

Company No: 3502244

Charity No: 1068673

THE COMPANIES ACTS 1985 AND 1989

MEMORANDUM

AND

ARTICLES OF ASSOCIATION

OF

WORLD FEDERATION OF NEUROLOGY

(As adopted by Special Resolution passed on 19th September 2000
amended by Special Resolution passed
11th September 2014
and 1st November 2015)

Incorporated on 30th January 1998

Hunters
9 New Square
Lincoln's Inn
London WC2A 3QN

COMPANIES ACTS 1985 & 1989

**COMPANY LIMITED BY GUARANTEE AND
NOT HAVING A SHARE CAPITAL**

MEMORANDUM OF ASSOCIATION

OF

WORLD FEDERATION OF NEUROLOGY

1. NAME

The name of the Company is WORLD FEDERATION OF NEUROLOGY (“the Federation”)

2. REGISTERED OFFICE

The registered office of the Federation is to be in England and Wales

3. OBJECTS

The objects of the Federation are to improve health worldwide by promoting education and research in neurology and the prevention and treatment of disorders of the nervous system (“the Objects”)

4. POWERS

The Federation has the following powers, which may be exercised only in furthering the Objects:

- 4.1 To organise, facilitate or promote congresses and symposia
- 4.2 To promote, carry out or encourage research and education and training
- 4.3 To promote best neurological practice standards
- 4.4 To promote professional interaction and dialogue
- 4.5 To publish or distribute information (including the official journal of the Federation) or sponsor publications
- 4.6 To promote or facilitate exchange arrangements or travel grants
- 4.7 To recognise, support, co-operate or liaise with regional groups of Member Societies and other bodies
- 4.8 To support, administer or set up other charities
- 4.9 To raise funds (but not by means of taxable trading)
- 4.10 To borrow money and give security for loans (but only in accordance with the restrictions imposed by the Charities Act 2011)
- 4.11 To acquire or hire property of any kind
- 4.12 To let or dispose of property of any kind (but only in accordance with the restrictions imposed by the Charities Act 2011)
- 4.13 To make grants or loans of money and to give guarantees
- 4.14 To set aside funds for special purposes or as reserves against future expenditure

- 4.15 To deposit or invest funds in any manner (but to invest only after obtaining advice from a financial expert and having regard to the suitability of investments and the need for diversification)
- 4.16 To delegate the management of investments to a financial expert, but only on terms that:
 - 4.16.1 the investment policy is set down in writing for the financial expert by the Trustees
 - 4.16.2 every transaction is reported promptly to the Trustees
 - 4.16.3 the performance of the investments is reviewed regularly with the Trustees
 - 4.16.4 the Trustees are entitled to cancel the delegation arrangement at any time
 - 4.16.5 the investment policy and the delegation arrangement are reviewed at least once a year
 - 4.16.6 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 Trustees on receipt
 - 4.16.7 the financial expert must not do anything outside the powers of the Trustees
- 4.17 To arrange for investments or other property of the Federation to be held in the name of a nominee (being a corporate body registered or having an established place of business in England or Wales) under the control of the Trustees or of a financial expert acting under their instructions and to pay any reasonable fee required.
- 4.18 To insure the property of the Federation against any foreseeable risk and take out other insurance policies to protect the Federation when required
- 4.19 To insure the Trustees against the costs of a successful defence to a criminal prosecution brought against them as charity trustees or against personal liability incurred in respect of any act or omission which is or is alleged to be a breach of trust or breach of duty, unless the Trustee concerned knew that, or was reckless whether, the act or omission was a breach of trust or breach of duty
- 4.20 Subject to clause 5, to employ paid or unpaid agents, staff or advisers
- 4.21 To enter into contracts to provide services to or on behalf of other bodies
- 4.22 To establish subsidiary companies to assist or act as agents for the Federation
- 4.23 To act as trustee or manager of any property, endowment, bequest or gift
- 4.24 To act as trustee or nominee for charities in general and undertake and execute any charitable trusts which may lawfully be undertaken by the Federation and may be necessary or conducive to the Objects
- 4.25 To acquire, take over, assume, apply and deal with all or any of the assets and liabilities of the unincorporated charitable association called the World Federation of Neurology
- 4.26 To do anything else within the law which promotes or helps to promote the Objects

5. BENEFITS TO MEMBERS AND TRUSTEES

- 5.1 The property and funds of the Federation must be used only for promoting the Objects and do not belong to the members of the Federation but
 - 5.1.1 Member Societies but not Trustees may be employed by or enter into contracts with the Federation and receive reasonable payment for goods or services supplied
 - 5.1.2 Member Societies and Trustees may be paid interest at a reasonable rate on money lent to the Federation
 - 5.1.3 Member Societies and Trustees may be paid a reasonable rent or hiring fee for property let or hired to the Federation
- 5.2 A Trustee must not receive any payment of money or other material benefit (whether directly or indirectly) from the Federation except
 - 5.2.1 as mentioned in clauses 4.19, 5.1.2 or 5.1.3.
 - 5.2.2 reimbursement of reasonable out-of-pocket expenses (including hotel and travel costs) actually incurred in running the Federation
 - 5.2.3 an indemnity in respect of any liabilities properly incurred in running the Federation (including the costs of a successful defence to criminal proceedings)
 - 5.2.4 payment to any company in which a Trustee has no more than a 1 per cent shareholding
 - 5.2.5 in exceptional cases, other payments or benefits (but only with the written approval of the Commission in advance)
- 5.3 Whenever a Trustee has a personal interest in a matter to be discussed at a meeting of the Trustees or a committee the Trustee must:
 - 5.3.1 declare an interest at or before discussion begins on the matter
 - 5.3.2 withdraw from the meeting for that item unless expressly invited to remain in order to provide information
 - 5.3.3 not be counted in the quorum for that part of the meeting
 - 5.3.4 withdraw during the vote and have no vote on the matter
- 5.4 This clause may not be amended without the prior written consent of the Commission

6. LIMITED LIABILITY

The liability of Member Societies is limited

7. GUARANTEE

Every Member Society promises, if the Federation is dissolved while it remains a Member Society or within 12 months afterwards, to pay up to £1 towards the costs of dissolution and the liabilities incurred by the Federation while the contributor was a Member Society

8. DISSOLUTION

- 8.1 If the Federation is dissolved the assets (if any) remaining after provision has been made for all its liabilities must be applied in one or more of the following ways:
 - 8.1.1 by transfer to one or more other bodies established for exclusively charitable purposes within, the same as or similar to the Objects
 - 8.1.2 directly for the Objects or charitable purposes within or similar to the Objects
 - 8.1.3 in such other manner consistent with charitable status as the Commission approve in writing in advance
- 8.2 A final report and statement of account must be sent to the Commission

9. INTERPRETATION

- 9.1 Words and expressions defined in the Articles have the same meanings in this Memorandum
- 9.2 References to an Act of Parliament are references to the Act as amended or re-enacted from time to time and to any subordinate legislation made under it

COMPANIES ACTS 1985 & 1989
COMPANY LIMITED BY GUARANTEE AND
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ARTICLES OF ASSOCIATION **
OF
WORLD FEDERATION OF NEUROLOGY

1. MEMBERSHIP

- 1.1 The numbers of Member Societies with which the Federation proposes to be registered is unlimited
- 1.2 The Federation must maintain a register of Member Societies
- 1.3 A national neurological society of any country which is not a Member Society may become a Member Society if recommended by the Trustees and approved at a meeting of the Council of Delegates
- 1.4 Five or more qualified neurologists resident in a country or countries without a Member Society or Member Societies may together form a group and that group may become a Member Society if recommended by the Trustees and approved at a meeting of the Council of Delegates
- 1.5 A qualified neurologist resident in a country without a Member Society may apply to the Trustees to become an associate member and the Trustees shall determine his or her application
- 1.6 Membership of a Member Society is terminated if the Member Society:
 - 1.6.1 gives written notice of resignation to the Federation
 - 1.6.2 ceases to exist
 - 1.6.3 is at least one year in arrears in paying its annual dues and the Member Societies resolve at a meeting of the Council of Delegates that the membership be terminated but in such case the Member Society may apply to the Trustees for reinstatement on payment of the amount due and the Member Societies at a meeting of the Council of Delegates shall determine such application and (if approved) the terms of such reinstatement

** As amended by a Special Resolution passed on 11th September 2014

- 1.6.4 is removed from membership by resolution of the Member Societies at a meeting of the Council of Delegates on the recommendation of the Trustees on the ground that the Member Society's continued membership is harmful to the Federation (but only after notifying the Member Society in writing and considering the matter in the light of any written representations which the Member Society concerned puts forward within 42 clear days after receiving notice)
- 1.7 Associate membership of an associate member is terminated if the associate member:
 - 1.7.1 gives written notice of resignation to the Federation
 - 1.7.2 dies
 - 1.7.3 is at least one year in arrears in paying its annual dues and the Trustees resolve that the associate membership be terminated but in such case the member may apply to the Trustees for reinstatement on payment of the amount due and the Trustees shall determine such application and (if approved) the terms of such reinstatement
 - 1.7.4 is removed from associate membership by resolution of the Trustees on the ground that the associate member's continued membership is harmful to the Federation (but only after notifying the associate member in writing and considering the matter in the light of any written representations which the associate member concerned puts forward within 42 clear days after receiving notice)
- 1.8 Each Member Society shall pay the Federation annual dues being a sum for each individual member of that Member Society as agreed from time to time by the Member Societies at a meeting of the Council of Delegates
- 1.9 Each Member Society through its authorised delegate or secretary shall inform the Secretary-General annually of the total of its individual membership
- 1.10 Each associate member shall pay the Federation annual dues of the same amount as a Member Society pays for each of its individual members
- 1.11 A Member Society or associate member which or who is prevented by regulations in its, his or her own country from remitting the annual dues to the Federation shall deposit the annual dues in that country to be used by the Federation in the furtherance of the Objects

2. MEETINGS OF THE COUNCIL OF DELEGATES

- 2.1 The Member Societies are entitled to attend meetings of the Council of Delegates by an authorised delegate save that where there are two or more Member Societies from the same country they shall between them be represented by one authorised delegate only. Meetings of the Council of Delegates are called on at least 21 clear days notice specifying the business to be discussed

- 2.2 There is a quorum at a meeting of the Council of Delegates if the number of authorised delegates personally present is at least 15. The name of every authorised delegate personally present shall be notified to the Secretary- General at the start of the meeting.
- 2.3 Each authorised delegate shall be an individual member of the Member Society (or of one of the Member Societies from the same country) for which he or she acts provided that a Member Society whose authorised delegate will not be present at a meeting of the Council of Delegates may appoint any member of that Member Society or the authorised delegate of another Member Society to act on its behalf as its authorised delegate at that meeting provided that no authorised delegate shall so act for more than three Member Societies at any meeting
- 2.4 Any authorised delegate who is appointed an Officer or Trustee shall cease to be an authorised delegate from the date he or she starts to hold office and the Member Society (or Member Societies) for whom he or she acts may appoint another authorised delegate from that date
- 2.5 The President or (if the President is unable or unwilling to do so) the First Vice-President or (if the First Vice-President is unable or unwilling to do so) an authorised delegate elected by those present and entitled to vote presides at a meeting of the Council of Delegates
- 2.6 Except where otherwise provided by the Act, every issue is decided by a majority of the votes cast
- 2.7 Except for the chair of the meeting, who has no vote other than a casting vote (unless the chair is an authorised delegate in which case he or she has a second or casting vote), every Member Society through an authorised delegate has one vote on each issue and where an authorised delegate is acting on behalf of two or more Member Societies from the same country such Member Societies through that authorised delegate shall have one vote between them on each issue
- 2.8 The chair may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time, and from place to place, but no business shall be transacted at any adjourned meeting other than the business which might have been transacted at the meeting from which the adjournment took place. Whenever a meeting is adjourned for 30 days or more notice of the adjourned meeting shall be given in the same manner as the original meeting. Save as aforesaid the Member Societies shall not be entitled to any notice of an adjournment, or of the business to be transacted at an adjourned meeting
- 2.9 A resolution put to the vote of the meeting shall be decided on a show of hands, unless, before or upon the declaration of the result of the show of hands, a poll is demanded by the chair or by at least five authorised delegates or by authorised delegates representing not less than one tenth of the total voting rights of all Member Societies; or unless arrangements shall have been made beforehand for voting at the meeting to be conducted by electronic means.
- 2.10 Subject to the provisions of Article 2.9, if a poll be demanded in manner aforesaid, it shall be taken at such time and place, and in such manner, as the chair shall direct, and the result of the poll shall be

deemed to be the resolution of the meeting at which the poll was demanded. No poll shall be demanded on the election of a chair of a meeting, or on any question of adjournment. The demand of a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded

- 2.11 An associate member may attend and speak but not vote at meetings of the Council of Delegates
- 2.12 The Federation must hold an AGM every year which all Member Societies, associate members, the Officers and the Trustees are entitled to attend
- 2.13 At an AGM the Member Societies:
 - 2.13.1 receive the accounts of the Federation for the previous financial year
 - 2.13.2 receive the Trustees' report on the Federation's activities since the previous AGM
 - 2.13.3 accept the retirement of those Officers who wish to retire or whose term of office is expiring and elect persons to those positions from the list submitted by the Nominating Committee
 - 2.13.4 accept the retirement of those Elected Trustees who wish to retire or who are retiring by rotation and elect persons to be Trustees to fill the vacancies arising from the list submitted by the Nominating Committee
 - 2.13.5 appoint auditors for the Federation
 - 2.13.6 discuss and determine any issues of policy or deal with any other business put before them
- 2.14 Any meeting of the Council of Delegates which is not an AGM is an EGM
- 2.15 An EGM may be called at any time by the Trustees and must be called on the requisition of Member Societies pursuant to the provisions of the Act

3. THE TRUSTEES

- 3.1 The Trustees as charity trustees have control of the Federation and its property and funds
- 3.2 The Trustees when complete consist of
 - 3.2.1 the President
 - 3.2.2 the First Vice President
 - 3.2.3 the Secretary-General
 - 3.2.4 the Treasurer
 - 3.2.5 three persons elected in accordance with these Articles and
 - 3.2.6 up to two persons co-opted in accordance with these Articles
- 3.3 Every Trustee must sign a declaration of willingness to act as a charity trustee of the Federation before he or she is eligible to vote at any meeting of the Trustees
- 3.4 An Elected Trustee shall be elected at an AGM and shall hold office from the end of that AGM. One of the three Elected Trustees must retire at each AGM, the longest in office retiring first and the choice between any of equal service being made by drawing lots. An Elected

Trustee so retiring may be re-elected for one further three-year term only.

- 3.5 A Trustee's term of office automatically terminates if he or she:
 - 3.5.1 is disqualified under the Charities Act 2011 from acting as a charity trustee
 - 3.5.2 in the written opinion, given to the Federation, of a registered medical practitioner treating that person, has become physically or mentally incapable of acting as a director and may remain so for more than three months;
 - 3.5.3 ceases to be an individual member of a Member Society or an associate member of the Federation (as the case may be)
 - 3.5.4 resigns by written notice to the Trustees (but only if at least two Trustees will remain in office)
 - 3.5.5 is removed by resolution of the Member Societies at a meeting of the Council of Delegates after the meeting has invited the views of the Trustee concerned and considered the matter in the light of any such views
- 3.6 The Trustees may at any time co-opt up to two persons as Co-opted Trustees who will hold office only until the next AGM but may be re-co-opted
- 3.7 Every Trustee must be an individual member of a Member Society or an associate member of the Federation
- 3.8 A technical defect in the appointment of a Trustee of which the Trustees are unaware at the time does not invalidate decisions taken at a meeting

4. PROCEEDINGS OF TRUSTEES

- 4.1 The Trustees must hold at least four meetings each year
- 4.2 A quorum at a meeting of the Trustees is four Trustees
- 4.3 A meeting of the Trustees may be held either in person or by suitable electronic means agreed by the Trustees in which all participants may communicate with all the other participants
- 4.4 The President or (if the President is unable or unwilling to do so) some other Trustee chosen by the Trustees present presides at each meeting
- 4.5 Every issue may be determined by a simple majority of the votes cast at a meeting but a written resolution signed by all the Trustees 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)
- 4.6 Except for the chair of the meeting, who has a second or casting vote, every Trustee has one vote on each issue
- 4.7 A procedural defect of which the Trustees are unaware at the time does not invalidate decisions taken at a meeting

5. POWERS OF TRUSTEES

The Trustees have the following powers in the administration of the Federation:

- 5.1 to exercise any powers of the Federation which are not reserved to a meeting of the Council of Delegates

- 5.2 to appoint three or more individuals, each of whom shall be an individual member of a Member Society or an associate member of the Federation, shall come from a different country and shall not be a Trustee, to form a Nominating Committee whose functions are as set out in Article 6 and whose proceedings shall not be reported to the Trustees
- 5.3 subject to Article 5.2, to delegate any of their functions to committees to include a Finance Committee, and these committees shall consist of three or more individuals, each of whom shall be an individual member of a Member Society or an associate member of the Federation, appointed by the Trustees and at least one of whom shall be a Trustee. All proceedings of these committees must be reported promptly to the Trustees
- 5.4 to make Rules consistent with the Memorandum, these Articles and the Act to govern proceedings at meetings of the Council of Delegates
- 5.5 to make Rules consistent with the Memorandum, these Articles and the Act to govern proceedings at their meetings and at meetings of committees
- 5.6 to make Rules consistent with the Memorandum, these Articles and the Act to govern the administration of the Federation and the use of its seal (if any)
- 5.7 to establish procedures to assist the resolution of disputes within the Federation

6. NOMINATING COMMITTEE

The functions of the Nominating Committee are:

- 6.1 to choose a list of candidates for the offices of Trustee and Officer
- 6.2 to publish that list at least six months prior to the relevant AGM
- 6.3 to accept additional nominations supported with the signatures of five or more authorised delegates which are received by the Secretary-General at least thirty days prior to that AGM
- 6.4 to submit the amended list at that AGM

7. OFFICERS

- 7.1 The Officers of the Federation shall be the President, the first Vice-President, the Secretary-General, and the Treasurer.
- 7.2 The Officers shall be elected at an AGM and each Officer shall hold office from 1st January following that AGM until 1st January following the fourth AGM after that AGM and only the Secretary-General and the Treasurer may be re-appointed and then only for one further term of office
- 7.3 If the Secretary-General has formerly acted as a Secretary-Treasurer General, then his expired term of office as Secretary-Treasurer General shall be counted towards his term of office as Secretary-General for the purposes of Article 7.2
- 7.4 The Secretary-General will act as the Secretary of the Federation in accordance with the Act

- 7.5 If an Officer does not complete his or her term of office the Trustees may fill that vacancy for the unexpired term except that if the office of President becomes vacant the first Vice-President shall assume the responsibilities of the President until the next AGM when a new President shall be elected.
- 7.6 Every Officer must be an individual member of a Member Society or an associate member of the Federation

8. RECORDS & ACCOUNTS

- 8.1 The Trustees must comply with the requirements of the Act and of the Charities Act 2011 as to keeping financial records, the audit of accounts and the preparation and transmission to the Registrar of Companies and the Commission of:
 - 8.1.1 annual reports
 - 8.1.2 annual returns
 - 8.1.3 annual statements of account
- 8.2 The Trustees must keep proper records of
 - 8.2.1 all proceedings at general meetings of the Council of Delegates
 - 8.2.2 all proceedings at meetings of the Trustees
 - 8.2.3 all reports of committees and
 - 8.2.4 all professional advice obtained
- 8.3 Accounting records relating to the Federation must be made available for inspection by any Trustee at any reasonable time during normal office hours and may be made available for inspection by Member Societies if the Trustees so decide
- 8.4 A copy of the Federation's latest available statement of account must be supplied on request to any Trustee or Member Society, or to any other person who makes a written request and pays the Federation's reasonable costs, within two months

9. NOTICES

- 9.1 Notices under these Articles may be sent by hand, or by post or by suitable electronic means or (where applicable to Member Societies generally) may be published in any suitable journal or any newsletter distributed by the Federation
- 9.2 The only address at which a Member Society is entitled to receive notices is the address shown in the register of Member Societies
- 9.3 Any notice given in accordance with these Articles is to be treated for all purposes as having been received
 - 9.3.1 48 hours after being sent by electronic means or delivered by hand to the relevant address
 - 9.3.2 two clear days after being sent by first class post to that address
 - 9.3.3 ten clear days after being sent by overseas post to that address
 - 9.3.4 on being handed to the authorised delegate of a Member Society personally or, if earlier,
 - 9.3.5 as soon as the Member Society acknowledges actual receipt
- 9.4 A technical defect in the giving of notice of which the Trustees are unaware at the time does not invalidate decisions taken at a meeting

10. DISSOLUTION

The provisions of the Memorandum relating to dissolution of the Federation take effect as though repeated here

11. INTERPRETATION

In the Memorandum and in these Articles:

- 11.1 'The Act' means the Companies Act 1985
'AGM' means an annual general meeting of the Federation
'these Articles' means these articles of association
'authorised delegate' means an individual who is authorised by a Member Society (or Member Societies from the same country) to act on its (or their) behalf at meetings of the Council of Delegates and whose name is given to the Secretary-General by the Member Society (or Member Societies)
'the Federation' means the company governed by these Articles
'charity trustee' has the meaning prescribed by section 177 of the Charities Act 2011
'clear day' means 24 hours from midnight following the relevant event
'the Commission' means the Charity Commissioners for England and Wales
'Co-opted Trustees' means the persons appointed in accordance with Article 3.2.6
'country' means a country as determined by the Trustees
'EGM' means an extraordinary general meeting of the Federation
'Elected Trustees' means the persons referred to in Article 3.2.5
'financial expert' means an individual, company or firm who is an authorised person or an exempted person within the meaning of the Financial Services and Markets Act 2000
'First Vice-President' means the First Vice-President of the Federation
'meeting of the Council of Delegates' means a general meeting of the Federation
'material benefit' means a benefit which may not be financial but has a monetary value
'Member Society' and 'Member Societies' mean respectively a member and members of the Federation
'membership' where the context so admits refers to membership of the Federation
'Memorandum' means the Federation's Memorandum of Association
'the Objects' means the Objects of the Federation as defined in clause 3 of the Memorandum
'Secretary-General' means the person appointed as Secretary-General of the Federation under Article 7
'Officer' means a person elected in accordance with Article 7 to an office listed in Article 7.1
'President' means the President of the Federation

‘taxable trading’ means carrying on a trade or business on a continuing basis for the principal purpose of raising funds and not for the purpose of actually carrying out the Objects

‘Treasurer’ means the person appointed as Treasurer of the Federation under Article 7

‘Trustee’ means a director of the Federation and ‘Trustees’ means all of the directors

‘written’ or ‘in writing’ refers to a legible document on paper including a fax message

‘year’ means calendar year

11.2 Expressions defined in the Act have the same meaning

11.3 References to an Act of Parliament are to the Act as amended or re-enacted from time to time and to any subordinate legislation made under it.