

# THE INTERNATIONAL PUBLIC RELATIONS ASSOCIATION

## CONSTITUTION

**Adopted on 23 January 2015**

### BACKGROUND

The International Public Relations Association is established as an unincorporated association for the purpose of facilitating the Members' engagement with one another and to act as a discussion forum for public relations issues. This Constitution is the governing document of the Association.

The above functions of the Association are separate from all management arrangements of the Association, which will be undertaken by the International Public Relations Association Limited (a company limited by guarantee in England and Wales, company registration number 3744532) ("*IPRA Ltd*"). Such arrangements shall include (without limitation), acting as a secretariat for the Association and providing such services as the Association shall from time to time determine.

#### 1. Name

The name of the Association is the *International Public Relations Association* (referred to in this Constitution as "*the Association*").

#### 2. Objectives

The Objectives of the Association are:

- 2.1 To promote the development of public relations practice internationally. Public relations is defined as the planned and sustained effort to establish and maintain goodwill and mutual understanding between an organisation and its public, such development being for the benefit of the practice of public relations in commerce, industry, central and local government, nationalised undertakings, professional, trade and voluntary organisations and all practitioners and others concerned in or with public relations;
- 2.2 To provide a channel for the exchange of ideas and professional experience among those engaged in public relations practice;
- 2.3 To develop and publish original studies and papers; to conduct meetings and to hold congresses and events with a view to improving international public relations practice;
- 2.4 To foster the highest standards of public relations competence and practice, especially in the international field;
- 2.5 To undertake such other activities as may be of general benefit to all Members;
- 2.6 To organise periodic Public Relations World Congresses;
- 2.7 To promote from a strictly independent position the profession;

- 2.8 To institute a record of Members, with details of experience and specialist knowledge or qualifications; and to assist organisations desirous of obtaining the services of public relations practitioners;
- 2.9 To promote the Association as a responsible organisation representing public relations practitioners worldwide;
- 2.10 To give a voice to the practice of public relations and to enhance its influence;
- 2.11 Generally to undertake all such activities as are likely to be of benefit to the practice of public relations, the interest of its Members and of the wider society.

### **3. Powers**

- 3.1 The Association has the power to act as a discussion forum for public relations issues and to address international policy matters, and to do all such things as are incidental or conducive to these functions.
- 3.2 In respect of all other functions in furtherance of the Objectives, the Association has the power to instruct IPRA Ltd to act as the secretariat to the Association providing such other services as the Association (through its Board) may from time to time resolve.

### **4. Offices**

The Board may establish such offices and other facilities as are necessary for the conduct of its affairs. (It will have a primary association with England and Wales because IPRA Ltd is registered in that jurisdiction and it is the governing law of the Association).

### **5. Official Language**

The official language of the Association is English. All formal meetings of the Association will be held in English and all minutes and other documents issued to the Board and Members will be published in English. The English version of any document shall be the official version.

### **6. Chapters**

- 6.1 In order to facilitate its Objectives the Association encourages the formation of thematic and regional chapters.
- 6.2 In order for such a chapter to be officially recognised by the Association the following conditions shall be fulfilled:
  - 6.2.1 A written request to the Board supported by 8 Members, who shall be from the region in the case of a regional Chapter,;
  - 6.2.2 An outline of the objectives of the Chapter and of its governance shall be submitted to the Board;

- 6.3 The Board shall decide whether or not recognition shall be accorded and may attach such conditions to the recognition as it deems appropriate;
- 6.4 Chapters may organise such activities as are consistent with the objectives of the Association;
- 6.5 Subject to the consent of the Board Chapters may charge fees for membership participation in activities;
- 6.6 Chapters shall elect such officers as are required for the conduct of their affairs;
- 6.7 The Board may at any time withdraw recognition from a Chapter if it deems that is operating outside of the objectives of the Association, or its own governance or is no longer viable;
- 6.8 The Board may intervene in the affairs of any Chapter if it deems that there are matters of governance that require correction.

## **7. Categories of Member**

There shall be two categories of individual membership:

- 7.1 Full Members; and
- 7.2 Associate Member.

## **8. Full Members**

Full Members shall be individuals who:

- 8.1 spend the major proportion of their working time in activities related to the public relations profession at a senior level; and have attained such relevant qualification, accreditation or experience as the Board shall from time to time decide.
- 8.2 are appointed Members Emeriti or IPRA Fellows.

## **9. Associate Members**

- 9.1 Associate Members shall be individuals who are involved in public relations or related fields or who have an interest in the furtherance of public relations and who wish to be associated with the Association and support its activities.
- 9.2 The Board shall determine which services shall be offered to Associate Members and any charges pertaining thereto.

## **10. Members Emeriti**

- 10.1 Member Emeritus shall be a title accorded to those Members who have distinguished themselves by service to the Association and/or the profession over a sustained period of time.
- 10.2 Members Emeriti shall have free, lifetime Full membership in the Association.

- 10.3 The Board shall establish criteria and procedures for the selection of Members Emeriti and any organisation aspects related to existing Members Emeriti.

## **11. IPRA Fellows**

- 11.1 Any Full Member in good standing with six years continuous membership may apply for recognition as an IPRA Fellow. Such recognition shall be at the discretion of the Secretary General.

## **12. Admission to membership**

- 12.1 Members shall be admitted by the Board in accordance with this Constitution.
- 12.2 Every prospective Member shall submit to the Association an application for membership, in a form prescribed by the Board, setting out:
- 12.2.1 such particulars as are prescribed by the Board; and,
- 12.2.2 an undertaking to be bound by this Constitution and all regulations and terms of reference of the Association from time to time in force, including (without limitation) the Association's Codes of Ethics and Conduct applicable to Members.
- 12.3 A person shall be eligible to be admitted, by the Board, to a particular category of membership if:
- 12.3.1 such person is, in the opinion of the Board, a fit and proper person to be so admitted (and, for the avoidance of doubt, neither the Board nor the Association shall be required to provide any explanation for accepting or rejecting an application for membership);
- 12.3.2 he or she, at the date of receipt of the application by the Association, satisfies the conditions applicable to that category,
- 12.4 The Association reserves the right to take any reasonable steps to validate the credentials of applicants.

## **13. Designations**

All Full Members may use the designation "MIPRA" to identify their membership of the Association. Fellows may use the designation "FIPRA".

## **14. Services and Programmes**

All Full Members shall have access to all the Association's services and programmes. Associate Members shall have such access as determined by the Board.

## **15. Cessation of Membership**

Membership is personal and non-transferrable and shall cease:

- 15.1 if the relevant Member ceases to be eligible for membership within the relevant category and is not eligible for and admitted to another category (or proves to have been ineligible when admitted as a Member);
- 15.2 by resignation;
- 15.3 if a subscription due from the relevant Member remains unpaid 90 days after such subscription is due and the Secretary General resolves that such membership be terminated (provided that the Board may re-admit any such Member upon such terms as it considers appropriate);
- 15.4 if the relevant Member is removed as a Member having been judged to have committed any act or conduct likely to bring the Association or the profession into disrepute, including (without limitation) being found guilty of any breach of any Code of Ethics or Conduct or other regulations made or adopted by (or under authority of) the Board from time to time. Such removal being effected in accordance with this Constitution and any regulations adopted by the Board in accordance with this Constitution from time to time relating to disciplinary and associated matters.

## **16. Membership fees and subscriptions**

- 16.1 All Members shall pay such subscriptions as the Board may, from time to time, resolve.
- 16.2 The Board shall have power to determine annual subscriptions and other fees.

## **17. General Meetings**

- 17.1 Full Members are entitled to attend general meetings of the Association in person. There shall be at least one general meeting per calendar year (which may be the AGM). General meetings are called on at least 30 calendar days written notice to the Full Members specifying the place, day and time of the meeting and the general nature of the business to be considered at the meeting.
- 17.2 There is a quorum at a general meeting if the number of Full Members personally present or providing proxies is at least 10, or 1% of the Full Members (whichever is greater)
- 17.3 The President or (if the President is unable or unwilling to do so) the President-elect or (if the President-elect is unable or unwilling to do so) the Secretary General or another member of the Board presides at a general meeting.
- 17.4 Except where otherwise provided by this Constitution, every issue at a general meeting is determined by a simple majority of votes cast by the Full Members present or by proxy.
- 17.5 Except for the chair of the meeting, who has a casting vote, every Full Member present in person or by proxy is entitled to one vote on every issue.
- 17.6 An AGM must be held in every year. .

17.7 AGM business shall include:

17.7.1 receipt of the report of the Board on the Association and IPRA Ltd's activities since the previous AGM;

17.7.2 confirmation of the retirement and appointment of members of the Board;

17.7.3 discussion and determination of any issues of policy or any other business put before them by the Board.

17.8 Any general meeting which is not an AGM is an EGM.

17.9 An EGM may be called at any time by the Board or Secretary General on at least 30 calendar days written notice or must be called within 60 calendar days after a written request specifying the proposed agenda to the Secretary General from at least 10% of the Full Members.

## **18. Postal or Electronic Ballots**

18.1 The elections of the Board shall take place by postal or electronic ballot.

18.2 The Board may refer for decision by postal or electronic ballot any other matter.

18.3 Subject to this Constitution, the Board shall establish the procedures for any such postal or electronic ballot.

## **19. The Board - Composition**

19.1 The Board is responsible for the sound management of the Association and for the oversight of any subsidiary or related entities.

19.2 The Board, when complete, shall consist of the officers (President, Immediate Past President, President-elect, Treasurer, Secretary General) and up to six individuals (or such other number as the Electoral Commission shall determine) of whom up to three may be co-opted, all of whom must have been Members for at least three years and continue to be a Member during his or her term in office. The requirements for the President and Treasurer and Secretary General are set out in this Constitution.

## **20. President**

20.1 The President is the titular head of the Association and represents the Association at all formal events.

20.2 The President is the Chair at General meetings.

20.3 The President serves for one year commencing on 1 January.

## **21. Election of President**

21.1 The President shall be elected at a suitable time before their year of office. To be eligible for election for President, candidates must have been Full Members of the

21.2 The President will be elected by the Board – according to a process from time to time established by the Electoral Commission.

21.3 The Electoral Commission shall be responsible for validating the credentials of those submitting themselves for election.

## **22. President Elect**

22.1 The President Elect is the title of the President following election prior to the year of office of the President, commencing on 1 January.

22.2 If the current President should resign or be unable to fulfil the term of office, the President Elect shall immediately assume the presidency and shall serve the completion of that part-year plus the following year of office.

22.3 The President Elect shall be the deputy-Chair at General meetings.

## **23. Immediate Past President**

Immediate Past President is the title of the former President for one year after the year of office of the President.

## **24. Treasurer**

24.1 The Treasurer shall be appointed by the Board. Normally this will be for a two year term and is renewable.

24.2 The Treasurer will be a person suitably qualified in finance and in exceptional circumstances may be a non-member of the Association.

## **25. Secretary General**

25.1 The Secretary General shall be appointed by the directors of IPRA Ltd. Normally this will be for a two year term and is renewable. The Secretary General is the head of the Secretariat and will be remunerated for services provided as specified in a written contract with IPRA Ltd.

25.2 The Secretary General will be a member of the Board and may, with the consent of the President, chair Board meetings of the Association.

25.3 The Secretary General may specify Procedures and Policies for the efficient running of the Association and the implementation of the resolutions of the Board subject to any prevailing financial constraints.

25.4 The Secretary General may engage additional full or part-time human resources or other resources as may be required for the efficient running of the Secretariat subject to the agreement of the Treasurer.

## **26. Election and co-option of elected members of the Board**

Up to six (or such other number as the Electoral Commission shall determine) individual elected members of the Board reflecting the regional membership of the Association shall be elected by the Full Members by a postal or electronic ballot conducted in accordance with the following provisions:

- 26.1 The term of office for elected members of the Board will be two years beginning on 1 January.
- 26.2 At least 90 clear days before the date for taking up office notice the Electoral Commission, in accordance with procedures set by the Electoral Commission, shall give notice to the Members inviting candidates to stand for appointment or reappointment as an elected member of the Board.
- 26.3 Candidates shall provide to the Electoral Commission appropriate proof of their eligibility. The candidacy must be seconded by one other Full Member within their Region.
- 26.4 Each Region may present one candidate, or such further number as the Electoral Commission shall specify for each or for a particular Region (for example, based on size).
- 26.5 The Electoral Commission shall validate the candidates and oversee the conduct of an election. Full Members in each region will chose between the candidates within their Region.
- 26.6 The elected member(s) of the Board shall be the candidate(s) who receive the highest number of votes on a “first past the post” basis, overseen by the Electoral Commission.
- 26.7 A maximum of three members (co-opted members) of the Board (subject to Article 19.2) may be appointed by resolution of the Board to hold office immediately unless the appointment is to fill a place which has not been vacated in which case the appointment shall run from the date on which the post becomes vacant. A member of the Board so appointed shall hold office only until the end of the next AGM. Additionally the Board may appoint any number of Board members to complete the expected number of elected Board members, should any of those places be unfilled by election.

## **27. Appointment, retirement and removal of members of the Board**

- 27.1 Subject to the above clauses, a retiring member of the Board who remains qualified may serve for a maximum of two consecutive terms of two years. This may be extended where a member is elected to the office of President
- 27.2 Any member who has completed two consecutive terms may be re-appointed or re-elected to be a member of the Board after an interval of one year.



- 27.3 Every member of the Board after appointment or reappointment must agree to and acknowledge a declaration of willingness to act as a member of the Board of the Association and to abide by the terms of any Board Code of Conduct in force before he or she may vote at any meeting of the Board.
- 27.4 A member of the Board shall cease to hold office if:
- 27.4.1 the Board reasonably believe he or she has become incapable, whether mentally or physically, of managing his or her own affairs and they resolve that he or she be removed from office;
  - 27.4.2 he or she is absent without notice from two consecutive meetings of the Board and the Board resolves that he or she be removed for this reason;
  - 27.4.3 he or she ceases to be a Member of the Association;
  - 27.4.4 he or she resigns by written notice to the Board;
  - 27.4.5 he or she is removed by a resolution passed by at least 75% of total the Board after they have invited the views of the member concerned and considered the matter in the light of any such views;
  - 27.4.6 he or she has been temporarily suspended from Association membership during their term of office.
- 27.5 A retiring member of the Board is entitled to an indemnity from the continuing members of the Board at the expense of the Association in respect of any liabilities properly incurred while he or she held office and to a formal written confirmation of this indemnity on request.
- 27.6 A technical defect in the appointment of a member of the Board of which the Board is unaware at the time does not invalidate decisions taken at a meeting.

## **28. Calling a meeting of the Board**

- 28.1 The President or Secretary General or a majority of the members of the Board may call a Board meeting.
- 28.2 A meeting of the Board must be called by at least 30 calendar days' notice for a physical meeting and seven calendar days for an electronic meeting unless either:
- 28.2.1 all the members of the Board agree; or
  - 28.2.2 urgent circumstances require shorter notice.
- 28.3 Notice of a meeting of the Board must be given to each member of the Board.
- 28.4 Every notice calling a meeting of the Board must specify:
- 28.4.1 the format, place, day and time of the meeting;
  - 28.4.2 the general nature of the business to be considered at such meeting.

- 28.5 Notice of meetings of the Board must be in writing.
- 28.6 Notice of such meetings may be sent by electronic means to an address provided by the member of the Board for the purpose.

## **29. Proceedings of the Board**

- 29.1 The Board must hold at least two meetings each year.
- 29.2 A quorum at a meeting of the Board is at least half of the elected members of the Board and at least one of the four Board officers.
- 29.3 A meeting of the Board may be held either in person or by suitable electronic means agreed by the Board in which all participants may communicate with all other participants.
- 29.4 The President or (if the President is unable or unwilling to do so), the President elect or (if they are unable or unwilling to do so) some other member of the Board chosen by the Board present shall preside at each meeting of the Board.
- 29.5 Every issue may be determined by a simple majority of the votes cast at a meeting of the Board but a resolution which is in writing or electronic form and signed by a majority of the Board is as valid as a resolution passed at a meeting and for this purpose the resolution may be contained in more than one document and will be treated as passed on the date of the last signature.
- 29.6 Except for the Chair of the meeting, who has a casting vote in the event of an equality of votes, every member of the Board has one vote on each issue.
- 29.7 A procedural defect of which the Board is unaware at the time does not invalidate decisions taken at a meeting of the Board.
- 29.8 A member of the Board may give a proxy to another member of the Board subject to written notification to the President at least 24 hours before the start of the meeting. No one member shall hold more than two proxies.

## **30. Conflicts of interest management**

### *Declaration of interests*

- 30.1 A member of the Board must declare the nature and extent of:
- 30.1.1 any direct or indirect interest which he or she has in a proposed transaction or arrangement with the Association; and
- 30.1.2 any duty or any direct or indirect interest which he or she has which conflicts or may conflict with the interests of the Association or his or her duties to the Association.
- 30.2 For the purposes of this article the Association shall be deemed to include IPRA Ltd or any other subsidiary of the Association.

### ***Participation in decision-making***

- 30.3 If a Board member's interest or duty cannot reasonably be regarded as likely to give rise to a conflict of interest or a conflict of duties with or in respect of the Association, he or she is entitled to participate in the decision-making process, to be counted in the quorum and to vote in relation to the matter. Any uncertainty about whether a member's interest or duty is likely to give rise to a conflict shall be determined by a majority decision of the other members taking part in the decision-making process.
- 30.4 If a member's interest or duty gives rise (or could reasonably be regarded as likely to give rise) to a conflict of interest or a conflict of duties with or in respect of the Association, he or she may participate in the decision-making process and may be counted in the quorum and vote unless:
- 30.4.1 the decision could result in the member or any person who is connected with him or her receiving a benefit other than:
- i. any benefit received in his or her capacity as a Member of the Association and which is available generally to the Members of the Association;
  - ii. reimbursement of expenses in accordance with this Constitution; or
- 30.4.2 a majority of the other members participating in the decision-making process decide to the contrary;
- 30.4.3 in which case he/ she must comply with clause 29.5.
- 30.5 A member of the Board with a conflict of interest or conflict of duties required to comply with this clause, must:
- 30.5.1 take part in the decision-making process only to such extent as in the view of the other Board members is necessary to inform the debate;
- 30.5.2 not be counted in the quorum for that part of the process ; and
- 30.5.3 withdraw during the vote and have no vote or proxy vote on the matter.

### ***Continuing duties to the Association***

- 30.6 Where a member of the Board has a conflict of interest or conflict of duties and the member has complied with his or her obligations under this Constitution in respect of that conflict, the member shall not be accountable to the Association for any benefit expressly permitted under this Constitution which he or she or any person connected with him or her derives from any matter or from any office, employment or position.

### ***Register of interests***

- 30.7 The Board must cause a register of Board members' interests to be kept.

### **31. Electoral Commission**

The Electoral Commission comprises the five most recent past Presidents of IPRA still members of the Association. If there are fewer than five the Board may appoint additional members of the Electoral Commission up to a total of five from Members Emeriti and/or IPRA Fellows. It is responsible for:

- 31.1 The proper conduct of elections within IPRA and the appointment of an Elections Officer (usually from the Secretariat);
- 31.2 The validation of candidates for election to office and ensuring that they are both suitable qualified and fit and proper persons to hold office;
- 31.3 Ensuring that as far as is reasonably possible the Board is representative of the diversity of IPRA membership;
- 31.4 Establishing and as necessary modifying the election Regions. Such Regions shall reflect as far as possible the membership distribution within IPRA;
- 31.5 Such other functions assigned to the Electoral Commission under this Constitution, or by the Board.

### **32. Powers of the Board**

The Board has the following powers in the administration of the Association:

- 32.1 to lead forum and policy representation;
- 32.2 to delegate financial and administrative matters (and any other matters that the Board shall think fit) to IPRA Ltd;
- 32.3 to provide oversight on behalf of the Members of those matters delegated and ensure full and regular reporting
- 32.4 to delegate any of their functions to committees consisting of two or more individuals appointed by them (but at least one member of every committee must be a member of the Board and all proceedings of committees must be reported promptly to the Board);
- 32.5 to make regulations consistent with this Constitution to govern proceedings at general meetings, their proceedings and proceedings of committees, the administration of the Association; and to resolve, or establish procedures to assist the resolution of disputes within the Association; and
- 32.6 to appoint a suitable person to act as nominee shareholder in any subsidiary organisation of the Association and to ensure that he or she fulfils their duties to the Association correctly;
- 32.7 to exercise any powers of the Association which are not reserved to a general meeting.

### **33. Benefits to Members and members of the Board**

- 33.1 The property and funds of the Association must be used only for promoting the Objectives and do not belong to the Members or the Board.
- 33.2 No member of the Board may receive any payment of money or other material benefit (whether direct or indirect) from the Association except:
  - 33.2.1 reimbursement of reasonable out-of-pocket expenses (including hotel and travel costs) actually incurred in the administration of the Association;
  - 33.2.2 interest at a reasonable rate on money lent to the Association;
  - 33.2.3 a reasonable rent or hiring fee for property let or hired to the Association;
  - 33.2.4 reasonable and proper remuneration for goods or services supplied to the Association;
- 33.3 The Association is not established or conducted for private gain.

### **34. Records and Accounts**

- 34.1 The Board must keep proper records of:
  - 34.1.1 all proceedings at general meetings;
  - 34.1.2 all proceedings at meetings of the Board;
  - 34.1.3 all reports of committees; and
  - 34.1.4 all professional advice obtained.
- 34.2 The Board shall require that IPRA Ltd keeps proper records of the Association's accounts and reports regularly.

### **35. Notices**

- 35.1 Notices under this Constitution may be sent by post or by electronic means.
- 35.2 The address at which a Member is entitled to receive notices is the address noted in the register of members
- 35.3 Any notice given in accordance with this Constitution is to be treated for all purposes as having been received:
  - 35.3.1 24 hours after being sent by electronic means or delivered by hand to the relevant address;
  - 35.3.2 3 clear days after being sent by first class post to that address (if that address is in the UK);
  - 35.3.3 7 clear days after being sent by overseas post to that address;

35.3.4 as soon as the Member acknowledges receipt, if earlier

35.4 A technical defect in the giving of notice of which the Members or the Board are unaware at the time does not invalidate decisions taken at a meeting.

### **36. IPRA Logo and Name**

36.1 The IPRA logo is the exclusive property of the Association. It may not be attached to any event, product or service without express written consent from the Secretary General, namely IPRA Ltd. The Association may attach such conditions to this consent as it deems appropriate including payment of a fee. The logo may not be modified in any manner. Consent to use the logo to indicate membership will not be unreasonably withheld and will be subject to a standard form.

36.2 The IPRA name may not be used to indicate endorsement of any product, service or individual without express written consent from the Secretary General. The Association may attach such conditions to this consent as it deems appropriate including payment of a fee.

36.3 The Association may take such action as it deems fit to prevent misuse of either its name or logo.

### **37. Amendments**

This Constitution may be amended at a general meeting or by electronic ballot by a 75% majority of the votes cast, but the Full Members must be given 20 calendar days notice of the proposed amendments.

### **38. Dissolution**

38.1 If at any time at least 75% of Full Members at a general meeting decide to dissolve the Association, the Board will remain in office and will be responsible for the orderly winding up of the Association's affairs.

38.2 After making provision for all outstanding liabilities of the Association, the Board must apply the remaining property and funds by transfer to one or more other bodies established for purposes within, the same as or similar to the Objectives.

### **39. Interpretation panel**

IPRA recognises that this Constitution cannot cover every possible eventuality. It further recognises that there may from time to time be differences in interpretation of its provisions. It is the Association's wish and intent that any differences or conflicts be resolved within the Association. To this end, in the event of such differences, the President, in consultation with the Board shall appoint a panel of three Past Presidents (not members of the Board) to adjudicate on the matter. Such adjudication shall be binding on all.

## 40. Interpretation

40.1 This Constitution and other rules and regulations established by the Board including disciplinary procedures shall be interpreted according to English law. In cases of conflict, English law shall take precedence over the terms within this Constitution.

40.2 In this Constitution:

**'AGM'** means an annual general meeting of the Association;

**'Association'** means the Association comprised in this Constitution;

**'Connected'** in relation to a Board member means any person falling within any of the following categories: (a) any spouse, civil partner, parent, child, brother, sister, grandparent or grandchild of the member; or (b) the spouse or civil partner of any person in (a); or (c) any other person in a relationship with the member which may reasonably be regarded as equivalent to such a relationship as is mentioned at (a) or (b); or (d) any company, partnership or firm of which the member is a paid director, member, partner or employee, or shareholder holding more than 1% of the capital;

**'co-opted members of the Board'** means those members of the Board who are appointed by the Board in accordance with clause 26.7.

**'EGM'** means an extraordinary general meeting of the members of the Association;

**'Electoral Commission'** means the Association's Electoral Commission established under clause 31;

**'elected members of the Board'** means those members of the Board who are elected by the Members;

**'financial year'** means the Association's financial year;

**'Full Member'** means a full member of the Association as defined in clause 8;

**'Immediate Past President'** means the immediate past president as defined in clause 23;

**'Board'** means the governing body of the Association;

**'Member'** and **'membership'** refer to membership of the Association;

**'months'** means calendar months;

**'Objectives'** means the objects of the Association set out in clause 2;

**'President'** means the president as defined in clause 20;

**'President Elect'** means the president elect as defined in clause 21;

**'Region'** means electoral Regions established by the Electoral Commission;

**'Secretary General'** means the Secretary General as defined in clause 25;

***'Treasurer'*** means the treasurer as defined in clause 24;

***'written'*** or ***'in writing'*** refers to any written form of communication including email;

***'year'*** means calendar year.

**Adopted at the Extraordinary General Meeting held in *London* on *23 January 2015*.**