

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY GUARANTEE

ARTICLES OF ASSOCIATION

OF WORLD FEDERATION FOR MEDICAL EDUCATION

**Incorporated under the Companies Act 2006
on 14 April 2014
under No 08994665**

(Amended by Written Resolution passed on [DATE])

The Companies Act 2006
A COMPANY LIMITED BY GUARANTEE

Articles of Association

of

WORLD FEDERATION FOR MEDICAL EDUCATION

1. INTERPRETATION

1.1 In these Articles, the words in the first column of the table below, shall bear the meanings set opposite to them in the second column, if not inconsistent with the subject or context:

the Act	the Companies Act 2006 and every statutory modification, replacement or re-enactment of it for the time being in force.
the or these Articles	the Articles of Association of the Charity, as amended from time to time.
Associate Member	an organisation or entity which is admitted by the Executive Council as an Associate Member, having the rights appointed to such category of members pursuant to these Articles.
Charity	the company regulated by these Articles.
Charity Commission	the Charity Commission for England and Wales.
Clear Day	in relation to a period of notice means that period excluding the day when the notice is given or is deemed to be given and the day for which it is given or on which it is to take effect.
Connected Person	includes: (a) any child, parent, grandchild, grandparent, brother or sister of a Trustee (and includes any step-child child); (b) the spouse, civil partner of a Trustee or any person falling within (a) (and includes any person with whom a Trustee lives as partner in an enduring relationship); (c) a person carrying on business in partnership with a Trustee or with any person falling within (a) or (b); (d) an institution which is controlled: (i) by a Trustee or by any person falling within (a), (b) or (c), or (ii) by two or more persons falling within (d) (i), when taken together; and (e) a body corporate in which (i) a Trustee or any connected person falling within any of paragraphs (a) to (c) has a substantial interest, or (ii) two or more persons falling within (e) (i) when taken together, have a substantial interest; and 'controlled' and 'substantial interest' have the meaning provided in ss351 to 352 Charities Act 2011.

Electronic Form	something sent by electronic means (as defined by the Act), such as an email or fax, or by any other means while still being in electronic form.
Eligible Trustees	all Trustees who would be entitled to vote on a resolution at an Executive Council meeting.
Executive Council	the board of Trustees of the Charity.
Executive Director	(if any) the senior staff member of the Charity appointed to that role by the Executive Council.
Federation Member	an organisation or entity which is admitted by the Executive Council as a Federation Member, having the rights appointed to such category of members pursuant to these Articles.
Financial Expert	an individual, company or firm who is authorised to give investment advice under the Financial Services and Markets Act 2000.
General Meeting	a general meeting of the Charity.
Member	a member of the Charity for the purposes of the Act (being a company law member) and Members means all the company law members.
Nominated Trustees	those Trustees nominated by the Federation Members in accordance with Article 16.2.5.
the Objects	the objects of the Charity set out in Article 4.
the Office	the registered office of the Charity.
ordinary resolution	a resolution of the Members that is passed by a simple majority, passed in accordance with the Act.
President	the individual elected to the role of President of the Charity in accordance with Article 16.3.
Regional Associations	the regional associations for medical education or associations of medical schools as defined in Article 10.5.
the Register	the register of members of the Charity kept pursuant to the Act.
special resolution	a resolution of the Members that is passed by a majority of not less than 75%, passed in accordance with the Act.
Trustee	a director of the Charity and Trustees means all the directors.
in writing or written	the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in Electronic Form or otherwise.
Vice President	the individual elected to the role of Vice President of the Charity in accordance with Article 16.4.

1.2 Unless specifically stated otherwise:

- 1.2.1 Words or expressions bear the same meaning as in the Act as in force on the date when these Articles become binding on the Charity;
 - 1.2.2 Words denoting the singular include the plural and vice versa;
 - 1.2.3 Words denoting any one gender include all genders;
 - 1.2.4 Each reference to **person** includes a reference to a body corporate, unincorporated association, government, local authority, state, partnership, scheme, fund and trust (in each case, whether or not having separate legal personality); and
 - 1.2.5 General words shall not be given a restrictive interpretation by reason of their being preceded or followed by words indicating a particular class of acts, matters or things.
- 1.3 The Companies (Model Articles) Regulations 2008 shall not apply to the Charity.

2. NAME & OFFICE

- 2.1 The name of the Charity is World Federation for Medical Education (or such other name as the Executive Council shall from time to time decide).
- 2.2 The Office of the Charity will be situated in England.

3. GUARANTEE

Every Member undertakes that if the Charity is wound up while they are a Member, or within one year after they cease to be a Member, that Member will contribute to the assets of the Charity such amount as may be required for the payment of the debts and liabilities of the Charity contracted before they cease to be a Member, payment of the costs, charges and expenses of winding-up and for the adjustment of the rights of the contributories among themselves not exceeding £1.

4. OBJECTS

- 4.1 The only objects for which the Charity is established are for the public benefit to advance medical education and research relating to medical education, throughout the world (**the Objects**).
- 4.2 Nothing in the Articles shall authorise an application of the property of the Charity for purposes which are not charitable in accordance with section 7 of the Charities and Trustee Investment (Scotland) Act 2005 or section 2 of the Charities Act (Northern Ireland) 2008.

5. POWERS

- 5.1 In furtherance of the Objects but not further or otherwise, the Charity shall have the following powers (but only to the extent to which they may lawfully be exercised by a company having exclusively charitable objects):
- 5.1.1 to promote the sound, scientific, ethical and socially responsible management of medical education and medical schools;
 - 5.1.2 to promote the full and frequent exchange of information relevant to the advancement of medical education including through publications, the holding of conferences, seminars and webinars, the appointment of consultants and by other appropriate means;
 - 5.1.3 to promote programmes designed to strengthen medical education and encourage the mutual support of programmes in medical education and education in related disciplines, including the development of standards in medical education and the promotion of accreditation of medical education programmes and institutions;

- 5.1.4 to promote the joint planning of programmes pertaining to the relationship between education in medicine and the health sciences and systems of delivery of healthcare;
- 5.1.5 to facilitate the liaison between the Charity and the relevant professional associations throughout the world and to facilitate the liaison of such bodies with international organisations (in particular the World Health Organisation, the United Nations Children's Fund, the United Nations Development Programme, the United Nations Educational, Scientific and Cultural Organisation, the World Bank and global organisations representing other healthcare professions);
- 5.1.6 to develop and promote standards at all stages of medical education, from basic (undergraduate) medical education through to postgraduate medical education, including vocational training, specialist education, research doctoral education and continuous professional development;
- 5.1.7 to purchase, take on lease or in exchange, hire or otherwise acquire and hold for any estate or interest any real or personal property and any rights or privileges which may be necessary for the promotion of the Objects and to construct, maintain and alter any buildings or erections necessary or convenient for the work of the Charity;
- 5.1.8 subject to such consents as may be required by law, to sell, exchange, let, mortgage, charge, grant or create security over, dispose of, turn to account or otherwise deal with all or any of the property or assets of the Charity;
- 5.1.9 subject to such consents as may be required by law, to borrow and raise money and secure or discharge any debt or obligation of the Charity in such manner as may be thought fit and in particular by mortgages of, or charges upon or security over, the undertaking and all or any of the real and personal property or assets (present and future) of the Charity or by the creation and issue of debentures, debenture stock or other obligations or securities of any description;
- 5.1.10 to raise funds and organise appeals and invite and receive contributions from any person whatsoever by way of subscription (whether or not under deed of covenant), donation and otherwise, and whether or not subject to any special trusts or conditions. Provided that the Charity shall not undertake any permanent trading activities in raising funds, the profits of which are liable to tax, otherwise than for carrying out the Objects,
- 5.1.11 to set aside funds for special purposes or as reserves against future expenditure;
- 5.1.12 to invest the monies of the Charity not immediately required for its purposes in or upon such investments, securities or property as may be thought fit and to vary the investments in such manner as may from time to time be determined subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law;
- 5.1.13 to delegate the management of investments to a Financial Expert but only on terms that:
 - (a) the investment policy is set down in writing for the Financial Expert by the Executive Council;
 - (b) every transaction is reported promptly to the Executive Council;
 - (c) the performance of the investments is reviewed regularly with the Executive Council;
 - (d) the Executive Council is entitled to cancel the delegation arrangements at any time;

- (e) the investment policy and the delegation arrangement are reviewed at least once a year;
 - (f) all payments due to the Financial Expert are on a scale or at a level which is agreed in advance and are notified promptly to the Executive Council on receipt; and
 - (g) the Financial Expert must not do anything outside the powers of the Executive Council.
- 5.1.14 to arrange for investments or other property or assets of the Charity to be held in the name of a nominee (being a corporate body registered or having an established place of business in England and Wales) acting under the control of the Executive Council or of a Financial Expert acting under their instructions and to pay any reasonable fee required;
- 5.1.15 to establish, support, act as trustee of or aid in the establishment and support of any charitable associations, institutions or trusts and to subscribe or guarantee money for charitable purposes in any way connected with the Objects or which shall further the Charity's interests or any of them;
- 5.1.16 to employ staff and to make provision for the payment of pensions and superannuation to or on behalf of employees and former employees of the Charity and their spouses, civil partners, widows, widowers and other dependants and to provide life, health, accident and other insurances and other benefits (financial or otherwise) to or for the benefit of any of them;
- 5.1.17 to provide indemnity insurance to cover the liability of the Executive Council which by virtue of any rule of law would otherwise attach to them, or any one of them, in respect of any negligence, default, breach of trust or breach of duty in relation to the Charity. Provided that any such insurance shall not extend to any claim arising from any act or omission which the Trustees, or Trustee concerned, knew to be a breach of trust or breach of duty or which was committed by the Trustees or Trustee in reckless disregard of whether it was a breach of trust or breach of duty or not and provided that any such insurance shall not extend to the costs of an unsuccessful defence to a criminal prosecution brought against the Executive Council, or any Trustee, in their capacity as Trustees, or a Trustee, of the Charity;
- 5.1.18 to insure the property and assets of the Charity against any foreseeable risk and take out other insurance policies to protect the Charity when required;
- 5.1.19 to co-operate with other charities, voluntary bodies and statutory authorities operating in furtherance of the Objects or similar purposes and to exchange information and advice with them;
- 5.1.20 to subscribe to, support, affiliate, become a member of, transfer all or any of the Charity's property to, amalgamate with or cooperate with any other charitable organisation, institution, society or body not formed for or established for purposes of profit (whether incorporated or not and whether in Great Britain or Northern Ireland or elsewhere) whose objects are, wholly or in part, similar to those of the Charity and which by its constitution prohibits the distribution of its income and property amongst its members to an extent at least as great as is imposed on the Charity;
- 5.1.21 to purchase or otherwise acquire and undertake all or such part of the property, assets, liabilities and engagements as may lawfully be acquired or undertaken by the Charity of any one or more of the charitable organisations, institutions, societies or bodies having objects altogether or in part similar to the Objects;

- 5.1.22 to use any form of media and communication including but not limited to printing and publishing any newspaper, periodicals, books, articles or leaflets using films, television, video and the internet;
- 5.1.23 to draw, make, accept, endorse, discount, execute and issue promissory notes, bills, cheques and other instruments and to operate bank accounts;
- 5.1.24 to undertake or support research in furtherance of the Objects and to publish the useful results of such research;
- 5.1.25 in so far as is permitted by law, to give all kinds of indemnities and to guarantee the performance of the obligations and liabilities of any person in each case either with or without the Charity receiving any consideration or advantage;
- 5.1.26 to arrange and provide for, or join in arranging and providing for, the holding of exhibitions, meetings, lectures, classes, seminars and training courses;
- 5.1.27 to provide financial assistance, to make grants or loans of money, to give guarantees and donations to and to provide equipment and apparatus;
- 5.1.28 to make applications for consent under bye-laws or regulations and other like applications;
- 5.1.29 to pay out of the funds of the Charity the costs, charges and expenses of, and incidental to, the formation and registration of the Charity;
- 5.1.30 to enter into contracts and provide services to or on behalf of other bodies;
- 5.1.31 to establish or acquire subsidiary companies to assist or act as agents for the Charity;
- 5.1.32 to acquire, take over and accept from an unincorporated body by disposition, conveyance, assignment or transfer the whole of the assets and property both real and personal of the unincorporated body and where necessary to give to any trustees in whom the said assets or property may be vested (whether or not they are the same individuals as the Trustees) a valid receipt, discharge and indemnity for and in respect of the transfer of the same to the Charity and without prejudice to the generality of the foregoing to assume responsibility for all undertakings and engagements of whatever kind of the unincorporated body and to carry out all the requirements of the same so far as is legally possible to the same extent and in the same manner as the unincorporated body would have done; and
- 5.1.33 to do all such other lawful and charitable things as shall further the attainment of the Objects.

6. USE OF INCOME AND PROPERTY

- 6.1 The income and property of the Charity shall be applied solely towards the promotion of the Objects and no part shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to the Members and no Trustee shall be appointed to any office of the Charity paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the Charity. Provided that this Article shall not prevent any payment in good faith by the Charity:
 - 6.1.1 of payment of remuneration to a Trustee for services under a contract with the Charity who is elected to the office of President or Vice President for acting in such role but only if the procedure described in Article 7.5 of the Articles is followed;
 - 6.1.2 to any Trustee of reasonable out-of-pocket expenses;

- 6.1.3 of reasonable and proper remuneration to any Member, officer or employee of the Charity (not being a Trustee) for any goods or services supplied to the Charity and of travelling expenses necessarily incurred in carrying out the duties of officer or employee of the Charity;
 - 6.1.4 of interest at a reasonable rate on money lent by any Member or Trustee;
 - 6.1.5 of reasonable and proper rent or hiring fee for premises let or hired to the Charity by any Member or Trustee;
 - 6.1.6 of fees, remuneration or other benefit, in money or money's worth, to a company of which a Trustee may be a member holding not more than one per cent part of the issued share capital of that company;
 - 6.1.7 of an indemnity to any Trustee in respect of any liabilities properly incurred in running the Charity in accordance with Article 27;
 - 6.1.8 of the payment of remuneration to a Trustee for services under a contract with the Charity as authorised by Article 6.2;
 - 6.1.9 of the payment of any premium in respect of any indemnity insurance to cover the liability of the Trustees as permitted under Articles 5.1.17 and 27;
 - 6.1.10 of the payment to any Member or Trustee of charitable benefits in furtherance of the Objects; and
 - 6.1.11 in exceptional cases of other payments or benefits (but only with the written approval of the Charity Commission in advance).
- 6.2 A Trustee may not be an employee of the Charity (other than in the case of the President and Vice President), but a Trustee or a Connected Person may enter into a contract with the Charity to supply services or goods to the Charity in return for a payment or other material benefit if:
- 6.2.1 the services or goods are actually required by the Charity;
 - 6.2.2 the nature and level of the payment or benefit is no more than is reasonable in relation to the value of the goods or services and recorded in an agreement in writing;
 - 6.2.3 the number of Trustees who are interested in any such a contract in any financial year of the Charity is in the minority; and
 - 6.2.4 before entering into such a contract, the Trustees have decided that they are satisfied that it would be in the best interests of the Charity, and likely to promote the success of the Charity, for the goods or services to be provided by the relevant person (as opposed to being provided by someone who is not a Trustee or a Connected Person) to, or on behalf of, the Charity for the amount or maximum amount of benefit or payment.

7. CONFLICTS OF INTEREST

- 7.1 To the extent required by law every Trustee must disclose to the Charity all matters in which they or a Connected Person has an interest which could, directly or indirectly, conflict with the interests of the Charity.
- 7.2 To the extent required by law every Trustee is obliged to avoid situations in which they have (or could have) a direct or indirect interest that conflicts (or could conflict) with the interests of the Charity. Where a Trustee is unable to avoid such a situation, this obligation is not infringed if:
 - 7.2.1 the situation could not reasonably be regarded as likely to give rise to a conflict of interest; or

- 7.2.2 the matter has been proposed and authorised by the Trustees in the manner set out in Article 7.3.
- 7.3 A matter proposed to the Trustees, in relation to which a Trustee(s) is/are conflicted, may only be authorised by the Trustees where:
 - 7.3.1 subject to Article 7.4, any requirements as to the quorum at the Executive Council meeting at which the matter is considered is met without counting the Trustee(s) in question;
 - 7.3.2 the matter is authorised without the Trustee(s) in question voting on the matter (or would have been agreed to had their vote not been counted); and
 - 7.3.3 the Trustee(s) in question is absent from the Executive Council meeting for that item unless expressly invited to remain to provide information.
- 7.4 Where there are insufficient Eligible Trustees to form a quorum at an Executive Council meeting (or part of it) the Eligible Trustees present shall be deemed to form a quorum for the purposes of authorising the matter proposed to them under Article 7.2.2 provided that:
 - 7.4.1 they are satisfied that the Trustee(s) in question will not receive any direct or indirect benefit other than one permitted by the these Articles; and
 - 7.4.2 the total number of Trustees at the Executive Council meeting is equal to or higher than the usual quorum for the Executive Council.
- 7.5 Subject to Article 7.6, where a Trustee or Connected Person has a direct or indirect interest in any proposed transaction or arrangement with the Charity, the Trustee must:
 - 7.5.1 declare the nature and extent of that interest either at an Executive Council meeting or by written notice before the Charity enters into the transaction or arrangement;
 - 7.5.2 be absent from the Executive Council meeting for that item unless expressly invited to remain in order to provide information;
 - 7.5.3 not be counted in the quorum for that part of the Executive Council meeting; and
 - 7.5.4 be absent during any vote and have no vote on the matter (whether in an Executive Council meeting or by written resolution).
- 7.6 Notwithstanding Article 7.5, a Trustee who is interested in a proposed transaction or arrangement with the Charity may participate in the decision-making process and count towards the quorum for that part of the Executive Council meeting, and be permitted to vote, if the proposed transaction or arrangement is one falling within Article 7.7 (**a permitted cause**).
- 7.7 This Article applies when a Trustee's interest in a proposed transaction or arrangement cannot reasonably be regarded as likely to give rise to a conflict of interest, or the Trustee's conflict of interest arises from any of the following permitted causes:
 - 7.7.1 where the proposed transaction or arrangement is one which applies to the Trustee(s) in question in common with other third parties and there is no benefit to the Trustee(s) in question over and above that afforded to such third parties;
 - 7.7.2 any transaction or arrangement with a charity of which a Trustee is a charity trustee or with which they are otherwise connected and which is in furtherance of the objects of the Charity and which does not confer a personal benefit on the Trustee, and without prejudice to the generality of the foregoing, any exercise by the Trustees of the power exercisable by them under Article 5.1.32;

- 7.7.3 any transaction or arrangement with a company limited by shares or a company limited by guarantee which is wholly owned by the Charity (or the Charity and other charities) and in which a Trustee does not have an interest otherwise than as an unpaid director and which does not confer a personal benefit on the Trustee; and
- 7.7.4 where the benefit is so negligible or minimal that it could not reasonably be regarded as giving rise to a conflict of interest.
- 7.8 Subject to Article 7.9, if a question arises at an Executive Council meeting as to the right of a Trustee to participate in the Executive Council meeting (or part of the Executive Council meeting) for voting or quorum purposes, the question may, before the conclusion of the Executive Council meeting, be referred to the chair of the meeting whose ruling in relation to any Trustee other than the chair of the meeting shall be final and conclusive.
- 7.9 If any question as to the right to participate in the Executive Council meeting (or part of the Executive Council meeting) should arise in respect of the chair of the meeting, the question is to be decided by a decision of the Trustees at that Executive Council meeting, for which purpose the chair of the meeting shall not be counted as participating in the Executive Council meeting (or that part of the Executive Council meeting) for voting or quorum purposes.

8. MEMBERS' LIMITATION OF LIABILITY

The liability of the Members is limited.

9. COMPANY LAW MEMBERS

- 9.1 Members shall automatically be the persons appointed from time to time as members of the Executive Council.
- 9.2 A Member shall cease to be a Member automatically upon ceasing to be a member of the Executive Council.
- 9.3 The Executive Council may from time to time establish other categories of membership, including informal or supporter membership, and may set out the rights and duties of such members (and may vary or revoke such rights and duties from time to time) and may from time to time require the payment of a subscription fee.

10. FEDERATION MEMBERS

- 10.1 The organisations listed in Article 10.3 shall be the Federation Members. Federation Members shall not be company law members for the purposes of the Act, and they shall only have the rights and privileges that are set out in these Articles.
- 10.2 The rights and privileges shall be personal to the Federation Member and shall not be transferable. Every Federation Member shall be subject to the provisions of these Articles in relation to their membership and shall be deemed to have had knowledge of these Articles and to have consented to them at the time of or prior to them becoming a Federation Member.
- 10.3 Federation Membership on the date of adoption of these Articles shall be as follows:
 - 10.3.1 Association for Medical Education in the Eastern Mediterranean Region;
 - 10.3.2 Association for Medical Education in Europe;
 - 10.3.3 Association of Medical Schools in Africa;
 - 10.3.4 Association of Medical Schools in Europe;
 - 10.3.5 Intealth;

- 10.3.6 Junior Doctors Network of the World Medical Association;
- 10.3.7 Pan American Federation of Associations of Medical Schools;
- 10.3.8 South East Asian Regional Association for Medical Education;
- 10.3.9 Western Pacific Association for Medical Education; and
- 10.3.10 Association Médicale Mondiale (World Medical Association)

or any body which succeeds to any such organisation by such other name as it may be known from time to time.

- 10.4 The Executive Council may from time to time admit as Federation Members, on the resolution of two thirds of the Executive Council voting on the resolution:
 - 10.4.1 such regional organisations which are engaged wholly or substantially in the advancement of the Objects;
 - 10.4.2 such other global, regional and national organisations which are engaged wholly or substantially in the advancement of the Objects; or
 - 10.4.3 any other organisations which is representative of medical students worldwide
- 10.5 If at any time any of the regional associations listed in Article 10.3.1 to 10.3.4, and 10.3.7 to 10.3.9 (the **Regional Associations**) shall change its name but otherwise continues to conduct the same activities within its region, it shall remain a Federation Member. If however the Executive Council decides that any of the Regional Associations has ceased to be representative of the relevant region, the Executive Council may serve a notice on the Regional Association on 28 days' notice, removing it as a Federation Member and may resolve that an alternative regional association may be appointed in its place.

11. ASSOCIATE MEMBERS

- 11.1 The Executive Council may at any time appoint any association which is engaged wholly or substantially in the advancement of the Objects as an Associate Member. An Associate Member will be appointed for four years, unless otherwise determined by the Executive Council, and such membership may be renewed at the discretion of the Executive Council. Associate Members shall not be company law members for the purposes of the Act and they shall only have the rights and privileges that are set out in these Articles.
- 11.2 The Associate Members on the date of adoption of these Articles shall be as follows:
 - 11.2.1 International Federation of Medical Students' Associations; and
 - 11.2.2 The World Health Organization.
- 11.3 Each Associate Member shall have the right to nominate one individual who may receive papers for, and attend meetings of, the Executive Council as an observer and contribute to discussions but shall not be entitled to vote on any matter. The Associate Member shall promptly notify the Charity of the name and relevant details of their nominated observer, and may remove and replace such individual at any time.

12. FEDERATION AND ASSOCIATE MEMBERSHIP

- 12.1 Federation Members and Associate Members shall be valued reputable organisations who are each able to make a meaningful contribution towards the work and activities of the Charity. The selected category of membership reflects the needs of the relevant organisation and does not denote that any category of membership is held in higher regard than any other.

- 12.2 An organisation shall cease to be a Federation Member or Associate Member if:
- 12.2.1 it resigns by giving one month's notice in writing of its resignation to the Charity;
 - 12.2.2 a resolution is passed or an order is made for its winding up or it is placed in liquidation, or if an administrator or receiver is appointed, or it ceases to exist; or
 - 12.2.3 it is removed from membership by resolution of two-thirds of the voting membership of the Executive Council voting on the resolution on the ground that in its reasonable opinion the Federation Member or Associate Member's continued membership is harmful to the interests of the Charity (but only after notifying the Federation Member or Associate Member in writing and considering the matter in the light of any written representations which the Federation Member or Associate Member concerned puts forward within fourteen Clear Days after receiving notice).
- 12.3 Any organisation which is removed as a Federation Member or Associate Member shall be provided with a statement in writing setting out the grounds upon which their membership has been withdrawn and the conditions under which an application for re-admission would be entertained.

13. GENERAL MEETINGS OF COMPANY LAW MEMBERS

- 13.1 The Executive Council, or the President, may whenever they think fit call General Meetings in accordance with the Act.
- 13.2 Notice of General Meetings shall be given, and General Meetings shall be held, in accordance with the Act.
- 13.3 No business shall be transacted at any General Meeting unless a quorum of Members is present. One half of the Members subject to a minimum of six Members present in person or by proxy shall be a quorum.
- 13.4 Any of the Members can take part in a General Meeting in person or by suitable electronic means, or through hybrid means (with some attendees present in person and some electronically) provided all attendees are able to participate in the meeting.
- 13.5 Taking part electronically will be treated as being present at the meeting. A meeting which takes place by electronic means will be treated as taking place at the Office. Otherwise, meetings will be treated as taking place where the largest group of the participants are or, if there is no such group, where the President is unless the Executive Council decide otherwise.
- 13.6 A resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is demanded in accordance with the Act.
- 13.7 A declaration by the President that a resolution has been passed shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against such resolution.

14. GENERAL MEETINGS - VOTING

- 14.1 At a General Meeting every Member shall have one vote to be cast by the Member either personally or by proxy.
- 14.2 No objection shall be raised to the qualification of any voter except at the General Meeting or adjourned meeting at which the vote objected to is tendered and every vote not disallowed at the meeting shall be valid for all purposes. Any objection made in due time shall be referred to the President whose decision shall be final and conclusive.
- 14.3 Every Member shall be entitled to appoint another person as their proxy in accordance with the Act. A proxy does not need to be a Member.

- 14.4 Proxies may only be validly appointed by a notice in writing (a **proxy notice**) which states the name and address of the Member appointing the proxy, identifies the person appointed as proxy and the General Meeting in relation to which they are appointed, is signed by or on behalf of the Member and is delivered to the Charity in accordance with these Articles.
- 14.5 The Executive Council may require proxy notices to be delivered in a particular form.
- 14.6 Proxy notices may specify how the proxy appointed under them is to vote (or to abstain from voting) on one or more resolution.
- 14.7 Unless a proxy notice indicates otherwise, it must be treated as allowing the person appointed as proxy discretion as how to vote on any ancillary or procedural resolutions put to the General Meeting and appointing that person as a proxy in relation to any adjournment of the General Meeting to which it relates as well as the meeting itself.
- 14.8 A notice revoking a proxy appointment only takes effect if it is delivered before the start of the General Meeting or adjourned meeting to which it relates.
- 14.9 An appointment under a proxy notice may be revoked by delivering the Charity a notice given by or on behalf of the person by whom or on whose behalf the proxy notice was given.
- 14.10 If a proxy notice is not executed by the person appointing the proxy, it must be accompanied by written evidence of the authority of the person who executed it to execute it on the appointor's behalf.

15. WRITTEN RESOLUTIONS OF COMPANY LAW MEMBERS

- 15.1 Except in the case of a resolution to remove a Trustee or an auditor before the end of their term, a resolution in writing is as effective as a resolution actually passed at a General Meeting duly convened and held provided that:
 - 15.1.1 in the case of a special resolution, it is stated on the resolution that it is a special resolution, it is signed by at least 75% of all those Members entitled to receive notice of and to attend General Meetings;
 - 15.1.2 in the case of an ordinary resolution, it is signed by a majority of all those Members entitled to receive notice of and to attend General Meetings; and
 - 15.1.3 it complies with any other legal requirements from time to time.
- 15.2 A resolution in writing is passed when the required majority of Members have signified their agreement to it.

16. EXECUTIVE COUNCIL

- 16.1 Until otherwise determined by an ordinary resolution of the Charity, the number of Trustees shall not be less than three but shall not be subject to any maximum.
- 16.2 The Executive Council shall comprise:
 - 16.2.1 the President elected in accordance with Article 16.3;
 - 16.2.2 the Vice President elected in accordance with Article 16.4;
 - 16.2.3 the immediate Past President, being the person who held the office of President immediately prior to the current President of the Charity;
 - 16.2.4 the President Elect, being the person elected to be President by the Executive Council but who has not yet commenced their term of office as President;

- 16.2.5 one nominated trustee, appointed by each Federation Member in accordance with Article 16.6; and
 - 16.2.6 up to three co-opted trustees, appointed by the Executive Council in accordance with Article 16.7.
- 16.3 The President shall be elected by the Executive Council for a term of four years. Thereafter they may be elected for one further term of four years. The election for President shall be held in accordance with Article 16.5 and shall generally be held at such time so as to ensure that the new President is elected at least six months before they are due to take office.
- 16.4 The Vice President shall be elected by the Executive Council for a term of four years. Thereafter they may be elected for one further term of four years. The election for Vice President shall be held in accordance with Article 16.5 and shall generally be held at such time so as to ensure that the new Vice President is elected at least two months before they are due to take office.
- 16.5 The Executive Council may set out such procedures as they see fit for the holding of elections for the role of President and Vice President. All Trustees shall be invited to nominate candidates for such roles in accordance with the procedures set out by the Executive Council. Candidates for election may but need not be Trustees. The Executive Council shall ensure that all Trustees are able to exercise one vote each for the role of President and Vice President.
- 16.6 Each Federation Member may appoint one Nominated Trustee. In the case of the Federation Members which are Regional Associations, this will usually be the President of the Regional Association, unless the President of the Regional Association nominates some other person to be appointed in their place. The Federation Member shall notify the Charity of the name and relevant details of their Nominated Trustee, together with the length of the proposed term for which they are appointed, by sending a notice in writing to the President of the Charity. Such notice must contain a written confirmation from the proposed Nominated Trustee, that they are eligible to serve as a Trustee and that they are willing so to act in accordance with the terms of these Articles. Such appointment is valid from the date on which the Charity confirms receipt of the notice to the relevant Federation Member. A Federation Member may at any time remove the person it has appointed as their Nominated Trustee by sending a notice in writing to the President of the Charity. Such termination shall take effect from the date on which the notice is received by the Charity.
- 16.7 The Executive Council shall have power at any time from time to time to appoint any person who is able and willing to do so to be a co-opted trustee of the Executive Council to serve for a term of three years. Such individuals may thereafter be appointed for up to one further term of office as a co-opted trustee.
- 16.8 A person shall not be entitled to act as a Trustee, whether on a first or any subsequent entry into office, until they have signed a declaration of acceptance and willingness to act in accordance with the terms of these Articles.

17. EXECUTIVE COUNCIL AT THE DATE OF ADOPTION OF THESE ARTICLES

- 17.1 The Executive Council as at the date of adoption of these Articles shall comprise those individuals whose names are set out in the appendix to these Articles.
- 17.2 Notwithstanding anything in these Articles, the Charity may by ordinary resolution at a General Meeting of which special notice has been given in accordance with the Act remove any Trustee before the expiration of their period of office.

18. POWERS AND DUTIES OF THE EXECUTIVE COUNCIL

- 18.1 Subject to the provisions of the Act and these Articles and to any directions given by special resolution of the Charity, the business of the Charity shall be managed by the Executive Council for which purpose they may exercise all the powers of the Charity. No alteration of these Articles and no such direction shall invalidate any prior act of the Executive Council which would have been valid if that alteration had not been made or that direction had not been given. The powers

given by this Article shall not be limited by any special power given to the Executive Council by these Articles and at a meeting of the Executive Council at which a quorum of Trustees is present may exercise all the powers exercisable by the Trustees.

- 18.2 The Executive Council may exercise all the powers of the Charity to borrow money and to mortgage or charge, grant or create security over its undertaking, property and assets or any part of them and to give guarantees or issue debentures and other securities whether outright or as collateral security for any debt, liability or obligation of the Charity or of any third party, but only in so far as is permitted by law.
- 18.3 Subject to the provisions of these Articles, the Executive Council may make rules with respect to the carrying into effect of all or any of the Objects or all or any of the provisions of these Articles.

19. DISQUALIFICATION OF TRUSTEES

- 19.1 The office of a Trustee shall be vacated if:
- 19.1.1 they are a Nominated Trustee, and are removed by notice in writing from their nominating Federation Member in accordance with Article 16.6;
 - 19.1.2 by written notice they resign from office;
 - 19.1.3 the Executive Council passes a resolution to remove them from office on the basis that in their reasonable opinion, their conduct or behaviour is detrimental to the interests of the Charity or otherwise in breach of any code of conduct in place from time to time provided that the Trustee in question has had the opportunity to respond to any proposed removal before the resolution is considered; or
 - 19.1.4 they absent themselves from meetings of the Executive Council during a continuous period of twelve months without special leave of absence from the Executive Council and the Executive Council passes a resolution that they have by reason of such absence vacated office;
 - 19.1.5 they are the subject of a written opinion by a registered medical practitioner who is treating that Trustee, addressed to the Charity, stating that the Trustee has become physically or mentally incapable of acting as a Trustee and may remain so for more than three months.
 - 19.1.6 they die; or
 - 19.1.7 they are automatically disqualified from being a trustee under section 178 of the Charities Act 2011 as amended from time to time.

20. PROCEEDINGS OF THE EXECUTIVE COUNCIL

- 20.1 The quorum necessary for the transaction of business of the Executive Council shall be one half of the Trustees, subject to a minimum of six Trustees. Questions arising at any meeting shall be decided by a majority of votes. In the case of an equality of votes, the chair of the meeting shall have a second or casting vote.
- 20.2 Unless otherwise resolved by the Executive Council, the Executive Council shall meet at least twice each year. At least one meeting of the Executive Council in each calendar year shall be held in person and (save in exceptional circumstances or as otherwise agreed by the President) all Trustees are expected to attend such meeting in person.
- 20.3 The President shall be entitled to preside at all Executive Council meetings and General Meetings at which they shall be present. If there shall be no President or if at any meeting they are unwilling to do so or is not present within five minutes after the time appointed for holding the meeting, the Vice President shall act as chair of the meeting and if no Vice President is elected or if at any meeting they are unwilling to do so or is not present within five minutes after the time

- appointed for holding the meeting, the Trustees present shall choose one of their number to be chair of the meeting.
- 20.4 The Executive Council may delegate the administration of any of their powers to individual Trustees or to committees of Trustees and any such delegated authority must be used in accordance with any rules that the Executive Council imposes.
- 20.5 The Executive Council may co-opt any person or people who are not Trustees to serve on a committee, but any such committee must have at least one Trustee on it at all times.
- 20.6 All acts and proceedings taken under such delegated authority must be reported to the Executive Council as soon as reasonably practicable.
- 20.7 Any committee of the Executive Council may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit and determine the quorum necessary for the transaction of business provided always that the quorum shall never be less than two members of the body concerned.
- 20.8 Any of the Trustees, or any committee of the Trustees, can take part in an Executive Council meeting or committee meeting in person or by suitable electronic means, or through hybrid means (with some attendees present in person and some electronically) provided all attendees are able to participate in the meeting.
- 20.9 A meeting which takes place by electronic means will be treated as taking place at the Office. Otherwise, meetings will be treated as taking place where the largest group of the participants are or, if there is no such group, where the chair of the meeting is unless the Executive Council decide otherwise.
- 20.10 The President or Vice-President may, and on the request of two Trustees shall, at any time call a meeting of the Executive Council.
- 20.11 The Executive Council for the time being may act notwithstanding any vacancy in its body but if and so long as its number is less than the number fixed as the quorum it shall be lawful for it to act for the purpose of filling up vacancies or of calling a General Meeting but not for any other purpose.
- 20.12 All acts bona fide done by any meeting of the Executive Council, or of any committee of the Trustees, or by any person acting as a Trustee, shall notwithstanding it be afterwards discovered that there was some defect in the appointment of any such Trustee, or person acting as aforesaid, or that they or any of them were disqualified from holding office, or had vacated office, or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a Trustee and had been entitled to vote.
- 20.13 The Executive Council shall cause proper minutes to be made in books provided for the purpose of:
- 20.13.1 all appointments of officers made by the Executive Council;
- 20.13.2 the names of Trustees present at each meeting of the Executive Council and of any committee of the Trustees; and
- 20.13.3 all resolutions and proceedings at all meetings of the Charity and of the Executive Council and of committees of the Trustees.
- 20.14 Any minutes of any meeting, if purporting to be signed by the chair of that meeting, or by the chair of the next succeeding meeting, shall be sufficient evidence without further proof of the facts stated in such minutes.
- 20.15 A resolution of the Executive Council may be taken by a majority of the Trustees at a meeting or by a resolution in writing agreed to by a majority of the Eligible Trustees for the time being or of

any committee of the Trustees entitled to receive notice of a meeting of the Executive Council or of any such committee of the Trustees (as the case may be) (provided that a decision cannot be taken by written resolution if the Eligible Trustees would not have formed a quorum at a Trustees' meeting). The resolution may consist of more than one document in the like form each signed by or otherwise agreed to by one or more than one person. For the avoidance of doubt, a Trustee may indicate their agreement to a resolution in Electronic Form.

- 20.16 The Executive Council may at any time appoint an Executive Director and shall set out the terms of such appointment.

21. HONORARY OFFICERS

The Executive Council may, at any time and from time to time, appoint any person, whether a member of the Charity or not, to be an officer on such terms as they see fit.

22. EXECUTION OF DOCUMENTS

Documents shall be executed for and on behalf of the Charity in accordance with the Act.

23. ACCOUNTS

Accounts and records shall be prepared and maintained in accordance with the requirements of law and generally accepted accounting practice for companies of the nature of the Charity, carrying on activities of the nature carried on by the Charity.

24. ANNUAL REPORT

The Trustees shall comply with their obligations under the Charities Act 2011 (or any statutory re-enactment or modification of those Acts) with regard to the preparation of any annual report and its transmission to the Charity Commission.

25. ANNUAL RETURN

The Trustees shall comply with their obligations under the Charities Act 2011 (or any statutory re-enactment or modification of those Acts) with regard to the preparation of any annual return and its transmission to the Charity Commission.

26. NOTICES

- 26.1 Subject to these Articles, anything sent or supplied by or to the Charity under these Articles may be sent or supplied in any way in which the Act provides for documents or information which are authorised or required by any provision of the Act to be sent or supplied by or to the Charity.
- 26.2 The only address at which a Member is entitled to receive notices is the address shown in the Register or an electronic address provided for that purpose.
- 26.3 Subject to the Articles, any notice or document to be sent or supplied to a Trustee in connection with the taking of decisions by Trustees may also be sent or supplied by the means by which that Trustee has asked to be sent or supplied with such notices or documents for the time being.
- 26.4 A Trustee may agree with the Charity that notices or documents sent to that Trustee in a particular way are deemed to have been received within a specified time of their being sent and for the specified time to be less than 48 hours.
- 26.5 Where a document or information is sent or supplied by the Charity by post, service or delivery shall be deemed to be effected at the expiration of 24 hours after the time when the cover containing the same is posted (irrespective of the class or type of post used) and in proving such service or delivery it shall be sufficient to prove that such cover was properly addressed and posted.

- 26.6 Where a document or information is sent or supplied by the Charity in Electronic Form to an address specified for the purpose by the intended recipient, service or delivery shall be deemed to be effected on the same day on which it is sent or supplied and proving such service it will be sufficient to prove that it was properly addressed.
- 26.7 Where a document or information is sent or supplied by the Charity by means of a website, service or delivery shall be deemed to be effected when:
- 26.7.1 the material is first made available on the website; or
- 26.7.2 if later, when the recipient received (or is deemed to have received) notification of the fact that the material was available on the website.
- 26.8 A Member, or Trustee, present at any meeting, shall be deemed to have received notice of the meeting, and where requisite, of the purpose for which it was called.
- 26.9 In proving that any notice, document or other information was properly addressed, it shall be sufficient to show that the notice, document or other information was delivered to an address permitted by the Act.

27. INDEMNITY AND INSURANCE

- 27.1 Subject to the provisions of the Act and these Articles, but without prejudice to any indemnity to which a Trustee or other officer may otherwise be entitled, every Trustee or other officer shall be indemnified out of the assets of the Charity against all costs and liabilities incurred by them in defending any proceedings or investigation by any regulatory authority, whether civil or criminal, in which judgment is given in their favour, or they are acquitted, or relief is granted to them by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Charity.
- 27.2 To the extent permitted by law from time to time, the Charity shall provide funds to every Trustee or other officer to meet expenditure incurred or to be incurred by them in any proceedings (whether civil or criminal) brought by any party in relation to the affairs of the Charity, provided that they will be obliged to repay such amounts no later than:
- 27.2.1 if they are convicted in proceedings, the date when the conviction becomes final; or
- 27.2.2 if judgement is given against them in proceedings, the date when the judgement becomes final; or
- 27.2.3 if the court refuses to grant them relief on any application under the Act, the date when refusal becomes final.
- 27.3 Subject to the provisions of the Act and these Articles, the Trustees may purchase and maintain insurance at the expense of the Charity for the benefit of any Trustee, or other officer, of the Charity against any liability which may attach to them or loss or expenditure which they may incur in relation to anything done or alleged to have been done or omitted to be done as a Trustee or other officer.

28. ALTERATIONS TO THESE ARTICLES

- 28.1 No alterations to these Articles may be made which would cause the Charity to cease to be a charity in law. Other alterations to these Articles may only be made by a special resolution at a General Meeting or by a written special resolution.
- 28.2 Alterations may only be made to:
- 28.2.1 the Objects; or

28.2.2 to any clause in these Articles which directs the application of property on dissolution;
or

28.2.3 to any clause in these Articles which provides the Trustees (or any one of them) with
any benefit,

with the Charity Commission's prior written consent where this is required by law.

28.3 The Charity shall inform the Charity Commission and Companies House of any alterations to the Articles and all future copies of the Articles issued must contain such alterations.

29. DISSOLUTION

If, upon the winding-up or dissolution of the Charity, there remains (after the satisfaction of all its debts and liabilities) any property whatsoever the same shall not be paid to, or distributed among, the Members but shall be given or transferred to some other charitable institution or institutions having objects similar to the Objects and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Charity under, or by virtue of Article 6. Such charitable institution or institutions to be determined by the Members, at or before the time of dissolution, or in default by the Charity Commission. If and in so far as effect cannot be given to such provision then, such property shall be given to some other charitable object.

APPENDIX

Executive Council at the date of adoption of these Articles

Name	Role	Date on which the Trustee will cease to hold office (if known)
Professor Ricardo León-Bórquez	President	30 December 2026 (or 30 December 2030 if elected for a second term, after which he will be entitled to serve as Immediate Past President)
Dr Geneviève Moineau	Vice-President	30 December 2026 (or 30 December 2030 if elected for a second term)
Professor David Gordon	Immediate Past President	30 December 2026 (or 30 December 2030 if the current President holds office for a second term)
Professor Aviad Haramati	Appointed by Association for Medical Education in Europe	August 2027
Professor Ahmed Al Rumayyan	Appointed by Association for Medical Education in the Eastern Mediterranean Region	2025-2026
Professor Emiola Oluwabunmi Olapade-Olaopa	Appointed by Association of Medical Schools in Africa	April 2025
Professor Harm Peters	Appointed by Association of Medical Schools in Europe	October 2026 (or October 2029 if elected for a second term)
Dr Eric Holmboe	Appointed by Intealth	30 December 2028 (or 30 December 2033 if elected for a second term)
Dr Marie-Claire Wangari	Appointed by the Junior Doctors of the World Medical Association	October 2024
Dr Marcos Nunez	Appointed by Pan American Federation of Associations of Medical Schools	April 2025
Associate Professor Titi Savitri	Appointed by South East Asian Regional Association for Medical Education	2024 (on a date to be determined by the SEARAME)
Professor Yong Rafidah A Rahman	Appointed by Western Pacific Association for Medical Education	May 2024

Name	Role	Date on which the Trustee will cease to hold office (if known)
Dr Otmar Kloiber	Appointed by L'Association Medicale Mondiale (The World Medical Association)	n/a