



ACT 1977 AND REGULATIONS

**As approved by the General Assembly
November 2022**

**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 May 2020)

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 Board of Trustees following a recommendation from the Membership 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 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;

¹ As per IPPF policy: IPPF Membership Categories

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- b) a subsequent review of the application and recommendation by the Membership Committee to the Board of Trustees.
- (7) The Board of Trustees may refuse to admit any organization into membership.
- (8) Full and Associate Members may pay subscriptions fees as determined by the Board of Trustees and approved by resolution of the General Assembly from time to time.
- (9) Full and Associate members must continue to meet the Membership Standards applicable to their categories of membership as the Board of Trustees shall prescribe from time to time.
- (10) Membership is not transferable.

2. GENERAL ASSEMBLY

- (1) Subject to these Regulations, the General Assembly shall be the supreme governing body of the International Planned Parenthood Federation.
- (2) The General Assembly shall be composed of:
 - (a) The Member Associations (MAs),
 - (i) Full Member Associations. Delegations to Meetings of the General Assembly from Full Member Associations shall comprise three representatives who must include the Chair of the MA Board or other governance representative, a youth representative and the Executive Director,
 - (ii) Associate Members. Delegations to the meeting of the General Assembly from Associate Members shall be made of two representatives;
 - (b) All members of the Board of Trustees;
 - (c) All members of the Nominations and Governance Committee;
 - (d) No trustee shall be allowed to be a representative of their Member Association to the General Assembly.
- (3) The General Assembly shall exercise the following functions:
 - (a) Review and approve the overall strategic direction of the Federation;
 - (b) Provide input into Board of Trustees policies and decisions;
 - (c) Adopt and amend the Regulations of the Federation;
 - (d) Confirm or reject any amendments to the Procedural Byelaws made by the Board of Trustees ;
 - (e) Scrutinize the work of the Board of Trustees, the Director General and the financial performance of IPPF;
 - (f) Receive reports from the Nominations and Governance Committee;
 - (g) Appoint members of the Nominations and Governance Committee;
 - (h) Confirm appointments to the Board of Trustees;
 - (i) Remove, on a two-thirds majority vote of its members, one or more trustees from the Board of Trustees.
- (4) Meetings, Quorum, voting rights and required majorities of the General Assembly
 - (a) The General Assembly shall meet in ordinary session once every three years.
 - (b) The General Assembly shall be chaired by the Chair of the Board of Trustees.

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- (c) The quorum shall be 50% + 1 of the total number of Full Member Associations existing at the date on which notice of the General Assembly meeting is given.
 - (d) Only one of the representatives of Full Member Associations have voting rights during the General Assembly proceedings. All other participants to the General Assembly are non-voting participants.
 - (e) Except as otherwise provided in these Regulations and the Procedural Byelaws, decisions of the General Assembly shall be taken by a simple majority of the Full Member Associations registered and voting.
 - (f) No objection may be raised to the qualification of any person voting at a General Assembly meeting except at the meeting or adjourned meeting at which the vote objected to is tendered; and every vote not disallowed at the meeting is valid. Any such objection must be referred to the chair of the meeting, whose decision is final.
 - (g) Procedural Byelaws consistent with these Regulations shall make further provision for the calling and holding of meetings of the General Assembly, including the appointment of proxies.
 - (h) A decision to remove one or more trustees from the Board of Trustees requires a two-thirds majority vote of the Full Member Associations present and voting (in person or by proxy) at a meeting of the General Assembly.
 - (i) Each Full Member Association represented at the General Assembly shall have one vote unless only being represented by the MA Executive Director in which case a proxy needs to be given to another MA that has a representative from its governance's structure.
 - (j) A Member Association can give proxy to another MA of their choice provided that such proxy is given in advance of the meeting. No MA can hold more than one proxy at any given time.
 - (k) Attendance of a Member Association by proxy does not count for the purposes of establishing quoracy.
- (5) Extraordinary General Assembly
- (a) An extraordinary General Assembly can be called by a two thirds majority of the Board of Trustees or at a request of one third of all the Full Member Associations.
 - (b) Procedures governing such meetings will be detailed in the Procedural Byelaws and/or General Assembly's Terms of Reference.

3. NOMINATIONS AND GOVERNANCE COMMITTEE

- 1) The Nominations and Governance Committee (NGC) reports to the General Assembly. Annual reports of its work shall be provided to the General Assembly.
- 2) The NGC shall recruit the members of the Board of Trustees and the Board's committees according to the agreed guidelines described in the policy related to the terms of reference of the NGC. The NGC shall on an annual basis, review the individual and collective performance of the Board of Trustees, the Board's committees and of their members.
- 3) The NGC shall perform such other functions as are set out in its terms of reference, which may be made and amended on the same basis as the Procedural Byelaws.
- 4) The NGC shall develop and implement a succession plan to ensure the effectiveness of the Board and its committees.
- 5) The NGC shall be composed of seven members of whom at least 50% shall be women and one of whom shall be a young person aged under 25 at the time of their appointment. All NGC members shall be individuals with the relevant experience on membership issues and the legal field. The majority of NGC members shall come from IPPF Member Associations.
- 6) No employees of either the IPPF Secretariat or any IPPF Member Association may serve on the NGC.
- 7) NGC members may serve for terms of up to three years, with the possibility of re-appointment once only, i.e., a maximum of two terms in total. Committee members will be ineligible to stand for a third term at any future point.
- 8) Members' terms shall be staggered in order to maintain continuity of organisational knowledge and expertise within the Committee.
- 9) Every three years at least two of the positions on the NGC will be subject to election. The nomination of members to the NGC will be conducted by the NGC itself and the nominees will be put forward to the General Assembly for its approval by simple majority vote.
- 10) In nominating and appointing NGC members, the NGC and General Assembly shall seek to ensure that such members meet relevant standards of expertise, skills and experience according to criteria set out in the NGC's terms of reference.
- 11) There shall be a Chair who is appointed by the NGC from amongst its members. The Chair will lead the NGC in the conduct of its work.
- 12) The Chair shall be appointed for a three-year term.

4. BOARD OF TRUSTEES

- (1) The affairs of IPPF shall be governed by a Central Council which shall be known as the Board of Trustees (BoT).
- (2) The Board of Trustees shall consist of fifteen Trustees: nine of whom are drawn from Member Associations and six of whom are recruited externally. The composition of the Board shall include at least 20 percent young people under the age of 25 years at the time of appointment and at least 50 percent women.
- (3) Any IPPF Legal Counsel appointed by the Board of Trustees shall be entitled to attend Board meetings in order to provide advice as general counsel to the Federation in matters pertaining to legal and institutional questions. The Legal Counsel does not have a vote and is not a Trustee.
- (4) A representative of the IPPF staff association² may be invited to attend Board meetings at the discretion of the Board of Trustees.
- (5) IPPF Director General or their representative shall attend all the Board meetings by the virtue of their office other than executive sessions where the Director General must be the subject of the conversation. IPPF Director General or their representatives may speak but not vote.
- (6) The Board of Trustees shall hold face to face or virtual meetings as defined by the Procedural Byelaws.
- (7) Eligibility criteria:

All trustees must meet specific profiles on expertise, skills and experience according to criteria established by the Nominations and Governance Committee in consultation with the Board of Trustees (the 'Trustee Criteria')

 - a. Trustees drawn from Member Associations must be current Member Association volunteers. Candidates will be required to provide written confirmation from the relevant MA of their membership status and role within the Member Association.
 - b. A trustee may not be an employee of IPPF or of any Member Association.
 - c. A retired or an ex-employee or an agent (a person who has authority to act on behalf of another. This includes employees, contractors, professional advisers, board members, etc.) of the Secretariat or of a Member Association shall only apply to become a Trustee following a cooling off period of two years from the end of their respective engagement.
 - d. A former or a current Trustee shall only apply to become an employee of the Secretariat or of a Member Association following a cooling off period of two years from the end of their trusteeship.

² With the establishment of a unified secretariat, including both the Central Office and the Regional Offices, a staff association is to be formed through which staff can communicate various views and concerns, not only to management but also to the Board of Trustees.

- e. The Board, once formed, shall appoint new trustees from candidates presented by the Nominations and Governance Committee subject to GA's confirmation. Recruitment shall take into account the specific needs of the Board when vacancies arise and in nominating and appointing new trustees. The Nominations and Governance Committee and the Board shall seek to ensure that such trustees meet the Trustee Criteria.
- f. Members of the Nominations and Governance Committee are ineligible to serve on the Board of Trustees.
- g. The **Trustee Criteria** are:
- Geographical diversity; and
 - Representation of "at risk" and vulnerable populations
 - Leadership in SRHR
 - Governance at international or national level
 - Senior executive experience
 - Program delivery experience
 - Financial control and oversight
 - Risk management
 - Legal expertise
 - Fundraising and resource mobilization
 - Experience of advocacy and working with government
 - Communications and marketing
 - Human resources
 - Youth networking/youth action
 - Peer-to-peer service delivery
 - Other skills, experience and attributes relevant to global governance.
 - Any other criteria to be determined from time to time.
- (8) The Board of Trustees shall elect from amongst its members the Chair and the Vice Chair of IPPF who shall be appointed for a three-year term.
- (9) The Board of Trustees sets policy and overall strategic direction for IPPF in the interests of furthering the purposes of IPPF for the public benefit and, in doing so, supporting its Member Associations and the people they serve. The Board has ultimate responsibility for the activities of the IPPF Secretariat, in line with the requirements of the UK charity law and the Terms of Reference of the Board of Trustees.
- (10) The Board of Trustees shall have all powers of IPPF not specifically reserved by the IPPF Act or these Regulations to the General Assembly any other person or committee.
- (11) The Board of Trustees shall have power to hire, support, oversee and evaluate annually the performance of the Director General.

- (12) The Board of Trustees shall have power to establish a complaints panel (the Independent Complaints Panel or ICP) comprising of individuals who are otherwise independent of IPPF and which shall have the following powers:
- a. to investigate and adjudicate on complaints raised about trustees and other senior IPPF volunteers and staff (relating to staff only pertains to the DG and in the case of appeals by RDs or Divisional Directors against the DG's disciplinary decisions), as provided for in the ICP's terms of reference;
 - b. to make recommendations to the Board of Trustees following such investigation and adjudication;
 - c. to suspend and to remove from office any volunteer in respect of whom it has carried out an investigation.
- (13) The Board of Trustees may amend the terms of reference of the Independent Complaints Panel consistent with this Regulation, appoint and remove members of the ICP (in accordance with the terms of reference), and make provision for the liability of members of the ICP."
- (14) The Board of Trustees may make, repeal or alter such Procedural Byelaws as it sees fit as to the governance of the IPPF and its affairs subject to the GA confirmation. No Procedural Byelaw shall be inconsistent with the IPPF Act, these Regulations or any rule of law.
- (15) These Regulations and the attached Procedural Byelaws shall be binding on all Member Associations. The General Assembly has the power to alter, add to or repeal the Procedural Byelaws.
- (16) Trustees do not represent any constituency, region or Member Association within IPPF and must at all times act in good faith in order to further the interests of IPPF as a whole.
- (17) There shall be four standing committees of the Board of Trustees, namely:
- (a) The Membership Committee
 - (b) The Finance, Audit and Risk Committee
 - (c) The Policy, Strategy and Investment Committee and
 - (d) The Resource Allocation and Technical Committee
- (18) There shall be an International Medical Advisory Panel whose composition shall be determined, and functions defined by, the Board of Trustees as it sees fit.
- (19) Term of office
- a. Trustees may serve for terms of up to three years, with the possibility of re-appointment once; i.e., a maximum of two terms, after which the trustee must retire from the Board. No trustee may serve for more than two terms cumulatively.

- b. Trustees' terms will be staggered in order to maintain continuity of organisational knowledge and expertise within the Board.

(20) Suspension, expulsion and resignation of Trustees

- a. The Independent Complaints Panel may, in accordance with the terms of reference of that panel, suspend or expel any trustee and reinstate any trustee it has suspended following an appeal of the initial ICP decision.
- b. The Board of Trustees may also, by two-thirds majority vote of those trustees present and voting (excluding the trustee in question), suspend or expel any trustee following a recommendation to that effect from the Independent Complaints Panel provided that the trustee in question shall have been given at least twenty-one days written notice of the proposed suspension, together with details of the recommendation from the Independent Complaints Panel, and an opportunity to address the Board in writing concerning the proposal.
- c. The Board of Trustees may by two-thirds majority vote of those trustees present and voting (excluding the trustee in question) reinstate a trustee who has been suspended by the Board. The Board shall give to the trustee in question notice of his or her reinstatement as soon as practicable following the decision to reinstate.
- d. A trustee who has been suspended by the Independent Complaints Panel or the Board shall not be permitted during their suspension to participate in meetings of the Board of Trustees nor to receive notices, documents or other information that are provided to the Board. They shall have no responsibility for any acts or omissions of the Board during their suspension but remains subject to all other duties and responsibilities of trusteeship.
- e. Following reinstatement of a trustee suspended by the Independent Complaints Panel or the Board, that trustee shall only be entitled to receive such documents and other information that were withheld during the period of suspension as are approved by two-thirds majority vote of those trustees present and voting (excluding the trustee in question).

(21) The Board shall conduct its proceedings as set out in the Procedural Byelaws and otherwise as the Board sees fit (consistent with those Procedural Byelaws).

(22) Subject to the Act and these Regulations, the Board of Trustees may delegate any of its powers or functions to any committee. Any such delegation may be:

- a) by such means;
- b) to such an extent;
- c) in relation to such matters or territories; and

- d) on such terms and conditions as the Board of Trustees sees fit.
- (23) The Board of Trustees may authorise further delegation of the relevant powers or functions by any committee to which they are delegated.
- (24) The Board of Trustees may revoke any delegation in whole or part or alter its terms and conditions.
- (25) The Board of Trustees may by power of attorney or otherwise appoint any person to be the agent of IPPF for such purposes and on such conditions as it determines.
- (26) All acts done by a person acting as a trustee shall, even if it is afterwards discovered that there was a defect in their appointment or that they were disqualified from holding office or had vacated office, be as valid as if such person had been duly appointed and was qualified and had continued to be a trustee.

5. THE FINANCE, AUDIT AND RISK COMMITTEE

There shall be a Finance, Audit and Risk Committee, the composition, functions and terms of reference of which shall be set out in the Procedural Byelaws.

6. THE MEMBERSHIP COMMITTEE

There shall be a Membership Committee, the composition, functions and terms of reference of which shall be set out in the Procedural Byelaws

7. POLICY, STRATEGY AND INVESTMENT COMMITTEE

There shall be a Policy, Strategy and Investment Committee, the composition, functions and terms of reference of which shall be set out in the Procedural Byelaws.

8. RESOURCE ALLOCATION AND TECHNICAL COMMITTEE

There shall be a Resource Allocation and Technical Committee, the composition, functions and terms of reference of which shall be set out in the Procedural Byelaws.

9. SUSPENSION, EXPULSION, LOSS OF MEMBERSHIP AND RESIGNATION OF A MEMBER ASSOCIATION

- (1) (a) The Board of Trustees may, by a two-thirds majority of those voting (excluding any trustee who is an officer or agent of the relevant Member Association) suspend a Member Association if:
- (i) in the opinion of the Board it ceases to comply with the Membership Standards and shows inadequate commitment to address this;
 - (ii) for any other reason the Board of Trustees considers it is fair and reasonable and in the interests of IPPF to do so; provided that as soon as practicable 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 Board of Trustees;
- (b) any Member Association, which is suspended under this Regulation, may apply to have its suspension revoked by the Board of Trustees provided that such application (of reasonable length) is submitted to the Board of Trustees at least two months prior to the relevant meeting of the Board and sets out the reasons why the suspension should be revoked. The Board may revoke the suspension by a two-thirds majority of those voting (excluding any trustee who is an officer or agent of the relevant Member Association) and may impose such conditions in respect of continued membership as it deems appropriate;
- (c) the suspension of a Member Association, in accordance with paragraph (a) above, shall continue until it is revoked by the Board of Trustees or until the Member Association is expelled;
- (d) the suspension of a Member Association shall take effect immediately on the Member Association being given written notice of the suspension and a suspended Member Association may not attend or vote at meetings of the General Assembly or any other IPPF forum during the period of suspension. The Member Association may, however, remain liable to pay any subscription that is due during that period;
- (e) (i) If a Member Association has been under suspension for a period of two years, the Membership Committee (excluding any member who is an officer or agent of the relevant Member Association) shall consider and may recommend to the Board of Trustees the expulsion of the Member Association;
- (ii) Should the Membership Committee decide not to recommend expulsion when it first considers the question, it shall (excluding any member who is an officer or agent of the relevant Member Association) within twelve months after making its decision re-consider and decide whether to recommend the expulsion of the Member Association;

- (iii) If, after reconsideration, the Membership Committee (excluding any member who is an officer, or agent of the relevant Member Association) does not recommend expulsion, or if it fails to consider the question, the Board of Trustees shall at its next meeting consider the expulsion of the Member Association.
- (2) The Board of Trustees may by a two-thirds majority of those voting (excluding any trustee who is an officer or agent of the relevant Member Association) expel a Member Association if it ceases to fulfill the criteria set forth in Regulation 1; if in the opinion of the Board of Trustees it becomes inactive; or if in the opinion of the Board of Trustees it does not subscribe to and/or uphold the Membership Standards or for serious undesirable activities, provided that:
 - (a) notice in writing specifying the reasons for the proposed expulsion shall be given to the Member Association concerned requiring it to show cause why it should not be expelled;
 - (b) a copy of the notice shall at the same time be sent to all members of the Board of Trustees;
 - (c) a period of sixty days from the date of the dispatch of the notice shall be allowed to the Member Association to send in its written representations of reasonable length, a copy of which shall be sent by the Director-General to all members of the Board of Trustees; and
 - (d) the Board of Trustees has considered any representations of reasonable length submitted by the Member Association.
- (3) An expelled Member Association shall immediately repay to IPPF Central Office all the loans and unspent grants it has received from IPPF.
- (4) The Board of Trustees, on application made by the former Member Association, may by two-thirds majority of those voting re-admit to membership of IPPF any Member Association which has been expelled in accordance with this Regulation and the Board may impose such conditions as to the continued membership of such Member Association as the Board sees fit.
- (5) A Member Association shall automatically lose its membership if it becomes bankrupt, is wound up or otherwise ceases to exist.
- (6) A Member Association may resign from the Federation at any time by at least six months' written notice to the Board of Trustees. A decision to resign from IPPF must be made by the highest decision-making body of the Member Association.

10. REGIONS OF IPPF

- (1) IPPF is a Federation of Member Associations which reach collective governance decisions, as members of IPPF, through the General Assembly. IPPF is divided into Regions for the purpose of sharing knowledge, bringing Member Associations closer to each other within their Regions and to discuss the political contexts within which IPPF operates. The Regions do not perform governance functions and shall be organised in accordance with separate operational frameworks to be developed by the Member Associations in each Region under guidelines issued by the Board of Trustees.
- (2) The Regions of IPPF are:
 - (a) Africa,
 - (b) Arab World,
 - (c) East and South East Asia and Oceania,
 - (d) Europe,
 - (e) South Asia,
 - (f) Americas and the Caribbean.
- (3) Regions shall organise Regional Forums and Regional Youth Forums in accordance with the separate operational frameworks to be developed by the Member Associations in each Region under guidelines issued by the Board of Trustees.
- (4) IPPF European Network shall maintain a nominal regional board to enable fundraising. IPPF EN Regional Director will continue to the report to IPPF Director General.

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) The Director-General shall be responsible for implementing the policy and strategy of IPPF adopted by, and within a budget approved by, the Board of Trustees and shall advise the Board of Trustees in relation to such policy, strategy and budget.
- (3) The Board of Trustees shall provide the Director-General with a description of the role and the extent of the authority of the Director General.
- (4) The Director-General shall report regularly to the Board of Trustees on the activities undertaken in managing IPPF and provide them, directly and through FARC, with regular reports which are sufficient to explain the financial position of IPPF.
- (5) By virtue of office, the Director-General may attend meetings of the Board of Trustees and all committees, task forces and/or panels established by or under these Regulations. The Director-General may attend personally or by designating a senior official to attend on their behalf.

12. AMENDMENTS

These Regulations may be amended, altered or revoked based on a recommendation from the BOT by the General Assembly by a two-thirds majority of those voting, provided that no less than four weeks' notice of any such amendment, alteration or revocation is given to all Member Associations eligible to attend and vote.

13. GENERAL

- (1) The proceedings at any meeting or on the taking of any poll or the passing of a written resolution or the making of any decision shall not be invalidated by reason of any accidental informality or irregularity (including any accidental omission to give or any non-receipt of notice) or any want of qualification in any of the persons present or voting or by reason of any business being considered which is not specified in the notice.
- (2) These Regulations and Byelaws annexed hereto take precedence over all Member Association constitutions and byelaws in respect of their membership with IPPF.
- (3) All Members of standing Committees and other ad hoc committees shall be subject to the same disciplinary proceedings as established in the Raising a concern policy and Independent Complaints Panel policy.

14. TRANSITIONAL PROVISIONS

- (1) The first Board of Trustees and the first Nominations and Governance Committee to take office following the conclusion of the Governing Council meeting in which the adoption of these regulations will take place. The BoT shall be composed of those individuals appointed by the Governing Council following the adoption of these Regulations upon recommendations from a sub-committee formed by the Governing Council (Transition Committee).
- (2) The subsequent appointment of the Trustees and Nominations and Governance Committee Members shall be conducted as per these new Regulations.