1977 CHAPTER X

An Act to incorporate the International Planned Parenthood Federation; to define the objects and powers of the new incorporated body; and for other purposes.

[22nd July 1977]

WHEREAS -

- (1) The International Planned Parenthood Federation (herein after referred to as "IPPF") was established in 1952 as an unincorporated body:
- (2) IPPF, believing that knowledge of planned parenthood is a fundamental human right and that a balance between the population of the world and its natural resources and productivity is a necessary condition of human happiness, prosperity and peace, has as its aims: -
 - a) to advance the education of the countries of the world in family planning and responsible parenthood in the interest of family welfare, community well being and international goodwill;
 - b) to increase the understanding by people and governments of the demographic problems of their own communities and of the world;
 - c) to promote population education, sex education and marriage counselling;
 - d) to stimulate appropriate research in the following subjects:-

the biological, demographic, economic, eugenic, psychological and social implications of human fertility and its regulation; methods of contraception, fertility, sub fertility and sterility; and to collect and make known the findings of such research;
 - e) to stimulate and assist the formation of family planning associations in all countries;
 - f) to stimulate and promote family planning in all countries through other appropriate organizations;
 - g) to encourage and organize the training of all appropriate professional workers such a medical and health personnel, educationalists, social and community development workers in the implementation of the objectives of IPPF;
 - h) to organize regional or international workshops, seminars and conferences;
 - i) to take all appropriate measures to further the above objectives;

- (3) IPPF receives voluntary contributions from private individuals, charitable trusts and bodies from many parts of the world, and grants from numerous governments and United Nations agencies;
- (4) The annual budget of IPPF has increased annually and for 1978 is expected to be some £20,000,000;
- (5) The central office of IPPF is in London, and IPPF is a charity registered with the Charity Commissioners;
- (6) It is expedient, in order to enable IPPF to carry on its business to the best advantage, to regulate the management of its affairs in accordance with present-day requirements and practice, that the objects and powers of IPPF should be regulated by statute, that regulations should be substituted for the existing rules as the regulations of IPPF and that further provision should be made for the regulation and management of IPPF;
- (7) It is expedient that IPPF should be incorporated;
- (8) It is expedient that the other provisions contained in this Act should be enacted;
- (9) The purposes of this Act cannot be effected without the authority of Parliament:

May it therefore please Your Majesty that it may be enacted, and be it enacted, by the Queen's most Excellent Majesty, by and with the advice and consent of the Lords Spiritual and Temporal, and Commons, in this present Parliament assembled, and by the authority of the same, as follows;-

Short title and commencement

1. - (1) This Act may be cited as the International Planned Parenthood Federation Act 1977.
(2) This Act shall come into operation on 1st September, 1977.

Interpretation

2. In this Act unless the context otherwise requires -

"regulations" means the regulations set out in the Schedule to this Act and includes any altered or new regulations made under section 12 (Regulations) of this Act but excludes any regulation revoked under the said section 12;

"the Central Council" means the Central Council of IPPF appointed in pursuance of this Act;

"the court" means the High Court and, within the limits of its jurisdiction, any other court in England or Wales having a jurisdiction in respect of charities concurrent (within any limit of area or amount) with that of the High Court, and includes any judge or officer of the court exercising the jurisdiction of the court;

"the former IPPF" means the unincorporated body known as International Planned Parenthood Federation;

"IPPF" means the International Planned Parenthood Federation incorporated by this Act;

"the Secretary General" means the Secretary General of IPPF;

"year" means a period of twelve months ending on the 31st December, or such other date as the Central Council may decide.

Incorporation

3. On and after the commencement of this Act the several associations who immediately before the commencement of this Act were members of the former IPPF and all other organizations who shall thereafter be members of IPPF in accordance with the provisions of this Act shall be and they are hereby incorporated for the purposes hereinafter mentioned by the name of "The International Planned Parenthood Federation" and by that name shall be a body corporate with perpetual succession and a common seal and may by and in the same name sue and be sued and do all things incidental or appertaining to a body corporate.

Objects of IPPF

4. The objects of IPPF are -
 - (1) to promote the education of peoples of the world in family planning and responsible parenthood;
 - (2) to preserve and protect the good health both mental and physical of parents, children and young people through promoting and supporting effective family planning services;
 - (3) to educate people in the demographic problems of their own communities and of the world;
 - (4) to stimulate appropriate research in all aspects of human fertility and its regulation and to make known the findings of such research.

Subsidiary powers of IPPF

5. Without prejudice to the generality of the last preceding section and in addition to any powers conferred upon IPPF elsewhere in this Act IPPF shall in furtherance of its objects but not otherwise have the following powers, namely, to:-
 - (1) stimulate and promote family planning in all countries itself and through appropriate organizations;
 - (2) lend and advance money or give credit to any person, to guarantee and give guarantees or indemnities for the payment of money or the

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performance of contracts or obligations by any person or company acting on behalf of IPPF, to secure or undertake in any way the repayment of money lent or advanced to or the liabilities incurred by any person or company, and otherwise to assist any person or company;

- (3) accept, receive and retain legacies, devises, gifts, grants, annuities, allowances and other benefits and consistently with the objects set forth in the last preceding section undertake and perform any services or conditions attached to the acceptance, receipt or retention thereof;
- (4) borrow or raise or secure the payment of money for any purpose and in any manner approved by IPPF and to secure the same or the repayment or performance of any debt, liability, contract, guarantee or other repayment incurred or to be entered into by IPPF, and so that no lender shall be concerned to see for what purpose any money is raised or as to the application thereof;
- (5) make appeals, advertise and conduct such other lawful activities as may be appropriate to raise funds for IPPF or to make known its existence, purposes or work;
- (6) undertake, manage and execute any charitable trusts which may be lawfully undertaken by IPPF in its capacity as a body corporate established for charitable purposes only, being trusts conducive to the furtherance of its objects;
- (7) employ such persons as may be required for the purposes of IPPF;
- (8) appoint any person or persons (whether incorporated or not), being a bank, trust corporation or member of a recognised stock exchange or of a professional body to accept and hold in trust for IPPF any property belonging to IPPF or in which it is interested and to execute and do all such deeds, acts and things as may be requisite in relation to any such trust and to provide for the remuneration of such trustee or trustees;
- (9) promote or oppose any Bill, order, scheme or application in Parliament or before any government department or authority or tribunal and prosecute or defend any legal proceedings;
- (10) enter into and carry into effect any agreement or arrangement with any international, national or local authority or any institution, association or other body (whether incorporated or not) or individual for co-operating with or assisting or being assisted by such authority, institution, association or other body or individual in any manner and for any purpose which is consonant with the objects of IPPF;
- (11) do all such other lawful things as shall be necessary for the attainment of the objects of IPPF or any of them.

Power to vary objects

6. Any provision of either of the last two foregoing sections may be modified or superseded by the court or the Charity Commissioners as if those sections formed part of a scheme brought into effect by order of the Charity Commissioners under section 18 of the Charities Act 1960.

1960 c.58

Transfer of property to IPPF

7. Subject to the provisions of this Act all property, real and personal, of every description, including things in action, and all rights and privileges of the former IPPF which immediately before the commencement of this Act belonged to or were vested in or exercisable by the former IPPF shall, by virtue of this Act without any conveyance, transfer or other instrument, be transferred to, vested in and exercisable by IPPF for all the estate and interest therein of the former IPPF.

Transfer of liabilities

8. On the commencement of this Act all debts and liabilities of the former IPPF shall, by virtue of this Act, be transferred and attached to IPPF and shall thereafter be discharged and satisfied by IPPF.

Saving for agreements, deeds, etc.

9. All agreements, awards, contracts, resolutions, authorizations, deeds and other instruments which immediately before the commencement of this Act were existing in relation to the former IPPF shall continue and may be carried into effect and enforced by or in favour of or against IPPF to the same extent or in like manner as if IPPF instead of the former IPPF had been party to or interested in the same.

Construction of bequests etc., in favour of former IPPF

10. On and after the commencement of this Act any bequest, gift or trust in favour of or connected with the former IPPF shall be read and have effect as if IPPF had been named or referred to therein instead of the former IPPF whether such bequest, gift or trust is made, regulated or constituted by any will, settlement, scheme, arrangement, order of the court or of the Charity Commissioners, Act of Parliament or in any other manner, and whether made or executed or taking effect before or after the commencement of this Act and the receipt in writing of the Treasurer of IPPF or other person authorized in that behalf shall be an effectual discharge for any property transferred or paid to IPPF.

Savings for action, etc.

11. All actions and proceedings and causes of action or proceedings which immediately before the commencement of this Act were existing or pending in favour of or against the former IPPF shall continue and may be prosecuted by or against IPPF to the same extent or in like manner as if IPPF instead of the former IPPF had been a party to or concerned in the same.

Regulations

- 12.** (1) Subject to the provisions of this Act IPPF shall have power to make, alter and revoke regulations with respect to the organization and management of IPPF and the government and administration of the affairs of IPPF, its undertaking, property and income.
- (2) The regulations shall provide the procedure whereby regulations may be altered or revoked, and shall specify the requirements to be complied with before a new regulation takes effect.
- (3) The first regulation shall be those set forth in the Schedule to this Act and they shall continue in force until altered or revoked.

Central Council and Officers

- 13.** Subject to section 15 (Transitional provisions) of this Act -
- (1) the affairs of IPPF shall be managed by a Central Council constituted in accordance with the regulations;
- (2) there shall be such officers of IPPF as may be appointed in accordance with the regulations.

General Meetings

- 14.** A general meeting of the Central Council shall be held once at least in every year and shall be called and held in accordance with the regulations.

Transitional provisions

- 15.** Until the First President, Officers and Central Council of IPPF are elected or appointed, their functions shall be performed by the President, Officers and Governing Body respectively of the former IPPF.

Validity of acts done at meetings

- 16.** No act done at a meeting of IPPF or the Central Council shall be invalid by reason of the subsequent discovery that there was some defect in the appointment or qualification of a person participating in such meeting.

Authentication of documents

- 17.** (1) Any instrument which if made by a private person would be required to be under seal shall be under the seal of IPPF and every such instrument shall be signed by one of the members of the Central Council and counter-signed by the Secretary General or some other person authorized by the Central Council to act in that behalf.
- (2) Any document made or issued by or on behalf of or proceeding from IPPF not required by virtue of subsection (1) of this section to be given under the seal of IPPF shall be deemed to be duly executed if signed by

a member of the Central Council authorised to sign by a resolution of the Central Council but it shall not be necessary in any legal proceedings to prove that the member signing any such document was authorised to sign and such authority shall be presumed until the contrary is proved.

Expenses of members, etc.

- 18.** IPPF may defray any expenses wholly, necessarily and exclusively incurred by members of the Central Council or any committee, sub-committee or panel for the purpose of carrying out their duties as such members.

Books of account

- 19.** (1) IPPF shall cause to be kept proper books of account with respect to all sums of money received and expended by IPPF and the matters in respect of which the receipt and expenditure take place and the assets and liabilities of IPPF.
- (2) For the purpose of subsection (1) of this section, proper books of account shall not be deemed to be kept with respect to the matters aforesaid if there are not kept such books as are necessary to give a true and fair view of the state of the affairs of IPPF and to explain its transactions.

Audit

- 20.** Once at least in every year the accounts of IPPF shall be examined and audited by an auditor or auditors to be appointed annually at a general meeting of the Central Council and any previously appointed auditor or auditors shall be eligible for reappointment:

Provided that a person shall not be qualified to be appointed as an auditor under this section unless he is a member of one or more of the following bodies:

- the Institute of Chartered Accountants in England and Wales;
- the Institute of Chartered Accountants of Scotland;
- the Association of Certified Accountants;
- the Institute of Chartered Accountants in Ireland;

any other body of accountants established in the United Kingdom and for the time being recognised for the purposes of paragraph (a) of subsection (1) of section 161 of the Companies Act 1948 by the Secretary of State;

and a Scottish firm may not be so appointed unless each of the partners is so qualified.

Accounts

- 21.** (1) The accounts of IPPF shall be laid before a general meeting of the Central Council and shall include -

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- a) one or more statements dealing with the income and expenditure, and all other movements, of funds of IPPF and of trusts administered by IPPF for the preceding year; and
 - b) one or more statements dealing with the funds, assets and liabilities of IPPF and of trusts administered by IPPF as at the end of the preceding year.
- (2) The accounts shall give a true and fair view of the state of affairs of IPPF and at the end of the preceding year and of its transactions for that year.
- (3) The accounts shall be approved by the Central Council and be signed on their behalf by two members of the Central Council.
- (4) The accounts shall have annexed thereto the report of the auditors, who shall have the right to attend and be heard at the general meeting of the Central Council to which the accounts are presented.

SCHEDULE

Section 12

REGULATIONS

(last amended November 2018)

1. MEMBERSHIP

- (1) Membership of IPPF shall be one of the following two categories:-
 - (a) full membership;
 - (b) associate membership¹

- (2) Non-governmental organizations are eligible for membership provided that they subscribe to IPPF's:
 - a) vision, mission and values;
 - b) policies, and the principles as set out in these Regulations and IPPF's Standards: Responsibilities of Membership.

- (3) One non-governmental organization in each country shall be eligible for full membership of IPPF provided that the major part of its activities is devoted to the furtherance of the objects of IPPF and provided that it is a national organization in accordance with the following criteria:-
 - (a) it is the headquarters of branches or affiliated centres; or
 - (b) (i) it has been recognised officially either through the receipt of a grant from public funds, or through being officially consulted or asked for assistance, or through other forms of recognition; and
(ii) it has a position in its own country as a leading organization; and
 - (c) it has been an associate member of IPPF for at least two years.
 - (d) it complies with all the Standards and Responsibilities of Membership.

- (4) One non-governmental organization in a country where there is no member association shall be eligible for associate membership provided it fulfils the criteria in section (3) (a) or (b) of this Regulation in compliance with IPPF's admission process as identified in the IPPF accreditation procedures, subject to annual confirmation by the Governing Council following a recommendation from the Regional Executive Committee.

- (5) Any two or more non-governmental organizations in adjacent countries or territories within a region which fulfil the criteria of Section (2) of this

¹ As per IPPF policy: IPPF Membership Categories

Regulation may group themselves into a single organization which shall be eligible for membership of IPPF.

- (6) Full member associations can apply to become an associate member under the following circumstances:
- a) a decision by the highest governing body of the Association;
 - b) a subsequent review of the application and recommendation by the Regional Executive Committee to the Governing Council.

2. GOVERNING COUNCIL

- (1) The affairs of IPPF shall be managed by a Central Council which shall be known as the Governing Council.
- (2) The Governing Council shall consist of:-
- (a) three representatives from each region, to be elected in the manner set out in the byelaws annexed to these Regulations, at least 50% must be women; at least one of the three representatives must be under the age of 25 years on the date of their election;
 - (b) the Chairperson of the Finance and Audit Committee who shall be a member without a vote;
 - (c) the Chairperson of the Membership Committee who shall have a vote by virtue of being a regional representative; and
 - (d) the immediate past Chairperson of the Governing Council who will serve as a non-voting member for one year immediately after his or her term of office ends;
 - (e) the Chairperson of such Committees of the Governing Council as it shall determine, without a vote, save that any person who is a chairperson of a committee and also a regional representative shall have a vote by virtue of being a regional representative.
 - (f) six non-voting expert advisers appointed by Governing Council for a term of three years. An external adviser:
 - i) must not have held a position on a Regional Council, a Regional Executive Committee, the Governing Council or the IPPF Unified Secretariat during the period of five years prior to his or her appointment;
 - ii) is not eligible to be elected as an Honorary Officer of the Federation;
 - iii) is eligible for re-appointment;
 - iv) shall not hold office for more than two terms.
- (3) The Governing Council shall elect from amongst its voting members the following officers of IPPF:-
- (a) the Chairperson of the Governing Council, and

- (b) the Treasurer.
- (4) The Governing Council shall elect:
- (a) the members of the Membership Committee, and their alternates, and
 - (b) the members of the Finance and Audit Committee and their alternates.
- (5) The Governing Council may define the functions of its officers.
- (6) The Governing Council shall be the principal governing body of IPPF and it shall determine the policies of IPPF and direct the work of IPPF in accordance with these Regulations and, save as provided in these Regulations, shall not delegate any of its powers, functions, duties and/or obligations which are:
- (a) to review the accounts of IPPF as provided at Section 21 of the Act;
 - (b) to appoint the auditors of IPPF as provided at Section 20 of the Act;
 - (c) to approve the annual work programme and budget to be prepared by the Director-General;
 - (d) to ensure that the Federation does not act in contravention of the Act and/or of these Regulations and to seek such legal advice and/or assistance, as it may deem appropriate, for the purposes of this clause;
 - (e) to review the role and aims of IPPF, to consider how to further its objects, and to review, adopt and revise the Strategic Plan of IPPF;
 - (f) to determine the policies of IPPF in relation to its role, aims and objects, operational needs and legislative requirements;
 - (g) to establish an appropriate framework of controls so as to provide due evidence of accountability for resources received, and their allocation, disbursement and application;
 - (h) to monitor and evaluate the work of IPPF in relation to its strategic and operational plans;
 - (i) to determine the standards, obligations and responsibilities of members and to monitor and to ensure that those standards, obligations and responsibilities are complied with;
 - (j) to receive annual and other reports and proposals for action from the regions, member associations, the Director-General and others;
 - (k) to receive requests for advice and financial assistance from regional organizations, member associations and others and to meet them as far as is possible within the objects and standards of IPPF;

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- (l) to establish Regions and to determine which region a member association shall belong to, after consultation with the Regional Council concerned and the member association;
- (m) to admit associate member associations; to admit associate member associations into full membership; and to admit full member associations into associate membership;
- (n) to expel and/or suspend members and/or Honorary Officers as set out in Regulation 7;
- (o) to appoint patrons and/or friends of IPPF and to define their privileges and functions;
- (p) to determine the time and place of any international meetings;
- (q) to provide a forum in which experience can be exchanged among members to be known as the IPPF Forum, which shall meet at such times as the Governing Council shall deem appropriate and provided that no unrestricted IPPF funds are used to finance the Forum;
- (r) to appoint the Director-General, who shall be the chief executive officer of the IPPF, to determine his/her terms of reference and to carry out an annual review of his/her performance (for the purposes of this section the Governing Council may appoint a sub-committee to select the person to be appointed as Director-General and/or to carry out the annual review which shall be presented to the Governing Council);
- (s) to confirm the executive actions of the Director-General;
- (t) to appoint such working groups as it shall deem appropriate in order to facilitate the work of the Governing Council provided always that such working groups shall only meet at the same time and place as the Governing Council;
- (u) to set up such panels and task forces, as it may determine from time to time, provided that such panels and task forces are set up for specific purposes and shall exist for limited periods of time;
- (v) the Governing Council shall have all the powers, duties and functions as are set out in these Regulations regarding the powers, duties and functions of the Finance and Audit Committee and the Membership Committee and may delegate such powers, duties and functions to those Committees as it shall deem appropriate;
- (w) to fix any dues or subscriptions as the Governing Council may deem appropriate;
- (x) to carry out such elections as are provided for in these Regulations;
- (y) to review periodically its own effectiveness and efficiency.

- (7) Subject to Regulation 12 the Governing Council shall make its own rules regarding the conduct of its own meetings, including voting and election procedures and the meetings of any committee, working group and/or panel or task force which may include voting and election procedures.
- (8) There shall be two permanent committees of the Governing Council, namely:
- (a) The Finance and Audit Committee; and
 - (b) The Membership Committee
- (9) There shall be an International Medical Advisory Panel and the Governing Council shall determine the composition and define the functions of this Panel as it sees fit.
- (10) (a) Where at the date of his or her election, the term of office of the regional representative to the Governing Council who is elected to serve as an Honorary Officer is due to expire before the expiry of his or her term of office as an Honorary Officer, he or she shall be deemed to be the regional representative of his or her region for the entire duration of his or her term of office as an honorary Officer.
- (b) Where Regulation 2(10)(a) applies, the Regional Council shall be required to elect only two (2) representatives to the Governing Council at the next scheduled elections for regional representatives in a manner which will ensure that the region's three representatives, inclusive of the Honorary Officer representing the region, comply with Regulation 2(2)(a).
- (c) At the end of the term of office of the Honorary Officer to whom Regulation 2(10)(a) applies, the post of regional representative which the Honorary Officer was deemed by Regulation 2(10)(a) to hold shall become vacant and the Regional Council shall elect one Regional Representative to fill that vacancy for the remainder of the term of the office so left vacant.
- (d) The Honorary Officer to whom Regulation 2(10)(a) applies shall be eligible to be re-elected as regional representative in accordance with Regulation 2(10)(c).

3. MEETINGS OF THE GOVERNING COUNCIL

The Governing Council shall meet at least once a year as provided at Section 14 of the Act and may meet at such other times as the Governing Council shall deem necessary and it is intended that it should meet twice a year. In addition, an extraordinary meeting may be called by the Chairperson of the Governing Council when the Chairperson is of the view, following consultation with the Director-General and the Treasurer of IPPF, that exceptional circumstances require such a meeting. The Finance and Audit Committee and the Membership Committee shall meet at such times as are set out in Regulations 4 and 5.

4. THE FINANCE AND AUDIT COMMITTEE

- (1) The Committee shall consist of seven members, namely:
 - (a) the Chairperson of the Governing Council, who shall be a member without a vote;
 - (b) the Treasurer of IPPF, who shall be a member without a vote; and
 - (c) four other members who shall be elected by the Governing Council from a list of persons who are either volunteer members of a member association or who are willing to volunteer their services to IPPF, without remuneration but who are not members of the Governing Council.
 - (d) each region shall be represented on the Committee, either by the Chairperson of the Governing Council, the IPPF Treasurer, or by one of the four other members.
 - (e) An external adviser, coming from outside the Federation structure, with strong financial and/or auditing expertise and experience shall be appointed to provide additional financial expertise to the Committee, in line with the Governing Council external advisers appointment procedure, without voting rights.
 - (f) At the end of his/her term, the Immediate Past Chairperson will serve in the new committee for an additional one year, without voting rights.
- (2) At least 50% of the four elected members of the Committee must be women and all of those elected members shall have broad financial and/or auditing experience.
- (3) The Chairperson of this Committee shall be elected by the Committee from amongst the four members of the Committee as set out in 1(c) above.
- (4) The Committee shall meet four (4) times a year, with at least two (2) meetings to be 'face to face' and others to be held virtually.
- (5) The Internal Auditor and a representative of the external auditors shall attend the meetings of this Committee, including where necessary virtual meetings.
- (6) Any member of the Finance and Audit Committee may be expelled from office by the Governing Council by a two-thirds majority of those voting at the Governing Council where there are reasonable grounds for believing that he/she:
 - (i) has acted or continues to act in a manner which has brought or continues to bring the Federation into disrepute; and/or

- (ii) has deliberately and without just cause acted in a manner contrary to the aims, policies and principles of the Federation as set out in the IPPF Act and Regulations; or
 - (iii) for any other substantial cause.
- (7) The Finance and Audit Committee shall have the following powers, functions and duties:
- (a) it will have the responsibility to review the financial performance of the Unified Secretariat, at regular intervals during the year.
 - (b) The reviews will cover, but are not limited to, the subjects of management accounts, risk assessments, etc. to ensure that management are on track to meet the financial commitments in the approved budget, identifying opportunities and areas for corrective actions.
 - (c) it will review the IPPF Financial Statements each year and make a recommendation to Governing Council, in order to facilitate Governing Council's review of the accounts of IPPF as provided in Regulation 2 (6)(a);
 - (d) it will receive reports from the internal and external auditors;
 - (e) it will review the internal and external audit reports, their strategies and plans;
 - (f) it will review the Annual Budget and recommend this to the Governing Council for approval.
 - (g) it will recommend to Governing Council, following a tender exercise, the appointment of the external auditors every 3 years and recommend the auditors for annual re-appointment;
 - (h) it will discuss any matters it deems appropriate but, in particular, it will discuss any problems and/or reservations it may have regarding the reports, strategies, plans and/or general work of the internal and external auditors;
 - (i) it will consider and discuss any report related to financial management which is received from the Charity Commissioners and/or from any other regulatory body and/or from donors to IPPF and will do so having regard to any response submitted to any such report from the Director-General and/or the IPPF Secretariat;
 - (j) it will review any changes proposed regarding IPPF's financial regulations which shall include any proposed changes in the delegation of financial authority;

- (k) it will review schedules of losses, compensations and other special payments and make recommendations on same to the Governing Council;
 - (l) it will monitor IPPF policies on the standards of good business practice so that the Governing Council can be assured, at all times, that the IPPF practises and implements the best possible business practices;
 - (m) it will review on an annual basis the process put in place by the Secretariat to identify the major risks facing the organization and the steps taken to put controls in place to mitigate these risks.
- (8) Staggering of Finance and Audit Committee elections
- To ensure smooth turnover of the Finance and Audit Committee Membership, rotation of its members will start from 2019, and the following shall apply:
- i) one region shall elect its representatives for terms of office of one year;
 - ii) one region shall elect its representatives for terms of office of two years;
 - iii) one region shall elect its representatives for terms of office of three years.
- (9) Thereafter, regional representatives shall be elected for three year terms.
- (10) The Regions which will be required to elect its representatives from the year 2019 in accordance with Regulation 4 (8) shall be selected randomly by drawing lots under the supervision of the Honorary Legal Counsel.
- (11) The regions of origin of the IPPF Honorary Officers and IPPF Finance and Audit Committee Chairperson shall be excluded from the drawing lots to enable them to serve their three year terms of office in their respective positions.

5. THE MEMBERSHIP COMMITTEE

- (1) The Committee shall be comprised of one person from each region who shall be elected by the Governing Council from amongst the regional representatives attending at that Governing Council meeting other than the Chairperson of Governing Council and the Treasurer of IPPF.
- (2) The Honorary Legal Counsel shall attend the meetings of this Committee but shall not have a vote.
- (3) At least 50% of the members of this Committee must be women.
- (4) At least one of the members of this Committee, other than the Legal Counsel, should have appropriate legal experience and/or skills.
- (5) The Chairperson of this Committee shall be elected by the Committee from amongst the members of the Committee.
- (6) The Committee shall meet at least twice a year and it shall meet at the same time and place as the Governing Council.
- (7) This Committee shall have the following powers, functions and duties:
 - (a) it will devise appropriate guidelines and arrangements for the monitoring and review of the adherence of member associations to IPPF's approved membership standards;
 - (b) it will devise appropriate guidelines and arrangements for the re-certification of member associations;
 - (c) it will report to the Governing Council on the implementation and effectiveness of the matters set out at paragraphs (a) and (b);
 - (d) it will consider and make such recommendations to the Governing Council, as it deems appropriate, regarding any member association which fails to fulfil the criteria set forth in Regulation1;
 - (e) it will receive and consider any proposed amendments to IPPF's approved membership standards and report on same to the Governing Council;
 - (f) it will review and approve the constitutions of regions and of member associations and any amendments thereto;
 - (g) it will consider, review and make such recommendations as it deems appropriate regarding any application to associate and/or full membership of the Federation following a recommendation from the Regional Executive Committee;
 - (h) it may arbitrate on any conflict which arises between a member association and its region and/or between a member association and any body or Committee of IPPF and, in consultation with the Honorary

Legal Counsel, shall determine the manner in which such arbitration shall take place;

- (i) it will consider and recommend the annual subscription for associate and full members and such other dues as may be decided from time to time;
- (j) subject to the approval of the Governing Council, it shall take all such steps, including the making of regulations, as are necessary to implement clause (h) of this Article; and
- (k) the Committee shall have the power to delegate any of the matters set out in paragraphs (a) to (i) in such manner as it shall deem appropriate.

6. HONORARY OFFICERS OF IPPF

There will be two Honorary Officers of IPPF, namely the IPPF President and the Treasurer of IPPF, at least one of whom must be a woman. The Honorary Officers shall be elected by the Governing Council in such a way that no region can have more than one Honorary Officer within its delegation to Governing Council. The Chairperson of the Governing Council will assume the function of the IPPF President.

7. SUSPENSION AND EXPULSION OF MEMBER ASSOCIATIONS AND MEMBERS OF THE GOVERNING COUNCIL

- (1) Governing Council may expel a member association if it ceases to fulfill the criteria set forth in Regulation 1, if it becomes inactive, or for serious undesirable activities, under the following conditions:-
- (a) notice in writing specifying the charges shall be given by the most expeditious method available to the member association concerned requiring it to show cause why it should not be expelled;

a copy of the notice shall at the same time be sent by the most expeditious method available to all members of the Governing Council;
 - (b) a period of ninety days from the date of the dispatch of the notice shall be allowed to the member association to send in its written representation, a copy of which shall be sent by the Director-General by the most expeditious method available to all members of the Governing Council;
 - (c) if the explanation is found unsatisfactory, or if no reply is received within ninety days from the date of dispatch of the notice, the Governing Council may by a two-thirds majority of those voting expel the member association concerned from membership of IPPF; such member association shall thereupon return to IPPF Central Office all the loans and unspent grants from IPPF;
 - (d) any member association which has been expelled in accordance with this Regulation may be re-admitted to membership of IPPF provided:
 - (i) that such member association submits an application for re-admission to the Governing Council at least 3 months prior to a meeting of the Governing Council setting out the reasons why it should be re-admitted;
 - (ii) a two-thirds majority of those voting at Governing Council vote in favour of the re-admission.
- (2) (a) The Governing Council may, by a two-thirds majority of those voting suspend a member association if:
- (i) it ceases to fulfill the criteria set forth in Regulation 1;
 - (ii) it becomes inactive;
 - (iii) it behaves in a manner which is considered by Governing Council to be seriously undesirable;
 - (iv) for any other reason where, in the opinion of the Governing Council, it is fair and reasonable to do so;

provided that within three months such member association shall be given an opportunity to show cause why such suspension should be revoked and, where cause is shown, the decision shall be reviewed at the next meeting of the Governing Council;

- (b) the appropriate Regional Executive Committee may apply to the Governing Council to revoke the suspension of the member association, and, in the case where a member association is not a member of a Regional Council, Governing Council may take such steps as it considers appropriate in the circumstances;
- (c) in addition to paragraph (b) above any member association, which is suspended under this Regulation, may apply to have its suspension revoked by making application for same to a meeting of the Governing Council provided that such application is submitted to the Governing Council at least three months prior to that meeting of the Governing Council and sets out the reasons why the suspension should be revoked; the Governing Council may revoke the said suspension subject to such conditions as it deems appropriate;
- (d) the suspension of a member association, in accordance with paragraph (a) above, shall continue until such time as it is revoked by a two-thirds majority of those voting at the Governing Council;
- (e) the recommendations of the appropriate Regional Executive Committee shall be taken into account in any action under this Regulation;
- (f) the suspension of a member association is with immediate effect and implies that the association's membership rights (voting rights, eligibility, participation to Regional Council, Regional Executive Committee meetings) are suspended during the length of this sanction;
- (g) any volunteer member from a suspended member association will automatically be suspended from any governing body across the Federation.
- (h) (i) Where a member association has been under suspension for a period of two years, the Regional Executive Committee shall forthwith consider and decide whether it should recommend the expulsion of the member association in accordance with Regulation 9(1)(i);

(ii) Should the Regional Executive Committee decide not to recommend expulsion when it first considers the question under Regulation 7(2)(h)(i), it shall within two months after the expiry of one year from the making of its decision under Regulation 7(2)(h)(i) re-consider and decide whether to recommend the expulsion of the member association;

(iii) If after reconsideration in accordance with Regulation 7(2)(h)(ii) the Regional Executive Committee does not recommend expulsion, or if the Regional Executive Committee fails to consider and decide the question of expulsion in accordance with Regulation 7(2)(h)(i) or Regulation 7(2)(h)(ii), the Governing Council shall at its next meeting consider the expulsion of the member association in accordance Regulation 7(1).

- (3) (a) Any member of the Governing Council may be expelled from office by the Governing Council by a two-thirds majority of those voting at the Governing Council where there are reasonable grounds for believing that he/she:
- (i) has acted or continues to act in a manner which has brought or continues to bring the Federation into disrepute; and/or
 - (ii) has deliberately and without just cause acted in a manner contrary to the aims, policies and principles of the Federation as set out in the IPPF Act and Regulations; or
 - (iii) for any other substantial cause.
- (b) The Governing Council may expel a member of Governing Council, as aforesaid, on an application to it to do so by the Regional Council and where appropriate the Regional Executive Committee or the member association of that person.
- (c) In the case where a member association expels one of its members who is a member of the Governing Council, a sub-committee of Governing Council, comprising the Chairperson of Governing Council, the Regional Presidents and IPPF Honorary Legal Counsel, will investigate the expulsion to ensure that due process has been followed. During this time that person will have his/her membership of Governing Council suspended.
- The said sub-committee shall report its findings to the next meeting of the Governing Council, who shall decide by a two-thirds majority whether the suspension shall be revoked or whether the Governing Council member shall be expelled.
- (d) The aforementioned sub-committee shall elect its own chair and conduct its investigation as it deems appropriate, having regard to fair procedures.
- (4) The representatives on the Governing Council from the Region to which the member association which is being considered for suspension or expulsion belongs, shall not participate in any decision of the Membership Committee or the Governing Council concerning that suspension or expulsion.

8. REGIONS OF IPPF

- (1) The following are the Regions of IPPF:
 - (a) Africa,
 - (b) Arab World,
 - (c) East and South East Asia and Oceania,
 - (d) Europe,
 - (e) South Asia,
 - (f) Western Hemisphere.
- (2) There shall be a Regional Council in each region which shall elect its own officers. It may establish such committees and panels as it shall see fit provided that unrestricted funds are not used for this purpose. Regional Councils shall not meet more than once in any year.
- (3) Each member association will elect its representatives to the Regional Council, having regard to the following:
 - (a) each full member association may send two representatives to the Regional Council, at least one of whom must be a woman, and each associate membership organization may send one representative to the Regional Council;
 - (b) no person shall serve as a representative to the Regional Council for more than a total cumulative period of 15 years.
 - (c) representatives from each full member association shall have one vote each and shall be eligible to stand for election as a regional representative to the Governing Council, subject to his/her tenure.
 - (d) the representative from each associate member association shall have one vote but shall not be eligible to stand for election;
 - (e) only representatives from full member and associate membership associations shall have the right to vote at Regional Council.
 - (f) in the interests of continuity, at least one representative from each member association should be encouraged to attend Regional Council for a three year term.
- (4) There shall be at least 20% youth representation at each Regional Council ("youth" being defined as a person under the age of 25 years on the date of election). The 20% youth representation may be in addition to or part of 8(3)(a).
- (5) Executive directors of member associations may attend Regional Council meetings, as executive directors, provided that their participation is funded from non-governance resources.
- (6) Regional Councils shall have the following powers, functions and duties:

- (a) To elect three regional representatives to the Governing Council and its nominees, and their alternates, to its Committees. If a Regional Council fails to do so its regional representatives shall be elected in such manner as may be determined by the Governing Council. Any person elected as an Honorary Officer of IPPF shall be deemed to be elected as one of the three regional representatives for their region if such is necessary for the purposes of enabling that person to serve out their term of office.
 - (i) To be elected as a regional representative to the Governing Council, that person must be a representative of a member association and once elected may continue to be eligible for re-election on the immediately successive elections provided that that person can fulfill their term of office within the tenure period applicable to the Governing Council.
 - (ii) The total cumulative period which a person can serve as a regional representative on the Governing Council shall not exceed 15 years and no person shall be eligible to be elected as a regional representative unless they can complete their term of office within that 15 year period.
 - (iii) The Regional Council must strive to ensure that the three regional representatives to the Governing Council display the attributes set by the Governing Council.
- (b) To elect the Honorary Officers for the region.
- (c) To elect the members of the Regional Executive Committee from the representatives of those member associations who are full member associations of IPPF. No person is eligible for election to the Regional Executive Committee unless they can serve out their term of office within the 15 year tenure period. Regional Executive Committee composition shall be in accordance with Regulation 9 (3).
- (d) To aid and assist member associations in their regions by providing leadership development, providing forums for discussion on sexual and reproductive health and rights issues and providing forums for governance training;
- (e) To promote the exchange of information and stimulate new programmes through all appropriate ways and means subject to such financial and/or other limitations as the Governing Council may decide from time to time, save as is provided for under Regulation 9;
- (f) To assist and encourage the development of smooth working relationships between member associations within their regions and the IPPF at all levels;
- (g) Generally to further the objects of IPPF in their regions;

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- (h) To appoint the regional representatives to the Governing Council, in accordance with Regulation 2(2)(a), and to committees stipulating regional representation, and determine their tenure of office subject to Regulation 10;
 - (i) To promote inter-regional activity;
 - (j) To assist in the initiation, implementation and dissemination of IPPF's policies.
 - (k) To determine the tenure of members on the Regional Executive Committee and of Regional Officers, provided that:
 - (i) the tenure for membership of the Regional Executive Committee does not exceed a total cumulative period of 15 years;
 - (ii) the tenure of Regional Officers does not exceed a total cumulative period of 12 years and that each officer can serve out their term of office within the said 12 year period.
- (7) The Regional Councils' election procedures shall enable each member association to have the opportunity of having a member elected on to the Regional Executive Committee in rotation with the other member associations.
- (8) (a) Any subscriptions or dues paid by member associations in their regions to their own Regional Council shall be fixed by the Regional Council.
- (b) Any subscriptions or dues paid by member associations to IPPF shall be fixed by the Governing Council and shall be paid to the regional office of the Secretariat.
- (9) Subject to the above Regional Councils may decide their own form of organization within the framework of IPPF, but their constitution and regulations, and any amendments thereto, shall require the approval of the Governing Council.

9. THE REGIONAL EXECUTIVE COMMITTEE

- (1) Each region shall have a Regional Executive Committee which shall have the following powers, functions and duties:
- (a) approve the regional budget and regional resource allocation and submit an annual budget report to the Regional Council;
 - (b) submit reports and audited statements of accounts to the Governing Council annually;
 - (c) approve the annual work programme of the region;
 - (d) undertake advocacy for the region;
 - (e) oversee and guide the region on resource mobilization activities;
 - (f) oversee the implementation of policies adopted by Governing Council;
 - (g) encourage the establishment of member associations in countries within the region where none exists;
 - (h) sponsor applications of such organizations within the region for membership of IPPF;
 - (i) make recommendations in respect of the suspension and expulsion of full member associations and confirmation or otherwise of associate member associations; before a recommendation or non-confirmation, suspension or expulsion is made by the Regional Executive Committee, the member association concerned shall be informed and be given the opportunity to show cause why the recommendation should not be made;
 - (j) undertake a stewardship role within the region by monitoring the performance of member associations by reviewing global indicators and service data provided by the Regional Office;
 - (k) undertake an audit function or appoint a Regional Finance and Audit Committee if it deems appropriate. The Regional Finance and Audit Committee would meet at the same time as the Regional Executive Committee, and be funded from the governance budget of the region;
 - (l) take such action as it considers necessary in between meetings of the Regional Council.
- (2) Each Regional Executive Committee may establish such committees and panels as it shall see fit, provided that unrestricted funds are not used for this purpose; and subject to such financial and/or other limitations as the Governing Council may decide from time to time, save as is provided for under Regulation 9.

- (3) The composition of the Regional Executive Committee must comply with the following Regulations:
- (a) at least 50% of the members of the Regional Executive Committee must be women and at least 20% of the members must be under the age of 25 years on the date of their election;
 - (b) in those regions which have up to 15 member associations there shall be a maximum of seven members on the Regional Executive Committee;
 - (c) in those regions which have 16 or more member associations there shall be a maximum of nine members on the Regional Executive Committee;
 - (d) if any region is required under the laws of the country in which it is located to have a larger number of members on its governing body than is set out at (b) and (c) above, it should apply to the IPPF President, IPPF Treasurer and the Director-General for prior authorization for additional funding from IPPF core funds. The application should specify the details of the relevant local law and the required additional number of members. Any additional representation must comply with subsection (a) above.
- (4) Regional Executive Committees will meet twice per year in addition to meeting at the time of the Regional Council meeting.

10. TENURE

- 10.1** The Chairperson of the Governing Council and the Treasurer of IPPF shall hold office for a three year term, commencing at the end of the meeting at which the election is held and determining at the end of the Governing Council meeting three years hence. Their total consecutive service periods in any one office shall not exceed two terms and their total cumulative service periods shall not exceed 12 years.
- 10.2** The members of the Finance and Audit Committee and the members of the Membership Committee shall hold office for a three year term, commencing at the end of the meeting at which the election is held and determining at the end of the Governing Council meeting three years hence. Their total consecutive service periods in any one office shall not exceed two terms and their cumulative service periods shall not exceed 12 years.
- 10.3** If the post of Chairperson of the Governing Council or Treasurer becomes vacant for any reason whatsoever, the Governing Council shall elect a replacement at its next meeting, who shall serve out his/her predecessor's term of office.
- 10.4** If any of the positions within the Finance and Audit Committee and/or the Membership Committee becomes vacant for any reason whatsoever, the Governing Council shall elect a replacement at its next meeting, and he/she shall serve out his/her predecessor's term of office.
- 10.5** No person shall be a member of the Finance and Audit Committee and of the Membership Committee at the same time.
- 10.6** No person can serve as either Chairperson of the Governing Council or as Treasurer or as an elected member of the Finance and Audit Committee or Membership Committee for more than two consecutive terms in that particular office or a cumulative period of more than 12 years.
- 10.7** No person shall be eligible for election as Chairperson of the Governing Council, Treasurer and/or member of the Membership Committee unless at the time of their election they can complete their terms of office without being in breach of the limitations on tenure as set out herein and/or in the Regulations.
- 10.8** No person can serve as a representative to the Governing Council for a total cumulative period in excess of 15 years and no person is eligible for election as a representative to the Governing Council unless they can serve out their period of office within that 15 year period.
- 10.9** Save in exceptional circumstances, elections to any office and/or to anybody, whether at the central or regional level, shall take place within a three year period.

11. THE DIRECTOR-GENERAL

- (1) There shall be a Director-General of IPPF who shall also be the Secretary General of IPPF as provided in the IPPF Act and who shall perform all of the powers and functions designated to the Secretary General under the provisions of the Act.
- (2) By virtue of office, the Director-General shall attend meetings of the Governing Council and all Committees of the Governing Council and all other committees, task forces and/or panels of whatever nature either personally or by designating a senior official to attend same.

12. PROCEDURE AT MEETINGS OF THE GOVERNING COUNCIL

(1) Quorum

The quorum for the Governing Council shall be 50 per cent plus one of members. Proxies shall not count for purposes of the quorum.

(2) Proxy Votes

A member may give a proxy vote to another member from the same region provided this is done in writing and provided that no member may hold more than one proxy vote. Proxy votes shall count for the purposes of voting.

(3) Majority

Decisions shall be taken by a simple majority of those voting, except where otherwise provided by these Regulations.

(4) Postal Ballot

On the direction of the Chairperson of the Governing Council, the Director-General shall conduct a postal ballot.

At least three weeks must elapse between the dispatch of the ballot papers, by the most expeditious method, and the closing time of their receipt by the Secretariat. The provisions of this Regulation regarding quorum and majority voting shall apply to postal ballots. The result of a postal ballot shall be notified to the Governing Council within 30 days of the count.

13. NOMINATIONS OF OFFICERS

The Director-General shall invite from all the members of the Governing Council nominations for officers, to be elected by it. No person shall be nominated for more than one position as Honorary Officer. The procedure for nomination and election of all officers shall be in accordance with the Procedural Byelaws. The newly elected officers shall assume office at the end of the final session of the Governing Council at which the election is being held.

14. AMENDMENTS

These Regulations may be amended, altered or revoked by the Governing Council by a two-thirds majority of those voting, provided that no less than six weeks' notice of any such amendment, alteration or revocation is given by the most expeditious method available to all members of the Governing Council.

15. GENERAL

- (1) Nothing in these Regulations shall invalidate any resolution passed or any decision taken by the Governing Council by reason only that procedural steps were not carried out in accordance with these Regulations provided that such resolutions and/or decisions were approved by the unanimous vote of those entitled to vote at the Governing Council.
- (2) These Regulations and Byelaws annexed hereto take precedence over all regional and member association constitutions and byelaws.

16. TRANSITIONAL PROVISIONS

- (1) The Regulations set out above will come into force as follows:
- (a) the powers, functions and duties of Regional Councils and Regional Executive Committees will come into force at the time of the 2009 meetings.
 - (b) the composition of Regional Councils and Governing Council as described in these Regulations will come into force with effect from the 2011 Regional Council meetings and the November 2011 Governing Council meeting. On that date, any period served prior to that date shall be taken into consideration when determining a consecutive and/or cumulative period of tenure.
- (2) Any advisory panels and/or committees which were in existence prior to the coming into force of these Regulations shall continue to exist for the period for which they were established and/or to complete any specific tasks which were assigned to them, subject to Regulation 2(9).
- (3) Staggering
- For the elections due to take place in the year 2017 for the positions of regional representative to the Governing Council, the following shall apply:
- i) Two regions shall elect their three representatives for terms of office of one year;
 - ii) Two regions shall elect their three representatives for terms of office of two years;
 - iii) Two regions shall elect their three representatives for terms of office of three years.
- (4) Thereafter, regional representatives shall be elected for three year terms.
- (5) The Regions which will be required to elect their representatives in the year 2017 in accordance with Regulation 16(3) shall be selected randomly by the drawing lots to be supervised by the Honorary Legal Counsel.

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