

TABLE OF CONTENTS

SECTION 1 : INTERPRETATION AND LIMITATION OF LIABILITY	4
1. Defined terms	4
2. Objective	5
3. No distribution of profit.....	6
4. Liability of Members.....	6
SECTION 2 : DIRECTORS	7
5. Directors' general authority	7
6. Members' reserve power	7
7. Directors may delegate.....	7
8. Committees	7
9. Directors to take decisions collectively.....	8
10. Voting	8
11. Unanimous decisions.....	8
12. Calling a directors' meeting.....	8
13. Participation in directors' meetings.....	9
14. Quorum for directors' meetings.....	9
15. Chairing of directors' meetings.....	9
16. Conflicts of interest	10
17. Records of decisions to be kept.....	10
18. Directors' discretion to make further rules	10
19. Methods of appointing directors	11
20. Termination of director's appointment	13
21. Directors' fees.....	13
22. Observers.....	13
23. Alternate Directors	13

SECTION 3 : MEMBERS 15

24. Members 15

25. Eligible Members 15

26. Applications for membership..... 15

27. Termination of membership 15

28. General meetings 16

29. Attendance and speaking at general meetings 16

30. Notices of general meetings 16

31. Quorum for general meetings 16

32. Chairing general meetings 17

33. Attendance and speaking by directors and non-members 17

34. Adjournment 17

35. Voting: general 18

36. Errors and disputes..... 19

37. Poll votes..... 19

38. Amendments to resolutions 19

SECTION 4 : ADMINISTRATION.....20

39. General.....20

40. Officers of the Association20

41. Finance.....20

SECTION 5 : ADMINISTRATIVE ARRANGEMENTS.....21

42. Means of communication to be used21

43. Company seals.....21

44. No right to inspect accounts and other records21

45. Interpretations.....22

SECTION 1 : INTERPRETATION AND LIMITATION OF LIABILITY

1. Defined terms

In the articles, unless the context requires otherwise:

“Africa Chapter Member” means, being the Member for the Africa Regional Chapter;

“annual contributions” means the annual contributions, when required, pursuant to article 41.1;

“articles” means the Association's articles of association;

“bankruptcy” includes individual insolvency proceedings in a jurisdiction other than England and Wales or Northern Ireland which have an effect similar to that of bankruptcy;

“Board” means the board of directors of the Association;

“Chairperson” has the meaning in article 15;

“Companies Acts” means the Companies Acts (as defined in section 2 of the Companies Act 2006), in so far as they apply to the Association;

“director” means a director of the Association, and includes any person occupying the position of director, by whatever name called;

“document” includes, unless otherwise specified, any document sent or supplied in electronic form;

“electronic form” has the meaning given in section 1168 of the Companies Act 2006;

“Europe Chapter Member” means, being the Member for the Europe Regional Chapter;

“General Assembly” has the meaning given in article 28.1;

“Key Officers” has the meaning given in article 40.1;

“Member” has the meaning given to “member” in section 112 of the Companies Act 2006 and shall include the Africa Chapter Member, the America Chapter Member, the Asia Chapter Member, and the Europe Chapter Member

“ordinary resolution” has the meaning given in section 282 of the Companies Act 2006;

“Objective” means the objective of the Association set out in article 2.1;

“participate”, in relation to a directors' meeting, has the meaning given in article 13.1;

“Regional Chapters” means:

(A) America;

(B) Africa;

(C) Asia;

(D) Europe;

as defined according to the United Economic and Social Council Regional Commissions subsidiary bodies groupings and "Regional Chapter" means any one of them;

"relevant director" means any director or former director of the Association;

"Secretariat" means the director nominated by the Chairperson to act as the Secretariat pursuant to article 19.14;

"special resolution" has the meaning given in section 283 of the Companies Act 2006;

"Statutes" means the statutes of the Association adopted on or around the date of the articles of association which set out the Members' and each member of a Members' mutual understanding and agreement as to the ongoing purpose and operation of the Association;

"subsidiary" has the meaning given in section 1159 of the Companies Act 2006;

"Treasurer" means the director nominated by the Chairperson to act as the Treasurer pursuant to article 19.14;

"Vice-Chairperson" has the meaning given to it in article 19.10; and

"writing" means 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.

Unless the context otherwise requires, other words or expressions contained in these articles bear the same meaning as in the Companies Act 2006 as in force on the date when these articles become binding on the Association.

2. **Objective**

2.1 The objective for which the Association is established is to promote fire safety through fire protection and fire and loss prevention on an international level.

2.2 In furtherance of the objective, the Association shall:

- (A) encourage the exchange of information between members on all subjects to do with safety from fire and other matters connected with the protection of life and property;
- (B) facilitate cooperation between members for undertaking joint programs and carrying out activities decided on by the Members and each member of a Member;
- (C) commission or facilitate research and studies required to increase knowledge in fire safety;
- (D) to disseminate expert advice for the protection against and prevention of fire and other risks, and to publish information relating to the same subject or any of them;
- (E) to collaborate with government departments, public or private companies, technical institutions and other bodies or persons in connection with the objective of the Association;

- (F) to invest any monies of the Association which are not immediately required for its purposes in the furthering of the objective in or upon such investments as may be thought fit, subject to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law;
- (G) to establish and support, and to aid in the establishment and support of, any other companies or organisations formed for the furtherance of the objective of the Association;
- (H) act as an international spokesperson of national organisations whose duties involve dealing with fire safety and associated questions; and
- (I) to do all such other lawful things as are incidental or conducive to the attainment of the above objects or any of them.

3. **No distribution of profit**

3.1 The income and assets of the Association shall be applied solely towards the promotion of the objective and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit to members of the Association. Provided that nothing herein shall prevent any payment in good faith by the Association of reasonable and proper remuneration to any Member, officer or service provider of the Association for any services rendered to the Association, nor prevent the distribution to or at the direction of Members who have paid fees of the newspapers, periodicals, books, leaflets or other publications of the Association.

3.2 If upon the winding up or dissolution of the Association there remains, after the satisfaction of all its debts and liabilities, any assets whatsoever the same shall be applied in repaying the Association's liability to the Members of the Association in respect of the amount of Membership Fees respectively paid by them to the Association pursuant to any and all of:

- (A) the Association's objective as set out in article 2; and
- (B) the Members' performance of their obligations to pay to the Association Membership Fees of such amount as the directors of the Association shall decide,

(and in the event of such surplus assets being insufficient to repay all Membership Fees in full the same shall be distributed amongst the Members of the Association pro rata according to the amount of Membership Fees respectively paid by them) and the balance (if any), representing the assets which would otherwise be available to the Members generally, shall be given or transferred to some other institution or institutions having objectives similar to the objectives of the Association and which shall prohibit the distribution of its or their income and property amongst its or their Members to an extent at least as great as is imposed on the Association under or by virtue of article 3.1 above, such institution or institutions to be determined by the Members of the Association at or before the time of dissolution, and if and so far as effect cannot be given to this provision, then to some charitable object.

4. **Liability of Members**

4.1 The liability of each Member is limited to £1, being the amount that each Member undertakes to contribute to the assets of the Association in the event of its being wound up while such person is a Member or within one year after such person ceases to be a Member, for:

- (A) payment of the Association's debts and liabilities contracted before such person ceases to be a Member;
- (B) payment of the costs, charges and expenses of winding up; and
- (C) adjustment of the rights of the contributories among themselves.

SECTION 2 : DIRECTORS

DIRECTORS' POWERS AND RESPONSIBILITES

5. Directors' general authority

5.1 Subject to the articles, the directors are responsible for the management of the Association's business and delivery of the Objective, for which purpose they may exercise all the powers of the Association.

6. Members' reserve power

6.1 The Members may, by special resolution, direct the directors to take, or refrain from taking, specified action.

6.2 No such special resolution invalidates anything which the directors have done before the passing of the resolution.

7. Directors may delegate

7.1 Subject to article 39.1, the directors may delegate any of the powers which are conferred on them under the articles:

- (A) to such person or committee;
- (B) by such means (including by power of attorney);
- (C) to such an extent;
- (D) in relation to such matters or territories; and
- (E) on such terms and conditions,

as they think fit.

7.2 If the directors so specify, any such delegation may authorise further delegation of the directors' powers by any person to whom they are delegated.

7.3 The directors may revoke any delegation in whole or part, or alter its terms and conditions.

8. Committees

8.1 Committees to which the directors delegate any of their powers must follow procedures which are based as far as they are applicable on those provisions of the articles which govern the taking of decisions by directors.

- 8.2 The directors may make rules of procedure for all or any committees, which prevail over rules derived from the articles if they are not consistent with them.

DECISION-MAKING BY DIRECTORS

9. Directors to take decisions collectively

In accordance with article 10 any decision of the directors must be either by an at least two-thirds majority decision at a meeting or a decision taken in accordance with article 11.

10. Voting

10.1 Each director of the Board shall have one vote.

10.2 All decisions of the Board shall require an at least two-thirds majority of the directors present and eligible to vote on the relevant matter. In particular, the Board shall be required to vote on the below decisions (without limitation):

- (A) proposed recommendations or resolutions to be brought to the Members;
- (B) recommendations on the election of new Members;
- (C) recommendations of the suspension of the rights and privileges of membership; and
- (D) recommendations of the expulsion of Members.

11. Unanimous decisions

11.1 A decision of the directors is taken in accordance with this article when all eligible directors indicate to each other by any means that they share a common view on a matter.

11.2 Such a decision may take the form of a resolution in writing, copies of which have been signed by each eligible director or to which each eligible director has otherwise indicated agreement in writing.

11.3 Any resolution in writing for the purposes of article 11.2 may consist of several documents in the like form each signed by or on behalf of one or more of the relevant directors and any such document may be in the form of an email or in any other similar method of transmission or by electronic communications. Unless the contrary shall be proved, any such document shall be deemed to be duly and validly signed by the person or persons purporting to sign the same and whose name appears in the text as the person signing the same. Where electronic communications are used, no signature is necessary, subject to any terms and conditions the Board may decide.

11.4 References in this article to eligible directors are to directors who would have been entitled to vote on the matter had it been proposed as a resolution at a directors' meeting.

11.5 A decision may not be taken in accordance with this article if the eligible directors would not have formed a quorum at such a meeting.

12. Calling a directors' meeting

12.1 The Chairperson and the Vice-Chairperson may call a directors' meeting by giving notice of the meeting to the directors or by authorising the company secretary to give such notice.

12.2 Notice of any directors' meeting must indicate:

- (A) its proposed date and time;
- (B) where it is to take place; and
- (C) if it is anticipated that directors participating in the meeting will not be in the same place, how it is proposed that they should communicate with each other during the meeting.

12.3 Notice of a directors' meeting must be given to each director, but need not be in writing.

13. **Participation in directors' meetings**

13.1 Subject to the articles, directors participate in a directors' meeting, or part of a directors' meeting, when:

- (A) the meeting has been called and takes place in accordance with the articles; and
- (B) they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting.

13.2 In determining whether directors are participating in a directors' meeting, it is irrelevant where any director is or how they communicate with each other.

13.3 If all the directors participating in a meeting are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is.

14. **Quorum for directors' meetings**

14.1 At a directors' meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting.

14.2 The quorum for directors' meetings shall be a majority of the directors in office from time to time, provided that the quorum may never be less than two.

14.3 If the total number of directors for the time being is less than the quorum required, the directors must not take any decision other than a decision:

- (A) to appoint further directors, or
- (B) to call a general meeting so as to enable the Members to appoint further directors.

15. **Chairing of directors' meetings**

15.1 The Chairperson shall act as chairperson for all meetings of the Board.

15.2 If the Chairperson is not participating in a directors' meeting within ten minutes of the time at which it was to start, the Vice-Chairperson shall act as chairperson for such meeting, and if the Vice-Chairperson is not participating in such meeting within ten minutes of the time at which it was to start, then the participating directors must appoint one of themselves to chair the meeting.

16. **Conflicts of interest**

16.1 Subject to article 16.2, if a proposed decision of the directors is concerned with an actual or proposed transaction or arrangement with the Association in which a director is interested, that director is not to be counted as participating in the decision-making process for quorum or voting purposes.

16.2 Where article 16.3 applies, a director who is interested in an actual or proposed transaction or arrangement with the Association is to be counted as participating in the decision-making process for quorum and voting purposes.

16.3 This article applies when:

(A) the Association by ordinary resolution disapplies the provision of the articles which would otherwise prevent a director from being counted as participating in the decision-making process;

(B) the director's interest cannot reasonably be regarded as likely to give rise to a conflict of interest; or

(C) the director's conflict of interest arises from a permitted cause (as such term is described in article 16.4).

16.4 For the purposes of this article 16, "a guarantee given, or to be given, by or to a director in respect of an obligation incurred by or on behalf of the Association" is a permitted cause.

16.5 For the purposes of this article, references to proposed decisions and decision-making processes include any directors' meeting or part of a directors' meeting.

16.6 Subject to article 16.7, if a question arises at a meeting of directors or of a committee of directors as to the right of a director to participate in the meeting (or part of the meeting) for voting or quorum purposes, the question may, before the conclusion of the meeting, be referred to the Chairperson whose ruling in relation to any director other than the Chairperson is to be final and conclusive.

16.7 If any question as to the right to participate in the meeting (or part of the meeting) should arise in respect of the Chairperson, the question is to be decided by a decision of the directors at that meeting, for which purpose the Chairperson is not to be counted as participating in the meeting (or that part of the meeting) for voting or quorum purposes.

17. **Records of decisions to be kept**

The directors must ensure that the Association keeps a record, in writing, for at least ten years from the date of the decision recorded, of every unanimous or majority decision taken by the directors.

18. **Directors' discretion to make further rules**

Subject to the articles, the directors may make any rule which they think fit about how they take decisions, and about how such rules are to be recorded or communicated to directors.

APPOINTMENT OF DIRECTORS

19. **Methods of appointing directors**

Constitution of the Board

- 19.1 The Board shall comprise of a maximum of ten directors appointed in accordance with article 19.2, which includes: the Chairperson, Vice-Chairperson, the Secretariat and Treasurer.
- 19.2 Subject to articles 19.3 and 19.4, the Board shall consist of directors appointed as follows:
- (A) one director nominated by the America Chapter Member by notice in writing addressed to the Company from time to time. The North America Chapter Member shall be entitled to remove its nominated director so appointed at any time by notice in writing to the Company served at its registered office and appoint another person to act in their place;
 - (B) one director nominated by the Africa Chapter Member by notice in writing addressed to the Company from time to time. The Africa Chapter Member shall be entitled to remove its nominated director so appointed at any time by notice in writing to the Company served at its registered office and appoint another person to act in their place;
 - (C) one director appointed by the Europe Chapter Member by notice in writing addressed to the Company from time to time. The Europe Chapter Member shall be entitled to remove its nominated director so appointed at any time by notice in writing to the Company served at its registered office and appoint another person to act in their place; and
 - (D) one director appointed by the Asia Chapter Member by notice in writing addressed to the Company from time to time. The Asia and the Pacific Chapter Member shall be entitled to remove its nominated director so appointed at any time by notice in writing to the Company served at its registered office and appoint another person to act in their place.
- 19.3 If any Member itself has ten or more members, such Member shall be entitled to nominate and have appointed two directors in accordance with articles 19.2, 19.4, 19.5 and 19.6.
- 19.4 Any person nominated to be a director pursuant to article 19.2 must be willing to act as a director and permitted by law to do so.
- 19.5 Each person appointed as a director shall be appointed for a term of three years (the "Term") and may be re-elected for subsequent Terms with no restriction on the number of Terms a person may serve as the director for.
- 19.6 An appointment or removal of a director pursuant to articles 19.2 and 19.3 will take effect at and from the time when the notice is received at the registered office of the Company or produced at a meeting of the Board and the Members (other than the appointing Member with respect to such director) agree not to take any action to remove any director appointed in accordance with articles 19.2 and 19.3 from office.

Chairperson

- 19.7 Subject to article 19.9, the Board may nominate a director to act as the as chairperson, and such person may be appointed by a decision of the directors (the "Chairperson"). The

Chairperson shall have all of the duties as described in these articles as duties of the Chairperson, and shall serve as Chief Executive Officer of the Association.

19.8 The Chairperson shall be a member of all committees.

19.9 The Chairperson must:

- (A) be a director for at least one Term prior to appointment (and, if possible, shall have held the role of Vice-Chairperson for the preceding Term);
- (B) be a director appointed by a Regional Chapter and the role of the Chairperson must rotate through the directors appointed by each Regional Chapter as follows (unless such director confirms in writing that he or she does not wish to assume the role of the Chairperson or if, at such time, the relevant Regional Chapter does not have any members, in which case (as applicable) it will move to the next Regional Chapter):
 - (1) Europe;
 - (2) America
 - (3) Asia,;
 - (4) Africa;
- (C) The Chairperson must also be able to speak and conduct business in English

Vice-Chairperson

19.10 The Board may nominate a director to act as the as vice-chairperson, and such person may be appointed by a decision of the directors ("Vice-Chairperson").

19.11 The Vice-Chairperson shall assist the Chairperson in their duties.

19.12 The Vice-Chairperson shall have served as a director for at least one Term.

19.13 In the absence of, due to the disability of, or at the direction of the Chairperson, the Vice-Chairperson shall assume all the powers of the office and perform all the duties of the Chairperson.

Secretariat and Treasurer

19.14 The Chairperson may nominate:

- (A) one director to act as the as Secretariat; and
- (B) one director to act as the Treasurer,

in each case, for a Term.

19.15 The appointment of the Secretariat and the Treasurer nominated by the Chairperson in accordance with article 19.14 will take effect at and from the time when the notice of such nomination and appointment is received at the registered office of the Company or produced at a meeting of the Board.

20. **Termination of director's appointment**

20.1 In addition to a person ceasing to be a director pursuant to any exercise of the right to remove a director set out in articles 19.2 and 19.6, a person ceases to be a director as soon as:

- (A) that person ceases to be a director by virtue of any provision of the Companies Act 2006 or is prohibited from being a director by law;
- (B) a bankruptcy order is made against that person;
- (C) a composition is made with that person's creditors generally in satisfaction of that person's debts;
- (D) a registered medical practitioner who is treating that person gives a written opinion to the Association stating that that person has become physically or mentally incapable of acting as a director and may remain so for more than three months; and
- (E) notification is received by the Association from the director that the director is resigning from office, and such resignation has taken effect in accordance with its terms.

21. **Directors' fees**

21.1 Directors are not entitled to any remuneration from the Association.

22. **Observers**

22.1 **Observers**

The Board may from time to time request persons to join meetings of the Board, whether on an *ad hoc* or more permanent basis (in this article 22.1 an "observer"). An observer shall be entitled to attend all Board meetings to which a simple majority of the Board consents (including the Chairperson), shall be entitled to see all or part of the documents to be considered at such meetings and to receive copies thereof, but shall have no right to speak at or to vote at any such meeting.

23. **Alternate Directors**

23.1 Any director (other than an alternate director) (the "appointor") may with the consent of the Chairperson not to be unreasonably withheld, appoint as an alternate any other person (including another director) to exercise the appointor's powers and carry out his responsibilities in relation to the taking of decisions by the directors or entering into any documentation as a director in the absence of the alternate's appointor. The appointor may remove from office an alternate director appointed by him with the consent of the Chairperson, not to be unreasonably withheld. Any appointment or removal of an alternate must be effected by notice in writing (including by email) to the other directors or in any other manner approved by the directors. The notice must:

- (A) identify the proposed alternate; and
- (B) in the case of a notice of appointment, contain a statement that the proposed alternate has provided written consent to act as the alternate of his appointor.

23.2 Subject to articles 23.4 and 23.5, an alternate director may act as alternate director to more than one director and has the same rights in relation to any directors' meeting or directors' written resolution, as the alternate's appointor.

23.3 Except as these articles specify otherwise, alternate directors:

- (A) are deemed for all purposes to be directors;
- (B) are liable for their own acts and omissions;
- (C) are subject to the same restrictions as their appointors; and
- (D) are not deemed to be agents of or for their appointors,

and, in particular (without limitation), each alternate director shall be entitled to receive notice of all meetings of directors and of all meetings of committees of directors of which his appointor is a member.

23.4 A person who is an alternate director but not a director:

- (A) may be counted as participating for the purposes of determining whether a quorum is present (but only if that person's appointor is not participating). If the alternate is acting as an alternate director for more than one director, the alternate may be counted as more than one director for the purposes of determining whether a quorum is present; and
- (B) may participate in a written resolution of the directors (but only if his appointor is an eligible director in relation to that decision, but does not participate).

23.5 A director who is also an alternate director is entitled, in the absence of his appointor, to a separate vote on behalf of his appointor, in addition to his own vote on any decision of the directors including in relation to any written resolution of the directors (provided that both he and his appointor is an eligible director in relation to that decision) and, for the purposes of determining whether a quorum is present, may be counted as more than one director.

23.6 An alternate director's appointment as an alternate terminates:

- (A) when the alternate's appointor terminates the appointment by notice in writing to the Company;
- (B) on the occurrence in relation to the alternate of any event which, if it occurred in relation to the alternate's appointor, would result in the termination of the appointor's appointment as a director;
- (C) on the death of the alternate's appointor;
- (D) when the alternate's appointor's appointment as director terminates.

SECTION 3 : MEMBERS

24. **Members**

- 24.1 The Association shall keep a register of Members in accordance with the provisions of the Companies Acts and shall enter in it the requisite details of all persons who are, who become or who cease to be Members of the Association.
- 24.2 The number of Members shall be unlimited, subject to the requirements set out in the articles and statutes. Members can only be organisational entities, not individuals.
- 24.3 Each Member shall be responsible for designating an individual to represent that Member at all meetings of the Members and may also designate a second, alternate delegate to act of the first individual delegate is unavailable.

25. **Eligible Members**

The following organisations shall be eligible to be Members of the Association:

- (A) the America Chapter - Member as defined by Statutes 3.2
- (B) the Africa Chapter - Member; as defined by Statutes 3.2
- (C) the Europe Chapter - Member; as defined by Statutes 3.2
- (D) the Asia Chapter - Member; as defined by Statutes 3.2

26. **Applications for membership**

- 26.1 Applications for membership shall be made in writing to the Secretariat who shall refer them to the Board. The Board shall review membership applications, and shall provide recommendations for membership to the Members.
- 26.2 No person shall become a Member of the Association unless the Members approve the application by an ordinary resolution at the General Assembly or at a separate meeting of the Members called to decide on the application for membership. The Members decision with respect to any application shall be final, and the Members shall provide written documentation of refusals (if requested).

27. **Termination of membership**

- 27.1 A Member may withdraw from membership of the Association by giving 6 months' to the Secretariat in writing, noting that any Membership Fees already paid shall be non-refundable.
- 27.2 Any membership of the Association may be suspended or terminated by a special resolution of the Members (excluding the Member with respect to which the decision is being made) due to breach of the articles, or any agreement, rule, or practice properly adopted by the Association, or conduct deemed to be prejudicial to the interest of the Association.

- 27.3 Any membership of the Association may be suspended or terminated by a special resolution of the Members (excluding the Member with respect to which the decision is being made) for failure to maintain the requirements of a Member of a chapter or of this organization..

ORGANISATION OF GENERAL MEETINGS

28. General meetings

- 28.1 The Association shall hold a general meeting every three years at such time and place as set out by the relevant notice (the "General Assembly") and otherwise as may be required.

29. Attendance and speaking at general meetings

- 29.1 The preferred manner to hold meetings shall be with all participants at the same physical location. Teleconferences, videoconferences or other methods of holding meetings that allow participants to be at separate physical locations shall be subject to the same rules as when all participants are at the same location in accordance with this article 29.

- 29.2 A person is able to exercise the right to speak at a general meeting, with the permission of the Chairperson, when that person is in a position to communicate to all those attending the meeting.

- 29.3 A person is able to exercise the right to vote at a general meeting where:

- (A) the person is a Member,
- (B) such person is able to vote, during the meeting, on resolutions put to the vote at the meeting, and
- (C) such person's vote can be taken into account in determining whether or not such resolutions are passed at the same time as the votes of all the other persons attending the meeting.

- 29.4 The directors may make whatever arrangements they consider appropriate to enable those attending a general meeting to exercise their rights to speak or, with respect to Members only, to vote at it.

- 29.5 In determining attendance at a general meeting, it is immaterial whether any two or more Members attending it are in the same place as each other.

- 29.6 Two or more persons who are not in the same place as each other attend a general meeting if their circumstances are such that if they have (or were to have) rights to speak and vote at that meeting, they are (or would be) able to exercise them.

30. Notices of general meetings

- 30.1 The General Assembly and a general meeting called for the passing of a special resolution shall be called by at least twenty one clear days' notice. All general meetings may be called by shorter notice if so agreed by all the Members entitled to attend and vote thereat.

31. Quorum for general meetings

- 31.1 No business is to be transacted at a general meeting if the persons attending it do not constitute a quorum. Two persons entitled to vote upon the business to be transacted, each

being a Member or a duly authorised representative of a Member (e.g. a Director appointed by such Member) shall constitute a quorum.

32. **Chairing general meetings**

- 32.1 If the directors have appointed a Chairperson, the Chairperson shall chair general meetings if present and willing to do so.
- 32.2 If the directors have not appointed a Chairperson, or if the Chairperson is unwilling to chair the meeting or is not present within ten minutes of the time at which a meeting was due to start, the Vice-Chairperson shall chair the meeting. If the Vice-Chairperson is not present or available to chair the meeting within ten minutes of the time at which the meeting was due to start, the directors present, or (if no directors are present), the meeting, must appoint a director or Member to chair the meeting, and the appointment of the Chairperson of the meeting must be the first business of the meeting.
- 32.3 The person chairing a meeting in accordance with this article 32 is referred to as the “chair of the meeting”.

33. **Attendance and speaking by directors and non-members**

- 33.1 Directors may attend and speak at general meetings.
- 33.2 The Chairperson of the meeting may permit other persons who are not Members of the Association to attend and speak at a general meeting.

34. **Adjournment**

- 34.1 If the persons attending a general meeting within half an hour of the time at which the meeting was due to start do not constitute a quorum, or if during a meeting a quorum ceases to be present, the Chairperson of the meeting must adjourn it.
- 34.2 The Chairperson of the meeting may adjourn a general meeting at which a quorum is present if:
- (A) the meeting consents to an adjournment; or
 - (B) it appears to the Chairperson of the meeting that an adjournment is necessary to protect the safety of any person attending the meeting or ensure that the business of the meeting is conducted in an orderly manner.
- 34.3 When adjourning a general meeting, the Chairperson of the meeting must:
- (A) either specify the time and place to which it is adjourned or state that it is to continue at a time and place to be fixed by the directors, and
 - (B) have regard to any directions as to the time and place of any adjournment which have been given by the meeting.
- 34.4 If the continuation of an adjourned meeting is to take place more than 14 days after it was adjourned, the Association must give at least 7 clear days' notice of it (that is, excluding the day of the adjourned meeting and the day on which the notice is given):

- (A) to the same persons to whom notice of the Association's general meetings is required to be given; and
 - (B) containing the same information which such notice is required to contain.
- 34.5 No business may be transacted at an adjourned general meeting which could not properly have been transacted at the meeting if the adjournment had not taken place.

VOTING AT GENERAL MEETINGS

35. **Voting: general**

- 35.1 A resolution put to the vote of a general meeting must be decided on a show of hands unless a poll is duly demanded in accordance with the articles.
- 35.2 Each Member shall have one vote and shall have full participatory and voting privileges in the business of the Association.
- 35.3 The following matters shall require an ordinary resolution:
- (A) accept or modify recommendations with respect to the matters of international fire protection;
 - (B) questions relating to the operation, and budget; and
 - (C) election of Members.
- 35.4 The following matters shall require a special resolution:
- (A) suspensions of the rights and privileges of membership;
 - (B) expulsion of Members; and
 - (C) establishing or amending any statutes, rules or bylaws relating to the proper conduct and management of the Association, including the Statutes.
- 35.5 Any proposed material change to the three year budget for the Association, as approved at the General Assembly, shall require the prior written approval of all Members.
- 35.6 Decisions on other matters shall be made by a majority of the Members present and eligible to vote on the relevant matter.
- 35.7 A Member which is in arrears in the payment of its Membership Fee to the Association shall have no vote if the amount of its arrears equals or exceeds the amount of the contributions due from it for the preceding two full years. The Board may, nevertheless, permit such a Member to continue to participate if it is satisfied that the failure to pay is due to conditions beyond the control of the Member.
- 35.8 It is the responsibility of the individual Member to:
- (A) consider the recommendations of the Association within their Regional Chapter beforehand; and

- (B) notify and promote the resolutions of the Association within their Regional Chapter, unless a specific written request is made for waiver or assistance.

36. **Errors and disputes**

- 36.1 No objection may be raised to the qualification of any person voting at a general meeting except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting is valid.
- 36.2 Any such objection must be referred to the Chairperson of the meeting whose decision is final.

37. **Poll votes**

- 37.1 A poll on a resolution may be demanded:
 - (A) in advance of the general meeting where it is to be put to the vote; or
 - (B) at a general meeting, either before a show of hands on that resolution or immediately after the result of a show of hands on that resolution is declared.
- 37.2 A poll may be demanded by:
 - (A) the Chairperson of the meeting; or
 - (B) the directors.
- 37.3 A demand for a poll may be withdrawn if:
 - (A) the poll has not yet been taken; and
 - (B) the Chairperson of the meeting consents to the withdrawal.
- 37.4 Polls must be taken immediately and in such manner as the Chairperson of the meeting directs.

38. **Amendments to resolutions**

- 38.1 It is the responsibility of the individual Member to:
 - (A) consider the recommendations of the Association within their Regional Chapter beforehand; and
 - (B) notify and promote the resolutions of the Association within their Regional Chapter, unless a specific written request is made for waiver or assistance.
- 38.2 An ordinary resolution to be proposed at a general meeting may be amended by ordinary resolution if:
 - (A) notice of the proposed amendment is given to the Association in writing by a person entitled to vote at the general meeting at which it is to be proposed not less than 48 hours before the meeting is to take place (or such later time as the Chairperson of the meeting may determine); and

- (B) the proposed amendment does not, in the reasonable opinion of the Chairperson of the meeting, materially alter the scope of the resolution.

38.3 A special resolution to be proposed at a general meeting may be amended by ordinary resolution, but only if:

- (A) the Chairperson of the meeting proposes the amendment at the general meeting at which the resolution is to be proposed; and
- (B) the amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the resolution.

SECTION 4 : ADMINISTRATION

39. General

39.1 The Board may recommend that committees or working groups be established from time to time to facilitate the business and to achieve the objectives of the Association, and such recommendations shall be submitted to the Members for approval by an ordinary resolution.

40. Officers of the Association

General

40.1 The key officers of the Association shall be the following:

- (A) Chairperson;
- (B) Vice-Chairperson
- (C) Secretariat; and
- (D) Treasurer,

the ("Key Officers").

41. Finance

General

41.1 All Members may be required to pay an annual contribution, the amount of which shall be recommended by the Board for approval by the Members by ordinary resolution (the "Membership Fee") to cover documented costs. The Treasurer, in conjunction with the Chairperson, will issue the invoices for the Membership Fee each year (if a Membership Fee is deemed necessary by the Board for the relevant year).

41.2 Any Member admitted at any time during the year shall be responsible for such amount of the Membership Fee for that year as determined by the Chairperson and Treasurer.

41.3 In the event of a Member withdrawing or being expelled, there shall be no entitlement to a return of any contribution, and the Member shall not be entitled to any apportionment of Association funds, Membership Fee or other and shall have no further claim against the Association.

- 41.4 If the annual Membership Fee of any Member is in arrears and unpaid six months after the date of the relevant invoice, the Secretariat shall give notice in writing of this fact to the Member. If, after such notice, the contribution is not paid within 30 days, the Member shall be deemed to have withdrawn from the Association and shall be readmitted only after such matter has been considered by the Board.
- 41.5 The Association shall not be responsible for the expenses of any of its Members or delegates acting on a Member's behalf unless the Board has specifically approved such expenditure.

SECTION 5 : ADMINISTRATIVE ARRANGEMENTS

42. Means of communication to be used

- 42.1 Subject to the articles, anything sent or supplied by or to the Association under the articles may be sent or supplied in any way in which the Companies Acts provides for documents or information which are authorized or required by any provision of that Act to be sent or supplied by or to the Association.
- 42.2 Subject to the articles, any notice or document to be sent or supplied to a director in connection with the taking of decisions by directors may also be sent or supplied by the means by which that director has asked to be sent or supplied with such notices or documents for the time being.
- 42.3 A director may agree with the Association that notices or documents sent to that director in a particular way are to be deemed to have been received within a specified time of being sent.

43. Company seals

- 43.1 Any common seal may only be used by the authority of the directors.
- 43.2 The directors may decide by what means and in what form any common seal is to be used.
- 43.3 Unless otherwise decided by the directors, if the Association has a common seal and it is affixed to a document, the document must also be signed by at least one authorized person in the presence of a witness who attests the signature.
- 43.4 For the purposes of this article, an authorised person is:
- (A) any director of the Association;
 - (B) the company secretary of the Association (if any); or
 - (C) any person authorised by the directors for the purpose of signing documents to which the common seal is applied.

44. No right to inspect accounts and other records

Except as provided by law or authorised by the directors or an ordinary resolution of the Association, no person is entitled to inspect any of the Association's accounting or other records or documents merely by virtue of being a Member.

45. **Interpretations**

45.1 Any questions pertaining to the construction, interpretation and/or meaning of these articles shall be directed to the Board in the first instance.

45.2 These articles shall take precedence over the Statutes to the extent of any inconsistency.