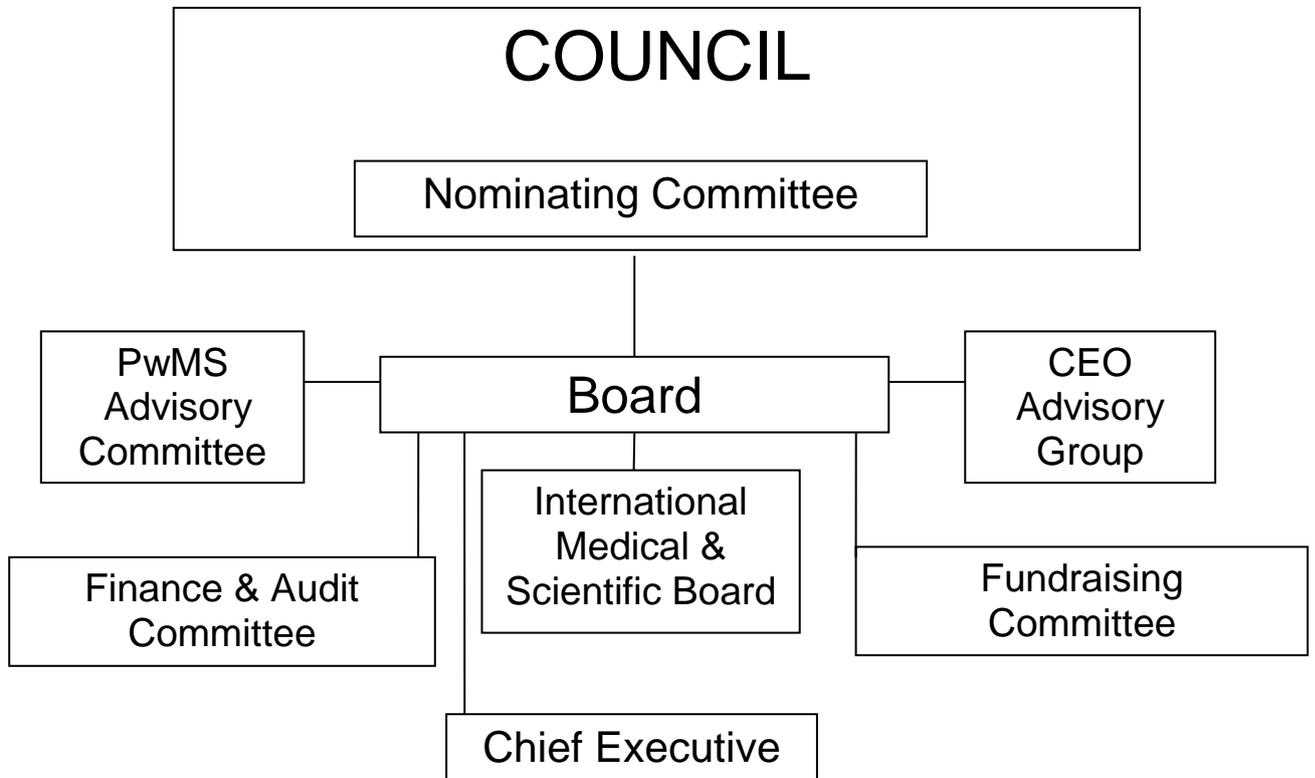


# GOVERNANCE COMPILATION

Updated 3 August 2016



## Table of Contents

Constitutional document .....	2
Officers .....	28
Role description: President & Chairman of the Board.....	29
Role of the Vice Chair .....	32
Role Description: Treasurer .....	33
Role Description: Secretary of the Board .....	35
Job Description: Chief Executive .....	36
Terms of Reference .....	38
Council .....	39
Nominating Committee .....	40
Board.....	40
People with MS Advisory Committee (PMSAC).....	46
CEO Advisory Group.....	48
International Medical & Scientific Board (IMSB).....	50
Du Pré Grants Work Group .....	53
Finance and Audit Committee.....	54
Vanneau Trust Sub-Committee.....	56
Fundraising Committee.....	57

Company No: 5088553

Constitutional document

Charity No: 110532

**THE COMPANIES ACT 2006**

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

---

**ARTICLES OF ASSOCIATION**

OF

**MULTIPLE SCLEROSIS INTERNATIONAL FEDERATION**

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Incorporated on 30 March 2004

Adopted by a Special Resolution on 3 November 2009

Amended on 12 November 2011

**THE COMPANIES ACT 2006**

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

---

**ARTICLES OF ASSOCIATION**

**OF**

**MULTIPLE SCLEROSIS INTERNATIONAL FEDERATION**

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1. In these Articles:-

- "the Act" means the Companies Act 2006 including any statutory modification or re-enactment thereof for the time being in force;
- "the Articles" means these Articles of Association of the Company;
- "Associate Non-Voting Members" means those organisations or groups admitted by the Board as members of the Company but not having the right to vote at general meetings;
- "biennial general meeting" means the biennial general meeting of the Company held every 2 years in accordance with Article 20;
- "the Board" means the board of directors of the Company;
- "the chairperson" means the President or such other person as may be appointed in accordance with Articles 26, 27 or 74 to be chairperson;
- "the Chief Executive Officer" means the most senior employee of the Company appointed as such by the Board;
- "clear days" in relation to the period of a notice means the period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect;
- "the Company" means the above-named company;

"the Company Secretary"	means the company secretary of the Company (if any) or any other person appointed to perform the duties of the company secretary of the Company;
"electronic communication"	has the same meaning as in the Electronic Communication Act 2000;
"executed"	includes any mode of execution;
"Full Voting Members"	means those organisations or groups admitted by the Board as members of the Company having the right to vote at general meetings;
"Material Benefit"	means a benefit which may not be financial but has a monetary value;
"Members"	means all the persons admitted to membership (of any class or category) of the Company whether entitled to vote at general meetings or not;
"month"	means a calendar month;
"Nominating Committee"	means the nominating committee as elected by the Company in general meeting;
"Office"	means the registered office of the Company;
"the President"	means the person appointed in accordance with Article 79 to be President;
"the seal"	means the common seal of the Company if it has one;
"the Secretary"	means the person (if any) appointed in accordance with Article 79 to be Secretary;
"these presents"	means the Articles and the regulations of the Company from time to time in force;
"the Treasurer"	means the person appointed in accordance with Article 79 to be Treasurer;
"Trustee"	means a member of the Board;
"the United Kingdom"	means Great Britain and Northern Ireland;
"Voting Delegate"	means a delegate appointed by a Full Voting Member in accordance with Article 42 to vote on behalf of such Full Voting Member at general meetings of the Company

words importing the singular number only shall include the plural number and vice versa; words importing the one gender shall include all genders; and words importing persons shall include corporations.

Subject to the preceding provisions of this Article and unless the context requires otherwise, words or expressions defined in the Act (but excluding any statutory modification thereof not in force on the date on which these Articles become binding on the Company) shall bear the same meaning in the Articles.

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

The headings in these Articles shall not be taken as part of them or in any manner affect the interpretation or construction of the same.

2. The Company's name is Multiple Sclerosis International Federation (and in this document it is called "the Company").
3. The Company's registered office is to be situated in England.
4. The objects for which the Company is established are to support and relieve persons affected by multiple sclerosis and allied conditions worldwide by: -
  - 1) Promoting, stimulating and encouraging scientific research worldwide for the public benefit by the dissemination of information and knowledge into the causes of and cure and treatment for multiple sclerosis and allied conditions with the aim of eliminating multiple sclerosis;
  - 2) Aiding, supporting and relieving persons who are affected by multiple sclerosis and allied conditions, to encourage them in every way possible to achieve their full potential as members of society by improving their quality of life;
  - 3) Providing information, advice and support to further the development and work and promote the efficiency and effectiveness of voluntary national multiple sclerosis organisations or the formation of such organisations;
  - 4) Educating the general public about multiple sclerosis by, amongst other things, collecting and disseminating scientific and educational information relating to multiple sclerosis;
  - 5) Such other charitable purposes as the Trustees shall in their absolute discretion from time to time decide.
5. In furtherance of the objects set out above but not otherwise the Company may exercise the following powers:-
  - (1) to make grants and loans to (whether out of income or capital and upon such terms and conditions (if any) as to interest, repayment, security or otherwise)

or to guarantee money or to use the assets of the Company as security for the performance of contracts entered into by, any person, charity, association, company, local authority, administrative or governmental agency or public body as may be thought fit for or towards charitable purposes in any way connected with or calculated to further the objects of the Company;

- (2) to award scholarships, exhibitions, bursaries or maintenance allowances tenable at any school, university or other educational establishment approved by the Trustees;
- (3) to organise or make grants towards the cost of others organising meetings, lectures, conferences, broadcasts or courses of instruction;
- (4) to promote the provision of medical aid, rehabilitation, advice, counseling and guidance;
- (5) to promote or carry out research;
- (6) to produce, publish and distribute (whether gratuitously or not) or to make grants towards the cost of others producing, publishing or distributing material in any form including books, pamphlets, reports, journals, films, tapes, video tapes, programmes or web-based material that may be deemed desirable for the promotion of the objects of the Company or for the purpose of informing contributors and others of the needs or progress of the Company;
- (7) to accept any gifts, endowments, legacies, bequests, devises, subscriptions, grants, loans or contributions of any other kind of money or property of any kind including contributions subject to special trusts or conditions; provided that in relation to any contributions subject to any special trusts or conditions the Company shall hold and apply the same in accordance with the trusts and conditions on which they were transferred and shall only deal with or invest the same in such manner allowed by law, having regard to such trusts;
- (8) to raise funds for the Company by personal or written appeals (whether periodical or occasional), public meetings, public fund-raising or otherwise as may from time to time be deemed expedient; provided that in raising funds the Company shall not undertake or carry out any trading activities unless authorised by these Articles or by law to do so;
- (9) to carry out any trade insofar as (a) the trade is exercised in the course of carrying out the primary objects of the Company or (b) the trade is temporary or ancillary to the carrying out of the objects of the Company or (c) the profits of such trade are not liable to tax;
- (10) to operate bank accounts in the name of the Company and to draw, make, accept, endorse, discount, execute and issue promissory notes, bills, cheques and other instruments;

- (11) to invest any moneys of the Company not immediately required for its purposes in or upon such investments, securities or property of any other kind and situated anywhere in the world whether involving liabilities or producing income or not as may be thought fit subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law;
- (12) to buy, take on lease or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges which the Company may think necessary for the promotion of its objects and to maintain, manage, construct and alter any buildings or erections and to equip and fit out any property and buildings for use;
- (13) to make planning applications, applications for consent under bye-laws or building regulations and other like applications;
- (14) subject to such consents as may be required by law to sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Company;
- (15) subject to such consents as may be required by law to borrow or raise money for the purposes of the Company on such terms and on such security (if any) as may be thought fit;
- (16) to employ, engage or retain the services of such persons as may be necessary or desirable for the attainment of the objects of the Company on such terms as may be thought fit and to make all reasonable provisions for the payment of pensions and superannuation to employees, their families and other dependents;
- (17) to delegate upon such terms and at such reasonable remuneration as the Company may think fit to professional investment managers ("the Managers") the exercise of all or any of its powers of investment provided always that:-
  - (a) the Managers shall be authorised to carry on investment business under the provisions of the Financial Services and Markets Act 2000;
  - (b) the delegated powers shall be exercisable only within clear policy guidelines drawn up in advance by the Company;
  - (c) the Managers shall be under a duty to report promptly to the Company any exercise of the delegated powers and in particular to report every transaction carried out by the Managers to the Company within 14 days and to report regularly on the performance of investments managed by them;
  - (d) the Company shall be entitled at any time to review, alter or terminate the delegation or the terms thereof;

- (e) the Company shall be bound to review the arrangements for delegation at intervals not (in the absence of special reasons) exceeding 12 months but so that any failure by the Company to undertake such reviews within the period of 12 months shall not invalidate the delegation;
  - (f) the Company shall be liable for any failure to take reasonable care in choosing the Managers; fixing or enforcing the terms upon which the Managers are employed; requiring the remedy of any breaches of those terms and otherwise supervising the Managers but otherwise shall not be liable for any acts and defaults of the Managers;
- (18) to permit any investments belonging to the Company to be held in the name of any bank or company as nominee for the Company and to pay any such nominee reasonable and proper remuneration for acting as such;
  - (19) to pay out of the funds of the Company the cost of any premium in respect of any insurance or indemnity to cover liability of the Board or any Trustee which by virtue of any rule of law would otherwise attach to them, in respect of any negligence, default, breach of duty or breach of trust of which they may be guilty in relation to the Company provided that any such insurance or indemnity shall not extend to any claim arising from criminal or willful or deliberate neglect or default on the part of the Board (or any Trustee) and provided also that any such insurance shall not extend to the costs of an unsuccessful defence to a criminal prosecution brought against the Trustees in their capacity as directors of the Company;
  - (20) to insure the property of the Company against any foreseeable risk and take out other insurance policies to protect the Company when required;
  - (21) to set aside funds for special purposes or as reserves against future expenditure;
  - (22) to establish and support or aid in the establishment and support of any charities, companies or associations in any way connected with the purposes of the Company or calculated to further its objects;
  - (23) to act as trustee of any special charitable trust whether established by the Company or otherwise and generally to undertake, act as trustee of and execute any charitable trust or institution which may lawfully be undertaken by the Company and may be conducive to its objects;
  - (24) to establish and control or jointly with others aid in the establishment and control of one or more companies to assist, or act as agents for, or trading subsidiaries of, the Company;
  - (25) to co-operate with other charities, voluntary bodies and statutory authorities operating in furtherance of the objects of the Company or similar charitable purposes and to exchange information and advice with them;

- (26) to amalgamate with any companies, institutions, societies, trusts or associations which are charitable at law and have objects altogether or mainly similar to those of the Company and prohibit the payment of any dividend or profit to, and the distribution of any of their assets amongst, their members at least to the same extent as such payments or distributions are prohibited in the case of Members of the Company by these Articles;
  - (27) to enter into contracts to provide services to or on behalf of other bodies;
  - (28) to pay out of the funds of the Company the costs, charges and expenses of and incidental to the formation and registration of the Company;
  - (29) to do all such other lawful things as shall further the attainment of the objects of the Company or any of them.
6. (1) The income and property of the Company shall be applied solely towards the promotion of the objects as set forth in these Articles 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 but:
- (a) Members who are not Trustees may be employed by or enter into contracts with the Company and receive reasonable payment for goods or services supplied;
  - (b) Members (including Trustees) may be paid interest at a reasonable rate on money lent to the Company;
  - (c) Members (including Trustees) may be paid a reasonable rent or hiring fee for property let or hired to the Company;
  - (d) Members who are not Trustees but who are beneficiaries may receive charitable benefits in that capacity.
- (2) A Trustee must not receive any payment of money or other Material Benefit (whether directly or indirectly) from the Company except:
- (a) as mentioned in Articles 5(19) regarding insurance premiums, 6(1)(b) regarding interest, 6(1)(c) regarding rent or 6(3) regarding goods or services;
  - (b) subject to the written authorisation of the Board, reimbursement of reasonable out-of-pocket expenses (including hotel and travel costs) actually incurred in running the Company including attendance at meetings of the Board (or its committees or sub-committees or general meetings);
  - (c) an indemnity in respect of any liabilities properly incurred in running the Company (including the costs of a successful defence to criminal proceedings);

- (d) payment to any company in which a Trustee has no more than a 1 per cent shareholding;
    - (e) in exceptional cases, other payments or benefits (but only with the written approval of the Charity Commission for England and Wales in advance).
  - (3) Any Trustee (or any firm or company of which a Trustee is a member or employee) may enter into a contract with the Company to supply goods or services in return for a payment or other material benefit but only if:
    - (a) the goods or services are actually required by the Company;
    - (b) the nature and level of the remuneration is no more than is reasonable in relation to the value of the goods or services and is set in accordance with the procedure in Article 6(4) below;
    - (c) no more than one half of the Trustees are subject to such a contract in any financial year.
  - (4) Whenever a Trustee has a personal interest in a matter to be discussed at a meeting of the Board or a committee that has been duly appointed by the Board, the Trustee concerned must:
    - (a) declare an interest at or before discussion begins on the matter;
    - (b) withdraw from the meeting for that item unless expressly invited to remain in order to provide information;
    - (c) not be counted in the quorum for that part of the meeting;
    - (d) withdraw during the vote and have no vote on the matter.
- 7. The liability of the Members is limited.
- 8. Every Full Voting Member undertakes to contribute such amount as may be required (not exceeding £10) to the Company's assets if it should be wound up while it is a Full Voting Member or within 1 year afterwards, for payment of the Company's debts and liabilities contracted before it ceases to be a Full Voting Member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves.
- 9. If the Company is wound up or dissolved and after all its debts and liabilities have been satisfied there remains any money or property it shall not be paid to or distributed among the Members of the Company, but shall be given or transferred to some other charity or charities having objects similar to or including the objects of the Company; and which prohibits the distribution of its or their income and property to an extent at least as great as is imposed on the Company by Article 6 above, chosen by the Full Voting Members at or before the time of dissolution and if that cannot be done then to some other charitable object.

## MEMBERSHIP OF THE COMPANY

10. The number of Members with which the Company proposes to be registered is unlimited.
11. The Full Voting Members shall be the subscribers to the Memorandum of Association and such other persons as the Board shall admit to membership as a Full Voting Member from time to time.
12. The Associate Non-Voting Members shall be admitted to membership by the Board.
13. The Company may from time to time resolve upon the creation of other classes of members of the Company (including honorary members) provided that the rights of such other classes of members do not extend to voting at general meetings. Such categories of membership may be under whatever title or nomenclature the resolution may specify and may bestow upon the persons concerned such rights, privileges, duties and obligations (except the right to vote at general meetings) as may be specified in the resolution.
14. Except in respect of the subscribers to the Memorandum of Association, every application for membership shall be in writing signed by or on behalf of the applicant in such form as the Board may from time to time determine.
15.
  - (1) The Board shall admit to membership organisations as it shall think fit and the Board may from time to time prescribe (and vary) criteria for membership. The Board shall not be obliged to give reasons for refusing to accept any organisation as a Member.
  - (2) In respect of Full Voting Members, the Board shall not accept as a Full Voting Member more than 1 organisation from each country.
  - (3) In respect of Associate Non-Voting Members, the Board shall only admit organisations from those countries that do not have a Full Voting Member and no more than 1 organisation from such countries shall be accepted as an Associate Non-Voting Member.
16. The Board may in its discretion levy subscriptions on all or any classes of Members at such rates as it shall determine and may levy subscriptions at different rates for different categories of Members including Members of the same class.
17. Membership shall not be transferable and a Member shall cease to be a Member:-
  - (1) in the case of an organisation, if it ceases to exist;
  - (2) by giving 6 months notice in writing to the Company Secretary of the Member's intention to resign. The Member is deemed to have resigned 6 months after the date the letter of resignation is received at the Office

providing after resignation the number of Full Voting Members is not less than 2;

- (3) by two-thirds vote of all the Full Voting Members at a general meeting of the Company for any reason which may seem proper to the Full Voting Members in their absolute discretion. The Member whose membership is being determined shall be given the opportunity to be heard and/or present that Member's case to the Company. If the Member is a Full Voting Member it shall not be entitled to vote;
- (4) unless otherwise agreed by the Board, if any subscription or other sum payable by the Member is not paid on the due date and remains unpaid 1 month after notice is served on the Member on behalf of the Board informing the Member that it will be removed from the membership if it is not paid. The Board may readmit to membership of the Company any person or organisation removed on this ground on the Member paying such part of the sum due as the Board may determine;
- (5) at the discretion of the Board if the Member shall not have attended any of the last three biennial general meetings of the Company either in person or in accordance with Article 38 (relating to telephone conferencing) or by proxy;
- (6) if the Member shall have moved from its last known address recorded in the register of Members of that class more than 3 months previously without giving a new address for correspondence.

#### **PATRONS**

18. The Board may in its discretion appoint any person to be a patron of the Company (and remove any patron) on such terms as they shall think fit.
19. A patron shall have the right to attend and speak (but not vote) at any general meeting of the Company and to be given notice of general meetings as if a Member and shall also have the right to receive accounts of the Company when available to Members.

#### **GENERAL MEETINGS**

20. The Company shall in alternate years hold a biennial general meeting in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it; and not more than 28 months shall elapse between the date of one biennial general meeting of the Company and that of the next. Biennial general meetings shall be held at such times and places as the Board shall determine.
21. All general meetings other than biennial general meetings shall be called general meetings. The Board may call general meetings and, on the requisition of Full Voting Members holding not less than one-tenth of the total voting rights of all Members, shall within 21 days from the date of the deposit of the requisition convene a general meeting for a date not later than 8 weeks after the deposit of the requisition.

## **NOTICE OF GENERAL MEETINGS**

22. A biennial general meeting or a general meeting, called for the passing of a special resolution appointing a person or persons as a Trustee or Trustees, shall be called by at least 40 clear days' notice. All other general meetings shall be called by at least 14 clear days' but not more than 60 days' notice but a general meeting may be called by shorter notice if it is so agreed;
  - (1) in the case of an biennial general meeting, by all the Full Voting Members entitled to attend and vote at such meeting; and
  - (2) in the case of any other meeting by a majority in number of Full Voting Members having a right to attend and vote at such a meeting, being a majority together holding not less than 95% of the total voting rights at that meeting of all the Full Voting Members.
23. The notice shall specify the time and place of the meeting and the general nature of the business to be transacted and, in the case of a biennial general meeting, shall specify the meeting as such. The notice shall also contain a statement setting out the right of Members to appoint a proxy under section 324 of the Act and these Articles. The notice shall be given to all Members, Trustees, patrons and the auditors.

## **PROCEEDINGS AT GENERAL MEETINGS**

24. No business shall be transacted at any general meeting unless a quorum is present. Two fifths (rounding fractions up) of the total number of Full Voting Members as represented by their Voting Delegates or proxies shall constitute a quorum.
25. If a quorum is not present within 1 hour from the time appointed for the meeting, or if during a meeting a quorum ceases to be present, the meeting shall stand adjourned to such date, time and place as the Board may determine.
26. The President or in his/her absence some other Trustee nominated by the Board shall preside as chairperson of the meeting, but if neither the President nor such Trustee (if any) be present within 15 minutes after the time appointed for holding the meeting and willing to act, the Trustees present shall elect one of their number to be chairperson and, if there is only 1 Trustee present and willing to act, he or she shall be chairperson.
27. If no Trustee is willing to act as chairperson, or if no Trustee is present within 15 minutes after the time appointed for holding the meeting, the Voting Delegates present shall choose one of their number to be chairperson.
28. At the start of all general meetings of the Company, the names of the delegates appointed by the Full Voting Members (including Voting Delegates) and Associate Non-Voting Members shall be submitted to the chairperson of the meeting as the first item of business after the meeting has convened.

29.
  - (1) A Trustee shall be entitled to attend and speak (but not vote unless a Full Voting Member) at any general meeting.
  - (2) Each Associate Non-Voting Member shall be entitled to appoint up to three delegates and up to three alternate delegates to represent it at general meetings. Any or all of the delegates appointed shall be entitled to attend general meetings and shall have the right to be heard at general meetings but not to vote. The names of such delegates shall be submitted to the Company Secretary in the form prescribed under Article 40 or as near to it as circumstances will admit, or in any other form which is usual or which the Board may approve.
30. The chairperson may, with the consent of a 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 business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for 14 days or more, at least 30 clear days' notice shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice.
31. A resolution put to the vote of a meeting shall be decided on a show of hands unless, before or on the declaration of the result of the show of hands, a poll is duly demanded. Subject to the provisions of the Act, a poll may be demanded:
  - (1) by the chairperson; or
  - (2) by at least 2 Full Voting Members as represented by their Voting Delegates or their proxies; or
  - (3) by a Full Voting Member (as represented by its Voting Delegate) or Full Voting Members (as represented by their Voting Delegates) or their proxies and representing not less than one-tenth of the total voting rights of all the Full Voting Members having the right to vote at the meeting.
32. Unless a poll is duly demanded a declaration by the chairperson that a resolution has been carried or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority, and an entry to that effect in the minutes of the meeting, shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.
33. The demand for a poll may be withdrawn, before the poll is taken, but only with the consent of the chairperson. The withdrawal of a demand for a poll shall not invalidate the result of a show of hands declared before the demand for the poll was made.
34. A poll shall be taken as the chairperson directs and he or she may appoint scrutineers (who need not be Members) and fix a time and place for declaring the results of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded.

35. A poll demanded on the election of a chairperson or on a question of adjournment shall be taken immediately. A poll demanded on any other question shall be taken either immediately or at such time and place as the chairperson directs not being more than 30 days after the poll is demanded. The demand for a poll shall not prevent continuance of a meeting for the transaction of any business other than the question on which the poll is demanded. If a poll is demanded before the declaration of the results of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made. No notice need be given of a poll not taken immediately if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In other cases at least 15 clear days notice shall be given specifying the time and place at which the poll is to be taken.
36. In the case of an equality of votes, whether on a show of hands or on a poll, the chairperson shall be entitled to a casting vote in addition to any other vote he or she may have.
37. Subject to the provisions of the Act a resolution in writing signed by the duly authorised representatives of the requisite majority of the Full Voting Members for the time being entitled to receive notice of and to attend and vote at any general meetings shall be as valid and effective as if the same had been passed at a meeting of the Company convened and held. For this purpose the written resolution may be set out in more than one document.
38. Members and members of any committee (including the Nominating Committee) may participate in or hold a meeting of the Company or any committee (as the case may be) by means of conference telephone or other suitable electronic means agreed by the Members (or members of any committee as the case may be) in which all participants may communicate with all the other participants. Participation by such means shall be deemed to constitute presence in person and business so transacted shall be effective for all purposes as that of a meeting of the Company or a committee (as the case may be) duly convened and held with such persons physically present.

#### **VOTES OF FULL VOTING MEMBERS**

39. Each Full Voting Member shall be entitled to 1 vote at a general meeting of the Company.
40. Full Voting Members shall be entitled to appoint up to three delegates and up to three alternate delegates to represent it at general meetings and the names of such delegates shall be submitted to the Company Secretary in the following form or as near to it as circumstances will admit, or in any other form which is usual or which the Board may approve:-

***Multiple Sclerosis International Federation***

*We [name of organisation] being a Full Voting Member of the above-named Company hereby appoint*

*[name/s and address/es of delegate/s],*

*to attend on our behalf at the [Biennial/Adjourned] General Meeting of the above-named Company to be held on the ..... day of ..... and any adjournment thereof.*

*Signed:*

*Date:*

41. Any or all of the delegates appointed shall be entitled to attend general meetings and shall have the right to be heard at general meetings.
42. Only 1 delegate as appointed by a Full Voting Member shall be entitled to vote on behalf of a Full Voting Member at general meetings and the name of such Voting Delegate shall be submitted to the Company Secretary in the following form or as near to it as circumstances will admit, or in any other form which is usual or which the Board may approve:

***Multiple Sclerosis International Federation***

*We [name of organisation] being a Full Voting Member of the above-named Company hereby appoint as our Voting Delegate*

*[name and address of delegate], or failing him/her,*

*[name and address of first substitute], or failing him/her,*

*[name and address of second substitute],*

*to vote on our behalf at the [Biennial/Adjourned] General Meeting of the above-named Company to be held on the ..... day of ..... and any adjournment thereof.*

*Signed:*

*Date:*

43. In the event of the resignation, incapacity or death of a delegate who shall be the sole representative of a Full Voting Member and therefore its Voting Delegate, a successor shall be appointed by such Full Voting Member and the name of such successor shall be submitted to the Company Secretary in the form prescribed in Article 42 above.
44. No Full Voting Member shall be entitled to vote at any general meeting unless it has paid the prior year's membership dues in full.

45. No Full Voting Member shall debate or vote on any matter in which it is personally interested without the permission of the majority of the Full Voting Members present and voting.
46. Any Full Voting Member entitled to attend and vote at any meeting of the Company shall be entitled to appoint another organisation (in which case a duly authorised representative of the organisation shall be appointed as proxy and named in the prescribed form under Article 47) or person or persons (whether a Member or not) as its proxy or proxies to attend, speak and vote (by show of hands or poll) instead of it.
47. The appointment of a proxy shall be signed for and on behalf of the Full Voting Member by a duly authorised officer of the Full Voting Member and shall be in the following form or as near to it as circumstances admit, or in any other form which is usual or which the Board may approve:-

***Multiple Sclerosis International Federation***

*We [Full Voting Member's name and address] being a Full Voting Member of the above-named Company hereby appoint*

*[name and address of proxy holder] or failing him/her,*

*[name and address of substitute],*

*as our proxy to vote on our behalf at the [Biennial/Adjourned] General Meeting of the Company to be held on the ..... day of ..... and any adjournment thereof.*

*Signed:*

*Date:*

48. (1) The appointment of a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall
  - (a) in the case of an instrument in writing be deposited at the Office or at such other place within the United Kingdom as is specified for that purpose in the notice convening the meeting or in any instrument of proxy sent out by the Company in relation to the meeting not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or
  - (b) in the case of an appointment contained in an electronic communication be received at such an address which has been specified for the purpose of receiving electronic communications
    - (i) in the notice concerning the meeting, or

- (ii) in any instrument by proxy sent out by the Company in relation to the meeting, or
- (iii) in any invitation contained in an electronic communication to appoint a proxy issued by the Company in relation to the meeting,

not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the appointment proposes to vote;

- (c) in the case of a poll, taken more than 48 hours after it is demanded, be deposited or received as aforesaid after the poll has been demanded and not less than 24 hours before the time appointed for the taking of the poll; or
- (d) where the poll is not taken forthwith but is taken not more than 48 hours after it was demanded, be delivered at the meeting at which the poll was demanded;

and in default the appointment of proxy shall not be treated as valid.

- (2) No appointment of a proxy shall be valid after the expiration of 3 months from the date of its execution.
  - (3) In calculating the periods mentioned in Article 48(1) no account shall be taken of any part of a day that is not a working day.
49. In Article 48 "address" in relation to electronic communications, includes any number or address used for the purposes of such communications.
50. An appointment of a proxy shall be deemed to confer authority to vote on a show of hands, to demand or join in demanding a poll.
51. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the chairperson whose decision shall be final and conclusive.
52. A vote given or poll demanded by a Voting Delegate shall be valid notwithstanding the previous determination of the authority of the person voting or demanding a poll unless notice of the determination was received by the Company at the Office before the commencement of the meeting or adjourned meeting at which the vote is given or the poll demanded or (in the case of a poll taken otherwise than on the same day as the meeting or adjourned meeting) the time appointed for taking the poll.
53. A vote given or poll demanded in accordance with the terms of an appointment of proxy shall be valid notwithstanding the previous cessation of existence of the principal or revocation of the proxy or of the authority under which the proxy was executed, provided that no intimation in writing of the cessation of existence or revocation of the Full Voting Member shall have been received at the Office before

the commencement of the meeting or adjourned meeting at which the proxy is used or the poll demanded or (in the case of a poll taken otherwise and on the same day as the meeting or adjourned meeting) the time appointed for taking the poll.

### **THE BOARD**

54. The number of Trustees shall be not less than three but (unless otherwise determined by ordinary resolution) shall not be subject to any maximum.
55. The first Trustees shall be: George Loudon, Sarah Phillips and Robert Inchyra, who shall be deemed to have been appointed under the Articles. Future members of the Board shall be appointed as provided subsequently in the Articles.
56. Except to the extent permitted by Article 6, no Trustee shall take or hold any interest in property belonging to the Company or receive remuneration or be interested otherwise than as a Trustee in any other contract to which the Company is a party.

### **POWERS OF THE BOARD**

57. Subject to the provisions of the Act and the Articles and to any directions given by special resolution, the business of the Company shall be managed by the Board who may exercise all the powers of the Company and do on behalf of the Company all such acts as may be exercised and done by the Company and are not by statute or by these presents required to be exercised by the Company in general meeting. No alteration to the Articles and no such direction shall invalidate any prior act of the Board 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 Board by the Articles and a meeting of the Board at which a quorum is present may exercise all the powers exercisable by the Board.
58. The Board may, by power of attorney or otherwise, appoint any person to be the agent of the Company for such purposes and on such conditions as they determine.
59. The Board shall have power from time to time to make such regulations as it may deem necessary or expedient or convenient for the proper conduct and management of the Company and the affairs thereof; as to prescribing classes of and conditions of membership and the rights and privileges of Members; as to the duties of any officers or servants of the Company; as to the conduct of the business of the Company by the Board or any committee or sub-committee and as to any of the matters or things within the power or under the control of the Board provided that the same shall not be inconsistent with the Articles.
60. The Board and the Company in general meeting shall have power to repeal or alter or add to any regulations and the Board shall adopt such means as they think sufficient to bring to the notice of Members all such regulations which shall be binding on Members.

### **APPOINTMENT AND RETIREMENT OF TRUSTEES**

61. Subject to Articles 55 and 66, Trustees shall only be appointed at a general meeting

of the Company on the recommendation of the Nominating Committee.

62. Those Trustees appointed at a biennial general meeting or at a general meeting shall retire at the next biennial general meeting or general meeting being not less than 18 months after their appointment.
63. No person shall be appointed or re-appointed a Trustee at any general meeting:
  - (1) unless he or she has attained the age of 18 years;
  - (2) in circumstances such that, had he or she already been a Trustee, he or she would have been disqualified from acting under the provisions of Article 69 (disqualification and removal of Trustees);
  - (3) unless he or she is recommended by the Nominating Committee.
64. Not less than 40 clear days before the date appointed for holding a general meeting notice shall be given to all persons who are entitled to receive notice of the meeting of any person who is recommended by the Nominating Committee for appointment or re-appointment as a Trustee at the meeting. The notice shall give the particulars of that person which would, if he or she were so appointed or re-appointed, be required to be included in the Company's register of the members of Board.
65. Subject as aforesaid, the Company may from time to time in general meeting increase or reduce the number of Trustees and determine in what rotation such increased or reduced number shall go out of office and may on the recommendation of the Nominating Committee make the appointments necessary for effecting any such increase.
66.
  - (1) In the period between two biennial general meetings, the Board shall have the \_\_\_\_\_ power, \_\_\_\_\_ on \_\_\_\_\_ the recommendation of the Nominating Committee, to appoint a maximum of three Trustees.
  - (2) In the event of the removal or disqualification of a Trustee in accordance with Articles 69 and 70 or the resignation, incapacity or death of a Trustee, a successor to serve the remainder of his or her term may be proposed by the Nominating Committee and appointed by the Board.
  - (3) A Trustee so appointed in accordance with Article 66.1 and 66.2 shall serve until the next biennial general meeting of the Company at which the appointment of Trustees is to be considered. A Trustee appointed in accordance with this Article may be re-elected or re-appointed for additional full terms in addition to this interim appointment but if he or she is not re-appointed at such biennial general meeting he or she shall vacate office at the conclusion of that meeting.
67. Subject as aforesaid, a Trustee who retires at a general meeting may, if willing to act, be re-appointed.

## **NOMINATING COMMITTEE**

68. (1) The Nominating Committee shall comprise such persons, subject to the following, as the Company in general meeting shall decide by a two-thirds (to the nearest whole number rounding up) majority.
- (a) The Nominating Committee shall comprise no fewer than 7 persons and no more than 11 persons.
  - (b) The President and Chief Executive Officer shall be entitled to attend and speak (but not to vote unless also a member of the Nominating Committee) at all meetings of the Nominating Committee.
  - (c) The chair and other officers (if any) of the Nominating Committee shall be elected by the members of the Nominating Committee.
  - (d) The Company in general meeting may make such regulations and impose such terms and conditions as it may from time to time think fit.
- (2) The Nominating Committee shall invite nominations, and make recommendations to the Company in general meeting, for candidates to serve as officers (including the President, Treasurer and Secretary (if any)), Trustees and members of the Nominating Committee.

## **SUSPENSION OF TRUSTEES**

69. A Trustee may be suspended from office for a maximum of sixty days pending an investigation of an alleged breach of the Company's rules and regulations. The decision must be taken by a committee of the Board made up of the President, the Secretary and, if such an officer is appointed, the Deputy chairperson of the Board which unanimously considers it is in the interests of the Company to do so. If there is an alleged breach of the Company's rules and regulations by a Trustee who is one of the abovementioned officers, the Treasurer will be added to the committee which decides on the suspension. The Trustee, in person or through a representative, is entitled to hear the grounds on which the suspension is contemplated and to make representations to the committee before the decision is taken. During any period of suspension the Trustee shall not exercise any of the powers of a Trustee and the committee may require the Trustee not to contact or deal with any officers, employees, advisers or other contacts of the Company and may exclude the Trustee from the premises of the Company.

## **DISQUALIFICATION AND REMOVAL OF TRUSTEES**

70. A Trustee shall cease to hold office if he or she:-

- (1) ceases to be a Trustee by virtue of any provision in the Act or is disqualified from acting as a Trustee by virtue of section 72 of the Charities Act 1993 or is otherwise prohibited by law from being a Trustee;
  - (2) becomes incapable by reason of mental disorder, illness or injury of managing and administering his own affairs;
  - (3) resigns his office by notice in writing to the Company (but only if at least 2 Trustees will remain in office when the notice of resignation is to take effect);
  - (4) is absent without the approval of the Board from all their meetings held within a period of 12 months and the Board resolve that his/her office be vacated.
71. In addition and without prejudice to the provisions of sections 168 and 169 of the Act, the Company may by ordinary resolution remove any Trustee before the expiration of his or her period of office.

### **PROCEEDINGS OF THE BOARD**

72. Subject to the provisions of the Articles, the Board may meet together for the despatch of business, adjourn and otherwise regulate their proceedings as they think fit but in any event shall meet at least once a year. The Board shall meet within 30 days of receipt by the Company Secretary of a written request for such a meeting, signed by not less than one-half of the Board. Questions arising at a meeting shall be decided by a majority of votes. In the case of an equality of votes, the chairperson shall have a second or casting vote.
73. A simple majority of the Board shall constitute a quorum for the transaction of business of the Board.
74. The Board may act notwithstanding any vacancies but, if the number of Trustees is less than 3, the continuing Trustees may act only for the purpose of filling vacancies in accordance with Article 66 or of calling a general meeting.
75. The President shall preside at every meeting of the Board at which he or she is present. But if there is no Trustee holding that office, or if the President is unwilling or unable to preside or is not present within 15 minutes after the time appointed for the meeting, the Trustees present may appoint one of their number to be chairperson of the meeting.
76. The Board may delegate any of its powers or the implementation of any of its resolutions to any committee provided that:-
- (1) the resolution making that delegation shall specify those who shall serve or be asked to serve on such committee (although the resolution may allow the committee to make co-options up to a specified number);

- (2) the composition of any such committee shall be entirely in the discretion of the Board and may comprise such of their number (if any) as the resolution may specify;
  - (3) the deliberations of any such committee shall be reported regularly to the Board and any resolution passed or decision taken by any such committee shall be reported forthwith to the Board and for that purpose every committee shall appoint a secretary;
  - (4) all delegations under this Article shall be recoverable at any time;
  - (5) the Board may make such regulations and impose such terms of conditions and give such mandates to any such committee as it may from time to time think fit;
  - (6) for the avoidance of doubt, the Board may delegate all financial matters to any committee.
77. All acts done by a meeting of the Board, or a committee shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment of any Trustee or member of the committee or that 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 or a member of the committee (as the case may be) and had been entitled to vote.
78. A resolution in writing, signed by all the Trustees for the time being or all the members of any committee shall be as valid and effective as if it had been passed at a meeting of the Board or (as the case may be) such committee duly convened and held (and for this purpose the resolution may be contained in more than one document in the same form and each signed by 1 or more of the Trustees and will be treated as passed on the date of the last signature).
79. Trustees and members of any committee may participate in or hold a meeting of the Board or any committee (as the case may be) by means of conference telephone or other suitable electronic means agreed by the Trustees in which all participants may communicate with all the other participants. Participation by such means shall be deemed to constitute presence in person and business so transacted shall be effective for all purposes as that of a meeting of the Board or a committee (as the case may be) duly convened and held with such persons physically present.

#### **OFFICERS**

80. (1) Save as otherwise appointed by the Company at general meeting in accordance with Article 79(2) and subject to the provisions of the Act and to Article 6, the Board:-
- (a) may appoint or engage the Company Secretary and may appoint an assistant or deputy Company Secretary;

- (b) may appoint or engage such other officers or servants as they shall see fit;
- (c) may appoint 1 or more of their number to the unremunerated office of managing trustee or to any other unremunerated executive office under the Company;

and any such appointment or engagement may be made for the purpose of discharging such duties and upon such terms as the Board determines and the Board may dismiss any officer or servant so appointed or engaged.

- (2) Subject to the recommendation by the Nominating Committee in accordance with Article 68(2), the Company at general meeting:-
  - (a) shall appoint the President, Treasurer and Secretary (if any);
  - (b) may appoint such other officers as it shall see fit;

and any such appointment may be made for the purpose of discharging such duties and upon such terms as the Company at general meeting determines and the Company at general meeting may dismiss any officer so appointed.

- 81. Any appointment of a Trustee to an executive office shall terminate if he or she ceases to be a Trustee.

#### **MINUTES**

- 82. The Board shall keep minutes:
  - (1) of all appointments of officers made by the Board; and
  - (2) of all proceedings at meetings of the Company and of the Board and of committees and sub-committees of the Board including the names of those present at each such meeting;

and all minutes of meetings of the Company shall be certified by the President and the Secretary (if any) and circulated to the Full Voting Members and to such other Members as the Board may direct.

#### **THE SEAL**

- 83. The seal (if any) shall only be used by the authority of the Board or of a committee of the Board authorised by the Board. The Trustees may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a Trustee and by the Secretary (if any) or by a second Trustee.

## **BANK ACCOUNTS**

84. Any bank account in which any part of the assets of the Company is deposited shall indicate the name of the Company. The Board shall be empowered to resolve upon the operation of any such bank account according to such mandate as it shall think prudent and fit from time to time.

## **ACCOUNTS AND RETURNS**

85. Accounting records sufficient to show and explain the transactions and assets and liabilities of the Company and otherwise complying with the Act shall be kept at the Office or such other place within the United Kingdom as the Board think fit.
86. Subject to the requirements of the Act, the Company may at a general meeting impose reasonable restrictions as to the time and manner at and in which the books and accounts of the Company may be inspected by Members and subject to those restrictions the books and accounts shall be opened to inspection by Members at all reasonable times during usual business hours.
87. The Trustees must comply with the requirements of the Act and of the Charities Act 1993 as to keeping financial records, the audit of accounts and the preparation and transmission to the Registrar of Companies and the Charity Commissioners of England and Wales of:-
- (1) annual reports;
  - (2) annual returns;
  - (3) annual statements of account.

## **NOTICES**

88. Notices under these Articles may be sent by hand, or by post or by electronic communication except that a notice calling a meeting of the Board need not be in writing.
89. The only address at which a Member is entitled to receive notices is the address shown in the register of members and "address" in relation to electronic communications includes any number or address used for the purposes of such communications.
90. Any notice given in accordance with these Articles is to be treated for all purposes as having been received
- (1) 48 hours after being sent by electronic communication or delivered by hand to the relevant address;
  - (2) 2 clear days after being sent by first class post to that address;
  - (3) 5 clear days after being sent by second class or overseas post to that address;

- (4) on being handed to the Member (or, in the case of an organisation, its authorised representative) personally; or, if earlier,
  - (5) as soon as the Member acknowledges actual receipt.
91. A Member present in person at any meeting of the Company shall be deemed to have received notice of the meeting and, where necessary, of the purposes for which it was called.
92. The accidental omission to give notice of a meeting to or the non-receipt of a notice of a meeting by a person entitled to receive a notice shall not invalidate the proceedings of that meeting.

### **INDEMNITY**

93. Subject to the provisions of the Act but without prejudice to any indemnity to which a Trustee may otherwise be entitled every Trustee or other officer or auditor of the Company shall be indemnified out of the assets of the Company against any liability incurred by him or her in defending any proceedings, whether civil or criminal, in which judgment is given in his or her favour or in which he or she is acquitted or in connection with any application in which relief is granted to him or her by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Company, and against all costs, charges, losses, expenses or liabilities incurred by him or her in the execution and discharge of his or her duties or in relation thereto.
94. The Board shall have power to resolve pursuant to Article 5(19) to effect indemnity insurance notwithstanding their interest in such policy.

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Signature, Name and Address of Subscriber

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The Multiple Sclerosis Society of Great Britain and Northern Ireland  
MS National Centre  
372 Edgware Road  
London  
NW2 6ND

*Signature of Sarah Phillips*

Dated: 10 March 2004

Signature of Witness:

*Signature of WNO Hunter*

Full Name of Witness (BLOCK CAPITALS):

WILLIAM NICHOLAS QUIMSEY HUNTER

Address:

19 Stanbridge Road

London

SE15 1DX

Occupation:

Company Secretary

## Officers

<b>Officer</b>	<b>Current holder</b>	<b>In this office since: -</b>
President	Weyman T Johnson	2011
Vice-Chair	Marie Vaillant	2015
Treasurer	Guillaume Courault	2013
Secretary	Mai Sharawy	2013

## Role description: President and Chairman of the Board

### Key Responsibilities

- 1 To work in partnership with the Chief Executive to ensure that MSIF has a clear vision, mission and strategic direction and that MSIF, the Board and the Chief Executive are focused on achieving these.
- 2 To ensure that the Board fulfils its duties and responsibilities for the proper governance of MSIF.
- 3 To help the Chief Executive to achieve MSIF's mission and, in partnership with the Chief Executive, to ensure that there is an effective working relationship between the Board members, staff and volunteers.

The duties and tasks required to fulfil the key responsibilities are listed in Annex 1.

### Preferred characteristics

- 1 He or she should have an understanding of multiple sclerosis and preferably be a person affected by MS (i.e. a person with MS or a close relative of one).
- 2 He or she should have a profound and demonstrated commitment to improving the lives of people with MS all around the world.
- 3 He or she should have served at a senior level within the charitable MS community (i.e. On the National Board of member country MS Society and/or on the Board of the MSIF).
- 4 He or she should be prepared to actively lead the Board by example and to unite the members in their common goals.
- 5 He or she should encourage and support all Board members from different countries and cultures.
- 6 He or she should be an internationalist and able to merge the interests of the diverse elements of the MS community in the pursuit of the MSIF's goals.
- 7 Experience as a Chairman in the voluntary health sector would be an advantage.
8. He or she should have an understanding of, and preferably some skill and experience in, the workings, managing and governance of a federation.

The Chairman should have the time, the finances and the commitment for the role. He or she would be expected to play an active role in supporting the Secretariat and should be prepared to travel at least twice a year to MSIF meetings.

### Duties and tasks to fulfil the key responsibilities

1. **To work in partnership with the Chief Executive to ensure that MSIF has a clear vision, mission and strategic direction and that MSIF, the Board and the Chief Executive are focused on achieving these.**
  - 1.1 To ensure that the Board members govern MSIF in the long-term interests of current and future beneficiaries.
  - 1.2 To ensure that MSIF has a clear vision, mission and strategic plan, and that there is a common understanding of these by the Chief Executive and the Board members.
  - 1.3 To ensure that policies set by the Board support the vision, mission and strategic priorities and objectives.

- 1.4 To ensure that the Board considers and approves the methods for measuring objectively MSIF's progress in relation to its vision, mission, strategic objectives/priorities, business plans and annual targets.
  - 1.5 To ensure that the Chief Executive reports regularly to the Board on progress towards the strategic objectives, business plans and annual targets.
  - 1.6 To ensure that the Chief Executive's annual objectives and targets support the achievement of the strategic objectives/priorities.
  - 1.7 To ensure that the Chief Executive receives regular, constructive feedback on his/her performance in managing MSIF and in meeting his/her annual and longer term targets and objectives.
- 2. To ensure that the Board fulfils its duties and responsibilities for the proper governance of MSIF.**
- 2.1 To ensure that MSIF has a governance structure that is appropriate to an organisation of its size/complexity, stage of development, and its charitable objects.
  - 2.2 To ensure that the Board sets the overall strategy and policies for MSIF.
  - 2.3 To ensure that the Board's delegated authority is recorded in writing by means of terms of reference for Board Committees and sub-Committees, job descriptions for officers and key staff, reporting procedures etc.
  - 2.4 To ensure that MSIF's financial dealings are systematically accounted for, audited and publicly available.
  - 2.5 To ensure that the major risks to which MSIF is exposed have been reviewed and systems have been established to mitigate these risks without MSIF becoming totally risk averse. Areas of risk should include:
    - accomplishment of MSIF's aims and objectives;
    - safeguarding MSIF's assets (including its reputation/brand);
    - reliability and integrity of all records and information;
    - promotion of operational efficiency and effectiveness;
    - adherence to management & governance policies and procedures;
    - compliance with any governing laws or regulations.
  - 2.6 To ensure that MSIF has a satisfactory system for holding in trust for the beneficiaries moneys, properties and other assets and ensure that moneys are invested to the maximum benefit of MSIF, within the constraints of the law and ethical and other policies laid down by the Board.
  - 2.7 To chair meetings of the Board.
  - 2.8 To ensure that Board decisions are made in the best, long-term interests of MSIF and that the Board takes collective ownership of these decisions.
  - 2.9 To monitor that decisions taken at meetings of the Board are implemented.
  - 2.10 In partnership with the Chief Executive to develop an annual programme of Board meetings and ensure that relevant agendas and papers are prepared in good time for Board meetings.
  - 2.11 To ensure the Board annually reviews MSIF's governance structure and the Board's performance.
  - 2.12 To work closely with the Board and the Chief Executive to ensure that the Board has on it the skills it requires to govern MSIF well, and that the Board has access to relevant external professional advice and expertise.

- 2.13 To ensure that there is a systematic, open and fair procedure for the recruitment or co-option of Board members, future Chairs of the Board and future Chief Executives (with a view to succession).
  - 2.14 To ensure that all members of the Board receive appropriate induction, advice, information and training (both individual and collective).
  - 2.15 In close consultation and in partnership with the Chief Executive to agree respective roles in representing MSIF and acting as spokesperson at public functions, public meetings and to the press/media.
- 3. To help the Chief Executive to achieve MSIF's mission and, in partnership with the Chief Executive, to ensure that there is an effective working relationship between the Board members, staff and volunteers.**
- 3.1 To be the primary focal point for communication between the Board and the Chief Executive, ensuring that appropriate reporting lines are maintained. It should be noted that the Chief Executive is responsible to the Board as a whole and not to any one individual Board member or sub-group of Board members.
  - 3.2 To be responsible for ensuring that the Board focuses on its governance role and that individual Board members interact with staff on individual projects as delegated by the Board.
  - 3.3 In partnership with the Chief Executive to check that the right items reach Board meeting agendas by asking whether the item is a fundamental issue for MSIF; whether it has policy implications and whether it is a priority for Board time.
  - 3.4 In partnership with the Chief Executive to ensure that the Board receives sufficient (neither excessive quantities nor too little) information to make informed decisions and that any relatively long paper is accompanied by a summary analysing the key issues and policy implications.
  - 3.5 To hold the Chief Executive responsible for the quality of the Board papers and for ensuring that each paper clearly identifies its purpose, for example "for decision", "for information".
  - 3.6 To ensure that that there are regular one to one meetings with the Chief Executive when the Chair and Chief Executive can talk openly, discuss progress and problems, agree expectations of each other, plan the Board's annual programme together and prepare for meetings together. There should be no "surprises" between Chair and Chief Executive at Board meetings.
  - 3.7 To ensure that the Chief Executive's performance is reviewed annually and that there is a two-way discussions which includes the effect of the Chair's and Board's performance on the Chief Executive's and MSIF's performance.

May 2004

## **Role of the Vice Chair**

Extract from the minutes of the Board meeting on 9 October 2007.

“Sarah Phillips confirmed that the members of the Board would be contacted .... to coordinate the process to nominate and elect a Vice Chairman to support her and stand in for her in her absence.”

## **Role Description: Treasurer**

### **Key Responsibilities:**

1. On behalf of the Board to oversee all financial aspects of MSIF so as to ensure its short and long term viability.
2. To assist the Chair, other officers and the Chief Executive in ensuring that the board fulfils its duties and responsibilities for the proper financial governance of MSIF.

### **Duties and tasks to fulfil the key responsibilities:**

- 1: On behalf of the Board to oversee all financial aspects of MSIF so as to ensure its short and long term viability. In partnership with the Chief Executive, the Accountant and members of the Finance Committee
  - 1.1 To ensure that MSIF operates within the financial guidelines set out in current legislation, MSIF's constitution (By Laws) and by the Board.
  - 1.2 To ensure that MSIF has adequate financial and internal audit controls, to monitor and review these and to advise the Board accordingly.
  - 1.3 To identify and bring to the attention of the Board, any financial risks facing MSIF that the Chief Executive or Accountant have not already reported to the Board.
  - 1.4 To ensure that MSIF's financial resources are sufficient to meet its current and future needs, and to advise the Board on the Board's reserves policy, and to ensure that this policy is reviewed and monitored regularly.
  - 1.5 To scrutinise the proposed annual budget, and advise and guide the Board accordingly.
  - 1.6 To scrutinise management accounts, performance against budget, trading performance etc., and to advise the Board accordingly.
  - 1.7 To scrutinise and evaluate regularly MSIF's cash flow position, and to inform the Board of any concerns.
  - 1.8 To ensure that funding received for specific purposes is separately accounted for and spent for the purposes for which it was given.
  - 1.9 To ensure that all income due to MSIF is received and that all tax benefits are obtained and all rating relief due is claimed.
  - 1.10 To review longer term forecasts of capital resources and of income and expenditure, and to review and monitor financial trends within MSIF and the sector within which MSIF operates.
  - 1.11 To meet the external auditors annually, independently from the Accountant and other senior staff.
  - 1.12 To formally present the accounts to the Board Meeting drawing to members' attention all relevant matters, and to respond to questions from the floor.
  - 1.13 To chair or be a member of appropriate Board Committees and sub Committees such as the Finance Committee.
  - 1.14 To formulate for Board approval and regularly to review an appropriate investment policy; to ensure that it is adhered to; to monitor investment performance against policy and report back to the Board accordingly.
  - 1.15 To establish and regularly review MSIF's remuneration policy and, as part of the budgeting process, advise the Board on remuneration.
  - 1.16 To determine the frequency of tendering for external auditing services.

- 1.17 To consider tenders for the external auditing services and recommend to the Board which firm should carry out the annual external audit of MSIF's statutory accounts.
- 1.18 To scrutinise and advise the Board on the contents of the draft audit report and of any management letter that the auditors may wish to present to the Board, and to formulate for Board use any written representations that may be needed by the auditors in connection with MSIF's statutory accounts or any other financial statements.
- 1.19 To discuss with the external auditors any problems or reservations arising from the draft external audit report and draft management letter, reporting relevant issues back to the Board, and advising the Board accordingly.
- 1.20 To review the performance of MSIF's auditors and advise the Board on any changes that ought to be made to their terms of engagement.
- 1.21 To ensure that appropriate internal auditing arrangements are effective and monitor internal auditing arrangements and review them regularly.
- 1.22 To investigate on behalf of the Board any financial or administrative matter which may put the financial position of MSIF at risk.
- 1.23 To ensure that the major risks to which MSIF is exposed are reviewed annually and systems have been established to mitigate or minimise these risks.

**2. To assist the Chair, other officers and the Chief Executive in ensuring that the Board fulfils its duties and responsibilities for the proper financial governance of MSIF.**

- 2.1 To ensure that MSIF has satisfactory control systems and procedures for holding in trust for the beneficiaries all monies, properties and other assets and ensure that monies are invested to the maximum benefit of MSIF, within the constraints of the law and ethical and other policies laid down by the Board.
- 2.2 To ensure that the income and property of MSIF is applied for the purposes set out in the governing document and for no other purpose, and with complete fairness between persons who are properly qualified to benefit.
- 2.3 To keep the Board informed of its financial duties and responsibilities.
- 2.4 To advise the Board on the financial implications and operational risks arising from Board decisions - especially the Board's strategic and policy decisions.
- 2.5 To advise the Board on the financial strategy proposed by the senior management team and to review and monitor the strategy on behalf of the Board.
- 2.6 In consultation with the Chair to advise the Chief Executive and the Accountant on the level, quantity and frequency of financial information and reporting required by the Board to allow the Board to fulfil its legal and statutory responsibilities.
- 2.7 To work with the Chief Executive and Accountant to ensure that financial information is both accurate and presented in such a way that facilitates good governance and management.
- 2.8 To ensure that intangible assets such as organisational knowledge and expertise, intellectual property, MSIF's good name and reputation etc. are properly valued, utilised and safeguarded.

The Treasurer should have the time, the finances and the commitment for the role. He or she would be expected to play an active role in supporting the Secretariat and should be prepared to travel at least twice a year to MSIF meetings.

January 2003

## **Role Description: Secretary of the Board**

### **Key Responsibilities:**

1. To act as Secretary and ensure that company law, charity law, and regulatory requirements are complied with.
2. To ensure that all meetings comply with the requirements of the governing document.
3. To act as the custodian of the governing document, reviewing its appropriateness and ensuring that MSIF's activities reflect the objectives set out in the governing document.
4. To liaise with the Chair and Chief Executive to plan, arrange and produce agendas for board meetings and subsequent minutes.

### **Duties and tasks to fulfil key responsibilities:**

1. Arranging and administrating board meetings and any sub-committees in line with legal, regulatory requirements and in accordance with MSIF's governing document (By Laws). This may be in partnership with a paid member of staff.
2. Advise and guide the board of any legal and regulatory implications of MSIF's strategic plan.
3. Supporting the board in fulfilling their duties and responsibilities, organising board induction and ongoing training.
4. Ensuring MSIF's stationery, orders, invoices, cheques and other documents include all details required under company law and, if applicable, charity law and/or VAT law.

The Secretary should have the time, the finances and the commitment for the role. He or she would be expected to play an active role in supporting the Secretariat and should be prepared to travel at least twice a year to MSIF meetings.

January 2003

## **Job Description: Chief Executive**

### **Job Purpose:**

With the Board of MSIF and its Chair, ensuring unity of purpose for MSIF and providing leadership in the achievement of its vision, mission and objectives.

### **Working Relationships:**

Responsible to the Board of Trustees as a whole, but line managed by the Chair

### **Principal tasks and responsibilities:**

1. Together with the Chair, Officers, Board and associated scientific community to ensure MSIF leads the global MS movement on behalf of all affected by MS.
2. To enable the Board of Trustees to fulfil its duties and responsibilities for the proper governance of the Federation in its service to the MS movement worldwide.
3. To be responsible for the management and administration of the MSIF Secretariat within the strategic and accountability frameworks laid down by the Council and Board of Trustees.

### **Duties and tasks to fulfil the key responsibilities:**

- 1. Together with the Chair, Officers, Board and associated scientific community to ensure MSIF leads the global MS movement on behalf of all affected by MS.**
  - 1.1. In partnership with the Chair, to ensure that the Council and Board set the vision, mission, strategic objectives and priorities for MSIF, establishing its leadership of the global MS movement.
  - 1.2. To ensure that the Board understands and regularly reviews the strategic plan and priorities and involves other key stakeholders, especially those directly affected by MS, in this process.
  - 1.3. To strive constantly to develop the understanding of the Federation and its Secretariat of the needs of people affected by MS and to develop policies and projects accordingly.
  - 1.4. To work with the International Medical and Scientific Board (IMSB) and its Chair to ensure the latest scientific thinking is incorporated in all MSIF projects.
  - 1.5. To ensure that at all times MSIF works in harmony with national societies and people affected by MS in the development and implementation of its strategies.
- 2. To enable the Board of Trustees to fulfil its duties and responsibilities for the proper governance of the Federation in its service to the MS movement worldwide.**
  - 2.1. In partnership with the Chair to ensure that MSIF has a governance structure appropriate to its size and complexity, stage of development, and objectives.
  - 2.2. With the Chair to ensure that the Board regularly reviews the governance structure and to assist with the Board's assessment of its performance.
  - 2.3. To submit policy and project proposals for the approval of the Board and be responsible for their efficient and effective achievement.
  - 2.4. To report regularly to the Board of Trustees on progress towards achieving MSIF's strategic objectives.
  - 2.5. In partnership with the Secretary, to ensure that the Board's delegated authority is recorded in writing by means of terms of reference for board committees and subcommittees, job descriptions for honorary officers and key staff, reporting procedures etc.

- 2.6. In partnership with the Chair and Secretary, to develop an annual programme of board meetings.
  - 2.7. To ensure that the staff understand and support the governance role of the Board.
  - 2.8. To assist the Chair and Nominating Committee in ensuring that there is a systematic, open and fair procedure for the recruitment or co-option of Trustees, officers, and future Chairs of the Board.
  - 2.9. To work with the Chair and the Chair of the Nominating Committee to ensure that all members of the Board receive appropriate induction, advice, information and training.
- 3. To be responsible for the management and administration of the MSIF Secretariat within the strategic and accountability frameworks laid down by the Council and Board of Trustees.**
- 3.1. To provide leadership to the MSIF Secretariat.
  - 3.2. To ensure that the MSIF's values and policies are relevant, fair and consistently implemented and the work developed to achieve its objects, vision and mission.
  - 3.3. To ensure that all staff develop an in-depth understanding of MS and what it means to be affected by MS
  - 3.4. To ensure that MSIF and its Secretariat are aware of and strive toward best practice in working with people affected by MS.
  - 3.5. To establish mechanisms for listening to the views of people affected by MS and to incorporate them as relevant into policies and projects.
  - 3.6. To ensure that MSIF has an appropriate management structure and management systems.
  - 3.7. To ensure that business, operational and annual plans are developed, agreed by the Board and implemented.
  - 3.8. To identify outcome measures and other appropriate methods for monitoring the performance of MSIF and to report back to the Trustees.
  - 3.9. With the Chair, the Secretary and the Treasurer, to ensure that MSIF fulfils all its legal, statutory and regulatory responsibilities.
  - 3.10. Together with the Treasurer, to be responsible overall for the financial health of MSIF and to ensure that appropriate financial and auditing systems are in place and to monitor and control all financial and other assets.
  - 3.11. To ensure that the major risks to which MSIF is exposed have been reviewed and systems have been established to mitigate these risks
  - 3.12. With the Chair of the Fundraising Committee, to develop and support a sound fundraising strategy for the Federation.
  - 3.13. To take a leadership role in fundraising.
  - 3.14. In close consultation with the Chair to agree respective roles in representing MSIF and acting as spokesperson at public functions, public meetings and to the press/media.
  - 3.15. To foster good communications throughout MSIF and its member societies.
  - 3.16. To develop, as appropriate, MSIF's public profile and foster good relationships with international, statutory, voluntary and private bodies.
  - 3.17. To ensure that the recruitment, management, training and development of staff are directed towards achieving MSIF's objectives and reflect good employment practice.
  - 3.18. To develop and maintain a working environment that attracts, retains and motivates good quality staff.

## Terms of Reference

At August 2016, the committees are chaired by: -

Council	Weyman Johnson
Nominating Committee	Daniel Larouche
Board	Weyman Johnson
People with MS Advisory Committee	Martin Stevens
Finance and Audit	Guillaume Courault
Vanneau Sub Committee	Guillaume Courault
Fundraising	Michelle Mitchell
IMSB	Prof Xavier Montalban
CEO Advisory Group	Klaus Høm

## **Council**

### **Responsibilities/Role**

The Council is the supreme governing body of the Multiple Sclerosis International Federation. Its main responsibilities include:

1. Reviewing the activities and formulating policies of MSIF
2. Approving the Nominating Committee's slate of officers and other Board members
3. Electing the Nominating Committee
4. Voting and taking action on other relevant matters

### **Composition and election**

1. The Council is composed of the delegates of Voting Members (Full Member Societies in good standing).
2. Each Voting Member shall be authorized to appoint up to three delegates and up to three alternate delegates to represent it at a meeting of the Council, one of whom will be the Voting Delegate.
3. Representatives appointed by Non-Voting Members (Full Members not in good standing and Associate Members) may attend all meetings of the Council with the right to contribute but not to vote.

### **Term of Office**

1. Council members' term of office is the two years between Council meetings.
2. There is no limit to the term any individual may serve on the Council.

### **Meeting/Communication**

1. A meeting of the Council shall be held every two years.
2. If Voting Members do not expect to send representatives they may nominate a proxy to vote on their behalf.
3. Council may vote electronically between Council meetings.

May 2003

## Nominating Committee

The Nominating Committee must define its role as it relates to itself and its operations.

Among these duties and responsibilities are the following:

- Elect and oversee a Nominating Committee Chairperson and define his/her responsibilities
- Build the Nominating Committee
- Develop Committee and Board job descriptions and recruitment plans
- Cultivate interest of potential Board members
- Identify and continuously add to pool of prospective Board members
- Review seniority and performance of Board members
- Solicit nominations for future Board and Nominating Committee members, including from sources other than the national societies

### Operational and Procedural Guidelines

These are evolving guidelines to which additions or modifications can be made at any time.

- Review transition and rotation of Board membership to ensure an appropriate number of new members are proposed at each Council meeting and, if the need arises, at Board meetings in the interim period between Council meetings (in view of the guideline that no more than 50% of members on the slate can have served more than six years and, within this group, no more than 25% of the total Board number can serve on the Board for eight years or more).
- Review seniority and past performance.
- Review availability, commitment and willingness to work for MSIF by serving on committees and work groups and attending Board and Committee meetings.
- Ensure diversity of Board membership in terms of:
  - MS constituencies (e.g. people with/affected by MS<sup>1</sup>, volunteers, MS society staff);
  - geographic diversity;
  - age, gender, ethnicity and other relevant characteristics.
- Ensure no single group or organisation has disproportionate representation on the Board.
- Identify Board needs/requirements to ensure necessary ability, skills, expertise and specialities:  
For example: legal; financial, such as accountancy, financial planning or management; governance, such as knowledge and understanding of Boards and Committees; fundraising; communications, such as public relations, marketing, branding or information provision; advocacy and campaigning; capacity building; medical and scientific research; management and planning) and ask Member Societies to consider this when proposing candidates.

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<sup>1</sup> With the recommendation that the Board should always include at least one person with MS.

*Extract from Board's terms of reference:*

*Board members should:*

- *understand MSIF's vision, mission, purpose, goals, policies, programmes, services, strengths and needs;*
- *express commitment to the common cause and mission of MSIF and the MS movement;*
- *possess knowledge of MS, persons with MS and MS programmes and treatments;*
- *maintain knowledge of all current MS related developments (medical and otherwise);*
- *be fluent in English (writing and speaking) and have access to email and/or fax;*
- *be internationally oriented;*
- *be willing to travel at no cost to MSIF and commit to attend two Board meetings a year'*
- *maintain contact with national MS societies and/or the national MS movement in their country;*
- *be willing to serve on work groups or committees and to work on work group or committee matters between Board meetings;*
- *consider making an annual contribution and/or raise funds from third parties;*
- *be a person of character and integrity;*
- *be a talented, energetic and dynamic person;*
- *study and understand the Strategic Plan and annual budget and assist in their implementation.*

- Search for and identify nominees/candidates to meet identified Board needs/requirements and fulfil Board Terms of Reference.
- Invite nominations from relevant individuals, groups and organisations including past and present Board and Committee members, Member Societies and other sources internal and external to the international MS movement.
- Require that candidates complete a form, reflecting the Board's terms of reference, and submit a 450-word statement of interest<sup>2</sup> to MSIF.
- Review/assess candidate submissions and interview candidates when necessary.
- Meet to discuss and finalise recommendations for a) each of the MSIF officers (President, Treasurer and Secretary) individually b) for a slate of candidates to be trustees on the Board and c) for members of the future Nominating Committee itself.
- Prepare supporting documents to be distributed to the Council/Board.
- Consult with Council/Board members (which may also be done prior to the finalisation of the slate).
- Submit slate of candidates to the Council prior to Council meeting for approval with a memorandum explaining the Nominating Committee's reasons for the overall composition of the slate.

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<sup>2</sup> Candidates would be asked to state why they are enthusiastic about joining the MSIF Board and the skills they would bring; the main challenges facing the global MS movement in the next three years and the key priorities for MSIF; how their skills and experiences would contribute to addressing those challenges.

- If arising, vet candidates for appointment to the Board in between Council meetings according to Article 66 of the Articles of Association.
- Respond to inquiries from Council/Board members.
- Inform, orient and involve new Board members in liaison with the Secretariat.

Certain of these functions may be performed by the Chairperson or may be delegated to individual members or groups of members. Subcommittees can be formed when necessary. All activities should be coordinated through the Secretariat.

### **Composition and election of the Nominating Committee**

Nominating Committee members must be Council delegates (voting or non-voting).

- There will be seven to ten members of the Nominating Committee plus the Chair of the Persons with MS Advisory Committee.
- The MSIF Chief Executive Officer to be an ex-officio non-voting member of the Nominating Committee.
- No two members of the Nominating Committee will be from the same country.
- The Chairperson of the Nominating Committee is elected by the Committee in their last meeting before the Council. If there is no suitable and willing committee member to take the chair, the outgoing committee would seek a suitable candidate. This person would be part of the slate for the Nominating Committee for election by the Council and endorsed as chair after that by the newly elected Nominating Committee.
- The Committee is elected by a two-thirds majority vote.

*Extract from the Board's terms of reference:*

*The Chair of the Nominating Committee will have the right to be a board member but is not required to accept a Board position.*

### **Term of Office**

Nominating Committee membership terms of office reflect that of the Board.

### **Meeting/Communication**

The Nominating Committee meets twice in each calendar year. Communication between the Nominating Committee members is predominantly by email.

These terms of reference are established by the Council of MSIF and may be amended by the Council. They are binding in nature.

*MSIF, updated March 2013.*

## Board

### Terms of Reference

#### Role

The basic role of the Board is to:

- determine MSIF's mission and purpose
- select the CEO and oversee the Secretariat
- support the CEO and assess his or her performance
- ensure effective organisational planning
- ensure adequate resources and assist in fundraising
- oversee the budgetary process and resource management
- determine, monitor and strengthen MSIF's programs and services
- enhance MSIF's worldwide public standing
- ensure legal and ethical integrity and maintain accountability
- recruit and orient new Board members and assess Board performance

#### Member Responsibilities

Board members must be prepared to:

- perform duties of Board membership responsibly and conform to the level of competence expected from Board members as outlined in the duties of care, loyalty, and obedience<sup>3</sup> as they apply to non-profit Board members;
- maintain independence and objectivity and do what a sense of fairness, ethics, standards of personal behaviour towards the public, fellow board members and employees of MSIF, and personal integrity dictate, even though not necessarily obliged to do so by law, regulation or custom;
- serve in leadership positions and undertake special assignments willingly and enthusiastically;
- prepare for and participate in Board, Committee and Work Group meetings, including appropriate organisational activities;
- suggest agenda items periodically for Board and Committee meetings to ensure that significant, policy-related matters are addressed;
- serve the organisation as a whole rather than any special interest group or constituency;
- read and understand the organisation's financial statements and otherwise help the Board fulfil its fiduciary responsibility;
- consider an annual gift according to personal means and participate as appropriate in raising funds;
- assist the Fundraising Committee and staff by implementing fundraising strategies through personal influence with others (corporations, individuals, foundations etc);

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<sup>3</sup> **care:** *the exercise of due care in all dealings with the organisation, e.g. reading Board papers and Minutes, reviewing financial matters, etc.*

**loyalty:** *avoidance of conflicts of interests*

**obedience:** *commitment to following MSIF's central purpose and by-laws*

- suggest possible nominees to the Board who are clearly persons of achievement and distinction and who can make significant contributions to the work of the Board and the organisation's progress;
- hold themselves accountable to MSIF's stakeholders including the public for the Board's decisions, the performance of the Board and the performance of the organisation;
- formulate and review regularly MSIF's vision, values and long-term strategy as well as policies for their fulfilment.

## Member Requirements

Board members should:

- understand MSIF's vision, mission, purpose, goals, policies, programmes, services, strengths and needs
- express commitment to the common cause and mission of MSIF and the MS movement
- possess knowledge of MS, persons with MS and MS programmes and treatments
- maintain knowledge of all current MS related developments (medical and otherwise)
- be fluent in English (writing and speaking) and have access to email and/or fax
- be internationally oriented
- be willing to travel at no cost to MSIF and commit to attend two Board meetings a year
- maintain contact with national MS societies and/or the national MS movement in their country
- be willing to serve on work groups or committees and to work on work group or committee matters between Board meetings
- consider making an annual contribution and/or raise funds from third parties
- be a person of character and integrity
- be a talented, energetic and dynamic person
- study and understand the Strategic Plan and annual budget and assist in their implementation

***Extract from Nominating Committee's terms of reference:***

*Identify Board needs/requirements to ensure necessary ability, skills, expertise and specialties. For example: legal; financial, such as accountancy, financial planning or management; governance, such as knowledge and understanding of Boards and Committees; fundraising; communications, such as public relations, marketing, branding or information provision; advocacy and campaigning; capacity building; medical and scientific research; management and planning.)*

## Composition

- The Board should strive to have a proper balance between large MS organisations and other MS organisations (at least five from each) and 'at large' members being appointed where appropriate with no fixed number, and up to three Chief Executive Officers (CEOs) elected from the Board's CEO Advisory Group. At all times the Board shall have a minimum of three CEOs elected under one heading or another;
- The President, Treasurer and Secretary are automatically members of the Board;

- Chairs of the People with MS Advisory Committee and International Medical and Scientific Board are automatically members of the Board. The Chair of the Nominating Committee will have the right to be a board member but is not required to accept a Board position;
- Chairs of the Finance and Audit and Fundraising Committees must be elected from the Board.

***Extract from Nominating Committee's terms of reference:***

*Ensure diversity of Board membership in terms of:*

- *MS constituencies (e.g. people with/affected by MS, with the recommendation that the Board should always include at least one person with MS; volunteers; MS society staff);*
- *geographic diversity;*
- *age, gender, ethnicity and other relevant characteristics.*

## **Election**

- The CEO Advisory Group is to nominate up to three CEOs to the Board (including the Chairman of the CEO Advisory Group).
- A two-thirds majority vote at the biennial MSIF Council meeting is required for the election of the Board and Officers.
- Council to elect Chairman of the Council who will also serve as Chairman of Board.
- In the period between two Council Meetings the Board, on the recommendation of the Nominating Committee, to appoint a maximum of three Board members if the need arises.

## **Meeting & Communication**

- The Board meets twice in each calendar year.
- Communication between the Board members is predominantly by email.

## **Term of Office**

- There is no Term of Office for Board membership
- The guideline is that no more than 50% of Board members can have served more than six years on the Board and, within this group, no more than 25% of the total board number can be on the Board for eight years or more.

*MSIF, updated August 2014*

## People with MS Advisory Committee (PMSAC)

### Terms of Reference

The People with MS Advisory Committee (the Committee) is an advisory committee to the MSIF Board and was established in April 2012.

### Responsibilities and role

The Committee advises the Board on any issues in relation to the needs and aspirations of people with and affected by MS, in particular:

- Provide advice on any relevant policies, proposals or plans on the Board agenda;
- Provide advice on any other relevant policies;
- Bring issues of importance to people with and affected by MS to the attention of the Board;
- Decide on the recipients of the Wolfensohn and Nicholson awards;
- Help prepare the People with MS Forum meetings.
- As appropriate consult the persons with MS, appointed by member societies as contact persons;
- Identify people with MS to serve on MSIF project/programme work groups.

### Composition and election

The Committee will be comprised of board members with MS and people with MS from within the member organisations, selected by the Chairman and the Vice Chairman of the Committee and approved by the Board. It has a maximum of 7 members, of which less than half should be Board members, who each will serve a maximum of three two-year terms.

The Chairman and Vice Chairman of the Committee will be appointed by the Board on the proposal of the Chairman of the Board. The Chairman of the Board cannot be a member of the Committee.

The Chairman of the Committee will be an ex-officio member of the Board and of the Nominating Committee.

Selection of members must take the following criteria into account:

- Be a member of the MSIF Board and/or fulfil an active function in a member society (for example on the board, in a committee or as a staff member);
- The aim should be for the Committee to include persons with MS with different levels of disability and from different world regions;
- Ability to communicate effectively in English;
- Willingness to travel to attend the PMSAC and MSIF Board meetings;
- Support from their national MS society, both financial and otherwise.

### Meetings

PMSAC meets twice each calendar year. One meeting each year may take the form of a telephone conference. It is timed so that its results inform the meeting of the MSIF Board. The other meeting takes place in the context of the annual MSIF Board or Council meeting.

## **Member Societies' Contact Persons**

All Member Societies will be requested to select a person with MS as a contact person for the PMSAC. This person should fulfil an active function within their organisation but would not represent it.

Contact persons should be able to communicate in English and are expected to:

- Respond by e-mail with ideas and opinions on consultations undertaken by the PMSAC or MSIF;
- Participate in, and contribute to, the PwMS Forum that takes place every second year in conjunction with the MSIF Council meeting;
- Share their experience at international meetings with the national MS society and with other people with MS in their country;
- Serve a maximum of 6 years as contact person.

## **Secretariat Liaison**

A designated member of the Secretariat provides administrative support for the Committee.

The nature of these terms of reference, agreed by the Board of MSIF, is binding.

*Approved by the MSIF Board, 26 October 2012.*

## **CEO Advisory Group**

### **Introduction**

The CEO Advisory Group offers MSIF member national MS society CEOs a means of communication and interface between each other and with the MSIF Board.

### **Aims**

The CEO Advisory Group aims to:

- Commit member national MS society resources in the implementation of projects and programmes that support MSIF in fulfilling its aims and objectives
- Communicate information and best practice on issues relevant to national MS society CEOs
- Contribute to the development of MSIF policy and practice
- Consult on current and potential MSIF projects
- Initiate the development and implementation of new MSIF projects
- Nominate three MSIF Board members from within the CEO Advisory Group

### **Composition/Membership**

The CEO (or in their absence the senior staff member or equivalent) of every MSIF member society is a de facto member of the CEO Advisory Group.

### **Chairman election**

The CEO Advisory Group elects its own Chairman for a two-year term, renewable up to three times. CEO Advisory Group members are invited to nominate themselves or another member, with the permission of the person they are nominating. The CEO Advisory Group then votes on the nominations. Only those members from Full Member societies in good standing (i.e. fully paid membership dues) should be considered.

### **Chairman Responsibilities/Role**

The Chairman will draft CEO Advisory Group meeting agendas with the Secretariat, agree the final agendas, chair the CEO Advisory Group meetings and report to the Board.

The Secretariat will assist and support the Chairman's communication with the CEO Advisory Group and to the Board.

The Chairman ensures that the CEO Advisory Group operates in pursuance of its aims.

### **Board Election**

The CEO Advisory Group Chairman sits on MSIF's Board. In addition every two years the CEO Advisory Group elects two other members to serve on MSIF's Board with the CEO Advisory Group Chairman. CEO Advisory Group members are invited to nominate themselves or another CEO, with the permission of the person they are nominating. The CEO Advisory Group then votes on the nominations. Only those members from Full Member societies in good standing (i.e. fully paid membership dues) should be considered.

Those nominated must:

- Be in a position to contribute to current MSIF projects and programmes

- Have already contributed
- Support the future development of MSIF

Of course other members of the CEO Advisory Group may be nominated as candidates for the Board either by their national MS society or 'at large'.

### **Meeting/Communication**

The CEO Advisory Group meets twice in each calendar year, usually directly before a meeting of the Board.

Communication between the members of the CEO Advisory Group is predominantly by email.

A quorum of 8 is necessary for proposals and recommendation to be approved.

### **Term of Office**

There are no term limits for CEO Advisory Group members. Each MSIF member society CEO remains a member of the Advisory Group for the duration of his/her term as the member society CEO.

The CEO Advisory Group Chairman is elected every two years with a maximum of three two-year terms.

April 2007

## **International Medical & Scientific Board (IMSB)**

### **Terms of reference**

#### **Purpose:**

The primary purpose of the IMSB is to provide advice on the research and clinical activities of MSIF.

#### **Roles and responsibilities:**

- To help in assessing the feasibility of, inform and/or advise on MSIF involvement in and support for relevant and appropriate international research projects.
- When needed, to evaluate relevant and appropriate external proposals and requests for MSIF funding to support international research projects.
- When needed, to evaluate MSIF's research awards and grants applications.
- Provide advice as required on the research or clinical aspects of MSIF projects such as:
  - Atlas of MS –provide data and act as national contact persons for the Atlas
  - MSIF Research News
  - MS in focus and other relevant publications
  - MSIF website
- To contribute to global consensus statements and clinical guidelines
- To provide a link between MSIF and the medical advisors of its member organisations, and to help facilitate global collaboration in research, clinical advice, and related collaboration in fundraising amongst MSIF's member organisations
- To form a formal professional link between MSIF and other relevant and appropriate international organisations (such as the WHO, WFN, ECTRIMS, ACTRIMS, LACTRIMS, etc.).
- To generate a two-way exchange of information between MSIF and the MS scientific community.
- To help involve the world's leading individuals in the field of MS in the work of MSIF.

#### **Membership:**

- All MSIF member societies are eligible to nominate up to two IMSB members. It is preferable that one of these two members is the Chairman of the national MS organisation's medical and scientific board, or equivalent.
- Each MS society with an active research programme can nominate one senior research staff member to the IMSB.
- Additional MS experts active in the MS movement can be co-opted into the IMSB for specific purposes, by the IMSB Chairman together with the MSIF CEO

Terms of office for IMSB members are determined by the MSIF member society that nominated them.

#### ***IMSB Chairman***

The IMSB Chairman will generally be selected from the IMSB by the MSIF Chairman and will be approved and appointed by the MSIF Board. He/she will serve a maximum of three two-year terms.

### ***Deputy Chairman***

The Deputy Chairman will generally be selected from the IMSB by the MSIF Chairman in consultation with the IMSB Chairman. He/she is responsible for supporting and standing in for the IMSB Chairman as necessary. He/she will serve a term of two-years renewable once.

### ***Executive Committee***

The IMSB Chairman will chair an IMSB Executive Committee that will comprise a maximum of 10 members selected by the IMSB Chairman. Members of this committee may be selected from within the IMSB or externally. At least half of the members must be IMSB members nominated by MS Societies. IMSB Executive Committee membership will be on a staggered rotation of up to three two-year terms.

The role of the Executive Committee will be to:

- Monitor relevant IMSB output and ensure that the IMSB, its Work Groups and members fulfil their stated role and responsibilities
- Inform the IMSB membership of activities
- Consider and endorse new member nominations to the IMSB
- Work with the CEO to select and invite appropriate contributors from amongst the IMSB to MSIF project Work groups
- Lead on evaluation, awarding and monitoring of:
  - McDonald Fellowships (every year)
  - Charcot Award (every two years)
  - Ad hoc research grants

### ***Du Pré Grants Workgroup:***

This workgroup is led by the IMSB Deputy Chairman and is responsible for evaluating applications for MSIF Du Pré Grants. The IMSB Deputy Chairman selects workgroup members from within the IMSB, in consultation with the IMSB Chairman, and may occasionally co-opt new members based on specific areas of expertise. These new members will be invited to join the IMSB.

### ***Meetings:***

The IMSB meet once in each calendar year during the annual ECTRIMS meeting.

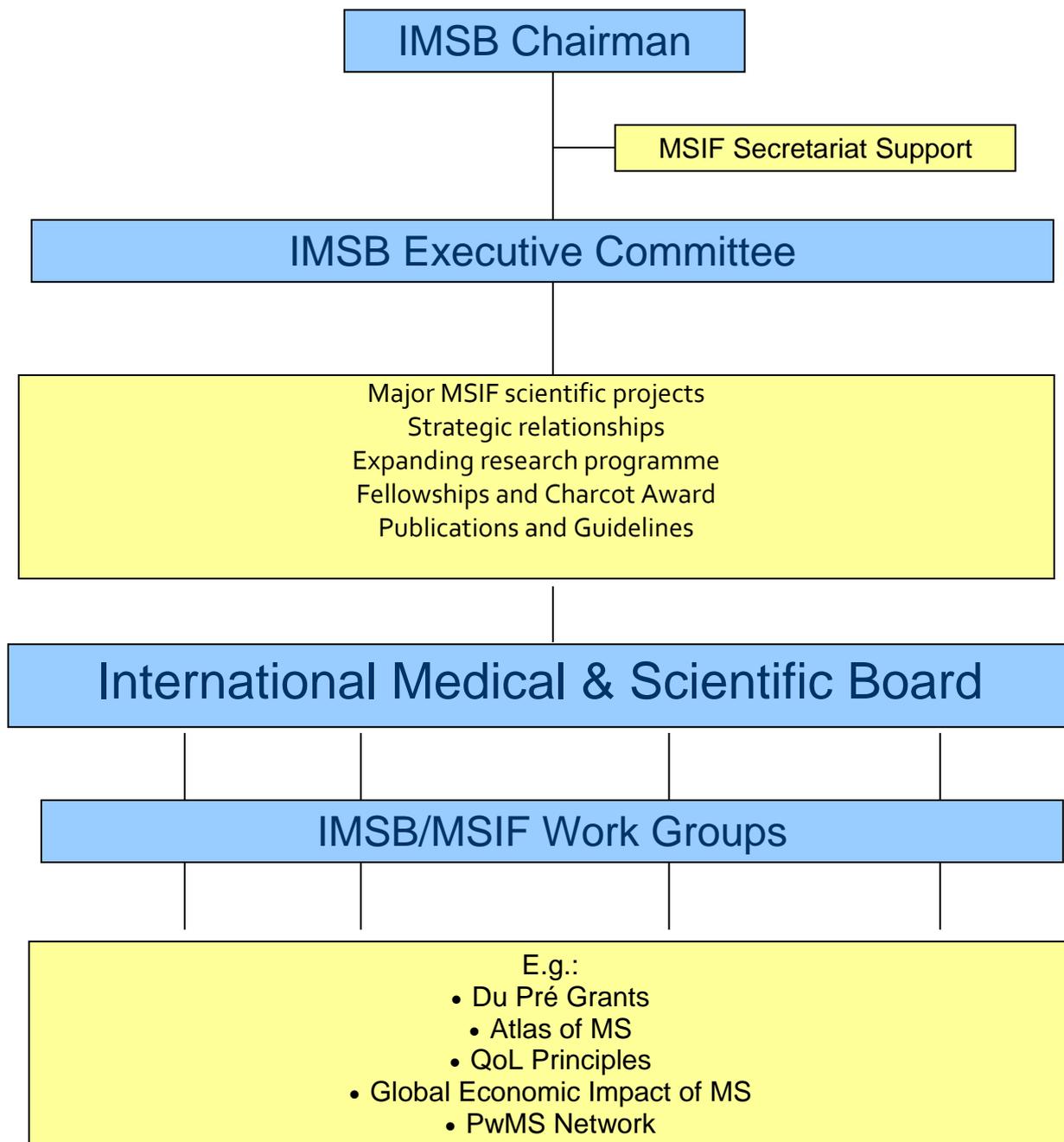
### ***Communication:***

The IMSB and its Executive Committee communicate by teleconference calls and email. The IMSB Chairman will meet with the MSIF Secretariat once a month and will produce an annual report prior to the IMSB annual meeting.

A designated member of the Secretariat will provide administrative support to the IMSB Chairman and will attend the annual meeting of the IMSB and its Executive Committee.

The nature of these terms of reference, agreed by the Board of MSIF in its meeting of 15 April 2016 is binding.

Annex 1  
IMSB Structure



## **Du Pré Grants Work Group**

### **1.1 Introduction**

These Terms of Reference must be read in conjunction with the International Medical and Scientific Board (IMSB) Terms of Reference.

### **1.2 Responsibilities/Role**

The Du Pré Grants Work Group (WG) will supervise, guide and provide advice on the management of the Du Pré Grants programme and evaluate applications, received every six months, as detailed in the Du Pré Grants Calendar.

The Multiple Sclerosis International Federation (MSIF) Secretariat staff member on the Work Group will provide direct administrative support to the Work Group and its Chairman.

### **1.3 Composition**

The WG will include up to 10 members with the relevant skills and experience to guide the programme, chosen by the Chairman of the WG in consultation with the Chairman of the IMSB.

WG members may include health professionals, national MS society staff members and/or volunteers and people with/affected by MS. The Chairman may invite others to advise and/or join the WG as and when deemed necessary.

Initial WG members include:

Reinhard Hohlfeld (Chairman)	Germany
Zoe Burr	MSIF

### **1.4 Term of Office**

WG members will serve up to three two year terms. Every two years (2009, 2011) the WG membership will be reviewed by the IMSB Executive Committee, in consultation with the WG Chairman.

### **1.5 Meeting/Communication**

Most WG communication will be by email and teleconference call meeting. The WG will meet in person at least once a year, the time and place to be agreed by the WG.

### **1.6 Work Group Chairman**

The WG Chairman will be chosen by the Chairman of the IMSB and will be a member of the IMSB Executive Committee. The WG Chairman will approve all Secretariat communication relating to the Du Pré Grants programme, chair all WG teleconference call meetings and amend/approve WG agendas, supporting papers, reports and minutes. The WG Chairman will be expected to report to the IMSB and MSIF Board on the progress of the programme at appropriate meetings.

MSIF

August 2007

## Finance and Audit Committee

### Responsibilities/Role

The Committee advises the Board on the financial well being of MSIF and is responsible, in particular, for:

1. conducting a detailed examination of the annual budget proposed by the Chief Executive and making recommendations to the Board;
2. reviewing the management accounts and monitoring budget variances at regular intervals;
3. ensuring that the agreed long-term business plan is properly costed, so that appropriate targets can be developed for the MSIF Fundraising Committee;
4. recommending to the Board the appointment/reappointment of external auditors and the audit fee;
5. reviewing the audited financial statements prior to submission with recommendations to the Board;
6. evaluating the significant risks faced by MSIF and developing a process for managing them, including the purchase of Directors' and Officers' Liability insurance, if thought appropriate;
7. when appropriate, recommending to the Board:
  - 7.a. the appointment/reappointment of Investment Advisors/Managers and related fees;
  - 7.b. a suitable investment policy to be communicated to the Investment Advisors/Managers;
8. reviewing at regular intervals the performance of the Investment Advisors/Managers and their adherence to the agreed investment policy;
9. considering and proposing amendments to these Terms of Reference, whenever deemed advisable.

### Composition and election

1. The Committee shall be chaired by the Treasurer of MSIF;
2. There shall be a minimum of three and maximum of six other members, selected by the Treasurer and approved by the Board. They will be drawn from Board members and the wider MS community in order to obtain the desired expertise, experience, availability and geographical spread;

3. Additionally, the Chair of the MSIF Fundraising Committee, the MSIF Chief Executive and the individual responsible for preparation and maintenance of the MSIF accounts shall be ex-officio members.

### **Term of Office**

This will be fixed at two years, renewable for two further two-year terms.

### **Meeting/Communication**

Depending on availability of members, the Committee will aim to meet together at least once in each calendar year either before or after a meeting of the Board but it will discharge the majority of its responsibilities by telephone conference calls or electronic exchanges after prior circulation of all relevant papers.

## **Vanneau Trust Sub-Committee**

At its meeting in Berlin in September 2003 the Board accepted the recommendation of the Finance Committee that a sub-committee should be formed to look after the interests of MSIF as the beneficiary of the Vanneau Trust.

### **Responsibilities/Role**

The sub-committee reports through the Finance Committee to the Board on all matters concerning the Vanneau Trust and is responsible, in particular, for:

1. monitoring the performance of the Trustees, Appleby Trust Ltd in Jersey and assessing the value of their services in relation to the fees charged and, when felt appropriate, recommending their replacement.
2. monitoring the performance of the investment managers appointed by the Trustees at the request of MSIF, assessing the value of their services in relation to the fees charged and, when felt appropriate, recommending that MSIF should ask for their replacement.
3. in conjunction with the Trustees deciding the investment policy to be pursued by GAM that will be most likely to meet the ongoing needs of MSIF.
4. presenting to the Board considered estimates of the sums that it may be possible to make available to MSIF from income and/or capital in the following 12 month period.
5. making an analysis of the costs and benefits of keeping the Trust in existence, rather than asking for the assets to be transferred into the name of MSIF and recommending appropriately.
6. considering and proposing amendments to these Terms of Reference, whenever deemed advisable.

### **Composition and election**

- The sub-committee shall be chaired by the MSIF Treasurer
- There shall be a minimum of two and maximum of five other members; selected by the Treasurer and approved by the Finance and Audit Committee. No less than two thirds of members must be drawn from the Finance and Audit Committee.

### **Term of Office**

This will be fixed at two years, renewable for two further two-year terms.

### **Meetings/Communications**

Depending on availability of members, the sub-committee will aim to meet together at least once in each calendar year before a meeting of the Finance Committee but it will discharge the majority of its responsibilities by telephone conference calls or electronic exchanges after prior circulation of all relevant papers.

October 2009

## **Fundraising Committee**

### **Terms of Reference**

The MS International Federation is the global membership organisation for national MS organisations from around the world. Membership of the MS International Federation requires a commitment to collaboration and to working together to find the solutions to MS.

#### **1. Establishment of Terms of Reference**

The Fundraising Committee of the MS International Federation is a committee of the Board of the MS International Federation. Its authority is delegated by the Board to the Committee. It is subject to the direction of the Trustees of the MS International Federation (the Trustees), in accordance with the following rules as amended or replaced from time to time.

#### **2. Purpose of the Committee**

The purpose of the Group shall be to further the objects of the MS International Federation by promoting and advising on: fundraising.

#### **3. Powers of the Group**

The Committee shall:

Be responsible for the development, scrutiny and oversight of the Global Fundraising Strategy, by working collaboratively with the Head of International Fundraising and any other staff responsible for fundraising. The Committee shall also be actively engaged in the strategy implementation, as required.

Areas of focus include:

##### **Strategy**

1. Development and oversight the Global Fundraising Strategy (2012-2016 and 2017-2021) for approval by the Board. Development and oversight of the MS International Federation funding strategy.
2. Advise on MS International Federation funding strategy.
3. Support and be actively involved in the MSIF fundraising effort.
4. Identification of fundraising prospects and supporting or leading approaches, as appropriate.
5. Identification of fundraising channels and opportunities.
6. Identification and support for international fundraising campaigns.
7. Identification of fundraising capacity building needs and opportunities in the MS International Federation membership and programmes.

##### **Policies**

8. Review and update fundraising policies for consideration and approval by the board

Performance

9. Review of MSIF fundraising programme performance and advise board accordingly

#### **4. Powers of the Chair**

The Chair shall:

1. Convene the Fundraising Committee at least twice per year
2. Set the agenda for Fundraising Committee meetings
3. Chair the meetings
4. Approve draft minutes of meetings for final approval by the Committee
5. Report to the board the key outcomes of Fundraising Committee meetings
6. Advise the board of the recommendations of the Fundraising Committee
7. Promote collaborative fundraising opportunities to MSIF CEOs

The Vice Chair will act as Chair in the absence of the Chair.

#### **5. Membership of the Committee**

5.1 The Committee shall comprise no fewer than 6 and no more than 12 members falling into the following categories:

- a) a Chair of the Committee (with representation on the MS International Federation Trustee board).
- b) a Vice Chair of the Committee
- c) representation that reflects the diversity, size and scope of the sector. This would normally include:
  - i) fundraisers who are directly employed by charities whose role includes fundraising (ideally 50% of the committee members will be in this category).
  - ii) those representing the interests of MS organisations, e.g. CEOs.
  - iii) people with MS.
  - iv) other interested stakeholders as agreed by the Committee.
- d) representation from the staff of the MS International Federation. Normally this will be the Head of International Fundraising as an observer plus the Chief Executive, who is a member of the Fundraising Committee.
- e) co-opted members, not being persons falling into category (b) above, appointed because of the expertise or value they can bring to the work of the Committee.

Provided that:

- a) members can only act to represent the wider interests of the MS International Federation and not of any particular organisation.

5.2 The Chair shall be appointed from within the Board to serve for two years from the date of appointment.

5.3 The Vice Chair shall be appointed by the Board to serve for two years from the date of appointment.

The Board may renew those appointments without limit.

New members of the Committee shall be appointed by the Chair for a term of two years. The Chair may renew any appointment.

Provided that, if at any time there are no Committee members or membership of the Committee is insufficient to form a quorum, the Trustees may appoint members to the Committee at their own discretion.

## **6. Determination of membership**

The Committee as a whole will be able to meet all of the criteria below and reflect the diversity, size and scope of the sector. Individual members will be able to demonstrate two or more of the following:

- a) Up-to-date understanding of current issues in the world of fundraising.
- b) Holder of a range of senior positions within the Voluntary and Community Sector, carrying responsibility for staff development.
- c) Knowledge and skills across a range of fundraising techniques and activities.
- d) Experience in identifying fundraising needs.
- e) Senior experience from the private sector in fundraising-related activities.
- f) Insight into fundraising from the personal perspective of a person with MS.
- g) Commitment to their own continuing professional development.

Members are appointed in direct recognition of item a) above and its relevance to the remit of the Fundraising Committee.

- h) Committee members must be prepared to offer practical input into the work programme of the Committee.
- i) Committee members are expected to attend all committee meetings. Those unable to attend 50% of scheduled meetings in the course of any calendar year may be requested to resign by the Chair of the Committee.
- j) Members will be expected to abide by the Institute of Fundraising Code of Fundraising Practice, details of which will be provided by MSIF

A member of the Committee shall cease to be a member if he or she:

- a) reaches the end of the period of his or her appointment.
- b) notifies to the Committee a wish to resign.
- c) ceases to be able to represent the interests which he or she was appointed to represent, as determined by the Committee.
- d) does not attend at least two ordinary Committee meetings in any calendar year, unless the Committee waives the requirement in any particular case.
- e) is removed as a member by a resolution of the Committee by a 75% majority and with the Trustees' approval, provided that any member to be removed shall have the right to be heard by the Committee, if he or she so chooses, before the vote is taken.

## **7. Meetings and proceedings of the Committee**

The Committee shall hold at least two ordinary meetings each year called by the Chair. A special meeting can be called by the Chair or by the Trustees or by half of the Committee members upon not less than 13 days' notice being given to the Committee members of the matters to be discussed. Additional consultation meetings take place by email/conference call. Membership of the committee is voluntary and not subject to remuneration. Costs for travel and attendance of meetings will be borne by members themselves or their organisations.

#### **8. Procedures at Committee Meetings**

- a) There shall be a quorum when at least 4 Committee members or one third (whichever is greater) are present at a Committee meeting.
- b) Unless otherwise stated in these Rules, all decisions shall be carried by a simple majority of those present and entitled to vote, the Chair or in the Chair's absence, the Vice Chair having a second or casting vote in the case of equality. Those entitled to vote include all members of the Committee other than observers or note takers.

#### **9. Management of working parties**

- a) One member of the Committee will be appointed by the Committee to sponsor or Chair each working party established by the Committee.
- b) The composition of each working party will be at the discretion of the Committee.
- c) All acts and proceedings of each working party shall be fully and promptly reported to the Committee.

#### **10. Ensuring the transparency of the Committee**

- a) Minutes of the Committee meetings shall be circulated to all MSIF Trustees and all member organisations.
- b) A copy of the Terms of Reference in force relating to the Committee shall be available for public inspection on the MS International Federation's website and upon request from any member of the public subject to any payment for the reasonable administrative costs incurred.
- c) The Committee should consider what the appropriate level of consultation with the wider MSIF membership and stakeholders for each proposal might be in order to ensure transparency.
- d)

#### **11. Reporting to the Trustees**

- a) All acts and proceedings of the Committee shall be fully and promptly reported to the Board.
- b) All proposals for standards of fundraising practice must be submitted to the Trustees for approval and shall be subject to any directions of the Trustees as to method and timing of implementation.

## **12. Alterations to the Terms of Reference**

The Trustees approve and may alter the Terms of Reference of the Committee, upon recommendations submitted by the Committee itself or otherwise, but so that no alteration shall be made that would be inconsistent with the objects of the MS International Federation.

## **13. Interpretation of Terms of Reference**

- a) References in these Terms of Reference to the Trustees or to actions required of the Trustees shall mean:
  - i) the Trustees; or
  - ii) any one or more of the Trustees to whom relevant authority has been delegated.
- b) Any Committee already in existence to which these Rules apply shall be deemed to have been established and constituted in accordance with these Rules, subject to any directions of the Trustees relating to actions to be taken by the Committee to ensure compliance with these Rules.
- c) Any question as to the interpretation of these Rules shall be determined by the Trustees.

## **14. Conflict of Interest**

Committee members shall avoid any situation that may give rise to a conflict of interest between them, the MS International Federation and the Fundraising Committee.

Members shall make full and immediate disclosure to the Committee if any such conflict should occur and disqualify themselves from the relevant elements of Committee business.

The nature of these terms of reference, agreed by the Board of MSIF in its meeting of 15 April 2016 is binding.