GOVERNANCE COMPILATION

Global Networking Meetings and Board of Trustees
London, October 2025

TOGETHER WE'RE STRONGER THAN ms

20 August 2026

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1 Governing Document

Company No: 05088553

Charity No: 1105321

THE COMPANIES ACT 2006

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

OF

MULTIPLE SCLEROSIS INTERNATIONAL FEDERATION

Incorporated on 30 March 2004

Adopted by a Special Resolution on 3 November 2009

Amended on 12 November 2011

Amended on 11 April 2019

Amended on 21 July 2021

Amended on 10 October 2024

THE COMPANIES ACT 2006

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*;*
"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;
“general meeting”	means a general meeting of the members of the Company held in accordance with Article 21;

“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;
“triennial general meeting”	means the triennial general meeting of the Company held every 3 years in accordance with Article 20;
"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 can accept as a Full Voting Member more than 1 organisation from each country.

    3 In respect of Associate Non-Voting Members, the Board can admit more than 1 organisation from each country.

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 two 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 hold an annual general meeting, and shall specify the meeting as such in the notices calling it; and not more than 18 months shall elapse between the date of one annual general meeting of the Company and that of the next. Annual general meetings shall be held at such times and places as the Board shall determine.

21. The Board may also 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. An annual 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 annual 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 an annual 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 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 [Annual/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 [Annual/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 [Annual/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 he 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. (1) All new Trustees appointed at an annual general meeting or at a general meeting serve in office for a maximum of 3 consecutive terms of 3 years, then they are required to stand down, save that:

    (a) in exceptional circumstances, a Trustee who has served 3 terms in office may be reappointed for 1 further year at the annual general meeting;

    (b) at the end of those terms of office and subsequent year(s), the period of office may be extended by the same procedure if, and only if, the exceptional circumstances continue to apply; and

    (c) provided that under no circumstances shall any Trustee serve in office for longer than 12 consecutive years. After serving in office for 12 consecutive years, a Trustee shall not be eligible to stand for re-election until he or she has been out of office for at least 3 years.

(d) exceptional circumstances will be considered on a case-by-case basis by the Nominating Committee, and explained to the members prior to any vote.

(2) The following transitional arrangements will apply in 2024:

(a) 1/3 with the longest tenure as at October 2024, will be appointed for 1 year, renewable for 2 additional 3-year terms;

(b) 1/3 with the next longest tenure as at October 2024, will be appointed for 2 years, renewable for 2 3-year terms;

(c) Last 1/3 as at October 2024, will be appointed for 3 years, renewable for 2 3-year terms.

(d) at the end of the service terms for the transitional trustees, they will rotate off the board.

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 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 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 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 voting persons and no more than 9 voting persons.

(b) The Chairperson of the Persons with MS Expert Group is an ex-officio member with voting rights.

(c) The Board Chairperson and the Chief Executive Officer shall be entitled to attend and speak but not to vote at all meetings of the Nominating Committee.

(d) The chair and other officers (if any) of the Nominating Committee shall be elected by the members of the Nominating Committee.

(e) 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.

_____

Signature, Name and Address of Subscriber

_____

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 WNQ Hunter***

Full Name of Witness (BLOCK CAPITALS): WILLIAM NICHOLAS QUIMSEY HUNTER

Address: 19 Stanbridge Road
London
SE15 1DX

Occupation: Company Secretary

2 The officers of the Board and the Chief Executive

2.1 The officers

Officer	Current holder	In this office since: -
President and Board Chair	Mario Battaglia	2024
Deputy Chair	Ana Torredemer	2024
Treasurer	Vicky Annis	2017

2.1.1 Board Chair Role Description

Key Responsibilities

In addition to the responsibilities for board members outlined in the Board Terms of Reference, the role of the President and Chair is to:

1 Work in partnership with the Chief Executive, to ensure that MSIF has a clear vision, mission, values, and strategic direction and that MSIF, the Board and the Chief Executive are focused on achieving these.

2 Lead the Board in supervising the work of the Chief Executive and in overseeing the execution of the Federation's strategy.

3 Take the lead on ensuring that the Board fulfils its duties and responsibilities for the proper governance of MSIF.

4 Work in partnership with the Chief Executive to ensure that there is an effective working relationship between board members, staff and volunteers.

Election

The Members elects the President and Chair at the Annual General Meeting on the recommendation of the Nominating Committee. They may serve a maximum of two three-year terms.

The Chair should have the following preferred characteristics:

1 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 A profound and demonstrated commitment to improving the lives of people with MS all around the world.

3 Have served at a senior level within the charitable MS community (i.e. on the national board of a member MS organisation and/or on the Board of MSIF).

4 Be prepared to actively lead the Board by example and to unite the members in their common goals.

5 Should encourage and support all Board members from different countries and cultures.

6 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 Chair in the voluntary health sector would be an advantage.

8 An understanding of, and preferably some skill and experience in, the workings, managing and governance of a federation.

9 The time and commitment for the role. The Chair should have access to the required financial resources to carry out their duties; however, the Nominating Committee will use its discretion and not exclude suitable candidates from consideration on this basis.

10 Be expected to play an active role in supporting the Secretariat and should be prepared to attend online board meetings and to travel at least once a year to MSIF meetings.

Duties and tasks to fulfil the key responsibilities

1. Work in partnership with the Chief Executive to ensure that MSIF has a clear vision, mission, values and strategic direction and that MSIF, the Board and the Chief Executive are focused on achieving these.

1.1 To ensure that MSIF is governed in the long-term interests of present and future beneficiaries in keeping with its charitable objects.

1.2 To ensure that MSIF has an appropriate strategy for effectively delivering its aims and that there is clarity about MSIF's objectives at all levels.

1.3 Leading the Board, and through the Chief Executive, to ensure that plans set by the Board support, and are adequate for, the delivery of MSIF's aims.

1.4 To ensure that the Board monitors performance against such plans.

1.5 To ensure that the Board regularly reviews the specific significant risks for MSIF, deciding the level of risk it is prepared to accept without being risk averse, and the effectiveness of the process in place for identifying and managing risk.

1.6 To ensure that there is regular, effective communication with MSIF's members and others about MSIF's aims, work and achievements, including information that enables them to measure MSIF's success in achieving its purpose.

2. To lead the Board in supervising the work of the CEO and in overseeing the execution of the Federation's strategy

2.1 To ensure, with the Board, that there is a governance and financial policy framework within which the Chief Executive shall manage the Federation.

2.2 To ensure that decisions taken at Board meetings are implemented and that MSIF is managed in accordance with the decisions made by the Board.

2.3 To ensure that the Chief Executive reports regularly to the Board on progress towards the delivery of strategic objectives, business plans and annual targets.

2.4 To ensure that the Chief Executive's annual objectives and targets support the achievement of the strategic objectives/priorities.

2.5 To ensure that the Chief Executive receives regular, constructive feedback on his/her performance in managing MSIF and support in meeting annual and longer-term targets and objectives.

3. To take the lead on ensuring that the Board fulfils its duties and responsibilities for the proper governance of MSIF

3.1 To ensure that board members understand and comply with their legal duties and regulatory bodies.

3.2 To commit themselves, be a point of contact and ensure that board members act with integrity and in line with MSIF's values, 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 by:

- Adhering to the Trustee Code of Conduct
- Encouraging a culture of openness within MSIF and the wider movement to prevent wrongdoing as described in MSIF Whistleblowing Policy
- Abiding by MSIF Safeguarding policy and procedure

3.3 To ensure that MSIF has a governance structure that is appropriate to an organisation of its size/complexity, stage of development, and charitable objects.

3.4 To ensure the Board governs effectively by:

- Ensuring it keeps responsibility and oversight where powers are delegated to Officers and Committees;
- Ensuring that there is effective communication between Officers, Committees, and the Board;
- Ensuring that the Board's delegated authority is recorded in writing by means of terms of reference, role descriptions and reporting procedures and that these and the membership of committees are reviewed regularly.

3.5 To ensure that board members keep under review both the performance of the Board as a whole and their own individual contribution.

3.6 To ensure the Board functions effectively by:

- In partnership with the Chief Executive, developing an annual programme of board meetings and ensuring that relevant agendas and papers are prepared in good time.
- Chairing board meetings effectively, ensuring full board member participation.
- Ensuring that the Board takes decisions collectively in the best interests of MSIF and within its authority.
- Recognising and managing any conflicts of interest or loyalty, ensuring that collectively, the Board is independent in its decision-making.
- Ensuring that board meetings are properly recorded, and the Board is transparent and accountable about how decisions are made.

3.7 To work closely with the Board and Nominating Committee to identify skills, backgrounds and perspectives required on the Board; seeking new board members from diverse sources; developing a succession plan and ensuring that the Board has access to relevant external professional advice and expertise.

3.8 To work with the Nominating Committee 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).

3.9 To ensure that all members of the Board receive appropriate induction, advice, information and training (both individual and collective).

3.10 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.

3.11 To lead the CEO Succession Committee to ensure that the functions of the CEO be completely and always discharged. The committee is composed of the Treasurer and the Chair of the Nominating Committee. Depending on the circumstances, up to two members of the Board may join.

4. In partnership with the Chief Executive, to ensure that there is an effective working relationship between board members, staff and volunteers.

4.1 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.

4.2 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.

4.3 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 there is enough time and space for the Board to explore key issues and reach well-considered decisions.

4.4 In partnership with the Chief Executive to ensure provision of accurate, timely and clear information to the Board in order to make informed decisions.

4.5 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.

4.6 To ensure that the Chief Executive's performance is reviewed annually and that there is a two-way discussion which includes the effect of the Chair's and Board's performance on the Chief Executive's and MSIF's performance.

4.7 To foster a Board culture built on trust, openness, confidence and expectations of appropriate board member behaviours.

Amended to include the role of the President and Board Chair in relation to whistleblowing and safeguarding, February 2025

Amended following changes to the Articles of Association approved by the Annual General Meeting on 10 October 2024, and to incorporate details from policies approved by the Board after January 2024.

Amended and approved by the Board, January 2024

First approved by the Board, April 2018

2.1.2 Deputy Chair Role Description

In addition to the responsibilities for Trustees outlined in the Board terms of reference, the role of the Deputy Chair is to support the Board Chair generally in all the functions of the Chair as required.

Specifically, the Deputy Chair will preside at board meetings when the Chair is absent for whatever reason and, in the event that the Chair is unable to fulfil the remainder of their term, step into their role, until the next Annual General Meeting.

There is no assumption that the Deputy Chair will automatically succeed to the Board Chair.

Election

Following the Board election by Full Members attending the Annual General Meeting, and on recommendation from the Chair, the Board appoints the Deputy Chair from among the Trustees by a simple majority.

The Deputy Chair serves for up to three years, or until the end of their Board term if sooner, and remains in office until the next Board elections. The Board may renew this appointment, for a maximum of two terms, and within the overall limits of Trustee service set out in the Articles.

Key Responsibilities

1. Understand the responsibilities of the Board Chair and be able to perform these duties in their absence.
2. Work closely with the Chair and the Chief Executive.
3. Deputise for the Chair if they are away at Board meetings, committee meetings, other meetings and events.
4. Support the Chair and Chief Executive in regularly reviewing individual Board meetings and their formats and assist with any relevant matters between meetings.
5. In line with MSIF's governing document (Article 69), the Deputy Chair participate in a committee of the Board which decides on the suspension of a Board member pending an investigation of an alleged breach of MSIF's rules and regulations.
6. Deal with specific tasks or issues as defined by the Chair or Board, for example chairing a committee or work group, or representing MSIF externally.
7. Act as a sounding Board for the Chair.

8. As part of the overall Board Performance Review, through gathering feedback from Trustees and the CEO, the Deputy Chair should conduct the Board Chair's performance review and report back to the Board of Trustees.
9. According to Section 7.2 of the MSIF Managing Conflict of Interest Policy, where the Board Chair is either unavailable or has declared a conflict themselves, responsibility of the resolution process may be assumed by the Deputy Chair.
10. The Deputy Chair commits to be a point of contact and ensure that Trustees act with integrity and in line with MSIF's values, and do what a sense of fairness, ethics, standards of personal behaviour towards the public, fellow Trustees and employees of MSIF, and personal integrity dictate by:
    - Adhering to the Trustee Code of Conduct
    - Encouraging a culture of openness within MSIF and the wider movement to prevent wrongdoing as described in MSIF Whistleblowing Policy
11. In line with the Board Chair and Deputy Chair interim policy:
    - If they cannot preside at a Board meeting, Art. 26 and 75 of the Articles apply, and the Board can co-opt a member of the Board for the duration of the meeting only.
    - In accordance with the policy approved by the Board, if they are both incapacitated for a longer period, the interim starts immediately, with a line of succession as follows (1) Chair of Governance & Membership Committee, (2) Board Treasurer, until they can resume their duties or the next Annual General Meeting.

Reviewed and approved by the Board, 17 October 2025

Amended to reflect the Trustees length of term approved by the Council in July 2021 (Art. 62 & 66), December 2021

Approved by the Board, 28 October 2018

2.1.3 Treasurer Role Description

Key Responsibilities:

In addition to the responsibilities for board members outlined in the Board Terms of Reference, the role of the Treasurer is to lead and work in close cooperation with the members of the Finance, Audit and Risk Committee, its sub-committees and appropriate MSIF staff to fulfil the following key responsibilities:

1. **To scrutinise all financial aspects of MSIF so as to ensure its short- and long-term viability and guide and advise the Board on the strategic financial choices.**
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.**
3. **To chair and lead the Finance, Audit and Risk Committee.**

Duties and tasks to fulfil the key responsibilities:

1. **Leading the Finance, Audit and Risk Committee, to scrutinise all financial aspects of MSIF so as to ensure its short- and long-term viability and guide and advise the Board on the strategic financial choices.**

a) To identify and bring to the attention of the Board, any risks facing MSIF's financial position.

b) 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.

c) To scrutinise the proposed annual budget and advise and guide the Board accordingly.

d) To scrutinise management accounts, performance against budget, trading performance etc., and to advise the Board accordingly.

e) To scrutinise and evaluate regularly MSIF's cash flow position, and to inform the Board of any concerns.

f) To ensure that funding received for specific purposes is separately accounted for and spent for the purposes for which it was given.

g) To ensure that all income due to MSIF is received and that all tax benefits are obtained and all rating relief due is claimed.

h) 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.

i) To formally present the accounts to the Board and Annual General Meeting drawing to members' attention all relevant matters, and to respond to questions from the floor.

j) To review and formulate for Board approval an appropriate investment policy; to ensure that it is adhered to; to monitor investment performance against policy and report back to the Board accordingly.

k) To establish and regularly review MSIF's remuneration policy and, as part of the budgeting process, advise the Board on remuneration.

l) To advise on the quantity and frequency of financial information and reporting required by the Board to allow the Board to fulfil its legal and statutory responsibilities.

m) 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. 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.

a) To ensure that MSIF operates within the financial guidelines set out in current legislation, MSIF's constitution (By Laws) and by the Board.

b) To keep the Board informed of its financial duties and responsibilities.

c) To ensure that MSIF has adequate financial controls, to monitor and review these and to advise the Board accordingly.

d) 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.

e) To advise the Board on the financial implications and risks arising from Board decisions - especially the Board's strategic and policy decisions.

f) To scrutinise and advise the Board on the outcome of the annual external audit including the contents of the draft audit findings report and/or outcome of conversations with the Auditors independently from the MSIF Secretariat, and the Chief Executive's response to these findings.

g) 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.

h) To investigate on behalf of the Board any financial or administrative matter which may put the financial position of MSIF at risk.

i) To ensure that the major financial and other risks to which MSIF is exposed are reviewed annually and systems have been established to mitigate or minimise these risks.

j) To determine the frequency of tendering for external auditing services and recommend to the Board which firm should carry out the annual external audit of MSIF's statutory accounts.

k) 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, and organisations or groups which are properly qualified to benefit.

l) 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.

3. To chair the Finance and Audit Committee and its sub-committees and be a member of appropriate Board Committees as agreed by the Board Chair or the relevant committee.

a) Alongside the Board Chair, ensure appropriate financial and audit training for both the Finance Committee and Board is available and effective;

b) To ensure that the Finance, Audit and Risk Committee and its sub-committees function effectively by:

   a. determining the timing, frequency and agenda for meetings to ensure that all aspects of financial management are discussed.

   b. chairing meetings in line with appropriate terms of reference and reporting back to the Board.

c) With the Chief Executive, liaise with the Vanneau Trust, to provide the Board with an understanding of the risks and potential performance of this income stream.

The Treasurer should have the time, the finances and the commitment for the role. They would be expected to play an active role in supporting the Secretariat and should be prepared to attend online board meetings, and to travel at least once a year to MSIF meetings.

Amended and approved by the Board, January 2024

First approved by the Board, October 2018

2.2 Chief Executive Job Description

Purpose

The CEO provides inclusive, ambitious, and empowering leadership to drive forward the delivery of MSIF's strategic goals and make a lasting difference for people affected by MS. By engaging with and understanding the diverse perspectives of the key stakeholders the CEO will act as rocket fuel for the movement.

The CEO will provide strategic leadership, direction and management of the organisation working closely with the MSIF Chair, the MSIF Board, Chief Executives of our member organisations, the staff in the Secretariat and people affected by MS to better understand the effects of MS at a global level, while recognising the value of difference within each member country.

The CEO will act as a catalyst for capacity building across the network, harnessing its strengths, leveraging its resources, and sharing its insights in the pursuit of measurable and sustainable impact against the strategic goals.

Key Activities:

- **Leadership**

Lead, nurture and inspire a small secretariat to be effective, have high impact and deliver the ambition set out in movement's global strategy.

Effectively convene thought leaders to identify and address global MS priorities on which the organisation can act or galvanise the members to act.

Ensure members are able to work together to shape policy, change public debate, and boost scientific progress to prevent, treat and stop MS. Create opportunities for members to connect, innovate, share tools, skills and experiences, as well as to build partnerships with international research communities and health professionals or leverage our relations with the global NGO community and intergovernmental organisations to further our common goals.

Develop and implement the operational business plan whilst ensuring long-term sustainability of the organisation

Work with MSIF Board and the Council of Members to shape and deliver our vision with lead responsibility for strategic development and ensuring significant impact.

Ensure adequate funding and effective management of supporters including members and donors.

- **Governance and board relations:**

Report to the Chair and working closely with other officers of Board, Trustees and Board Committees' to draw up all strategic and operational plans for the Board's approval and run the organisation within the resource parameters and delegated authorities as agreed.

Report to the Board on organisational performance against plans, to demonstrate how objectives are met and impact is achieved against the organisation's three strategic aims.

Keep the Board involved and informed about critical decision

Identify and mitigate the organisation's risk ensuring that the Board are appraised of any high risks and assured that all risks are being appropriately managed.

Establish and continuously improve effective mechanisms to support good governance and compliance with all relevant legislation.

- **Values and Culture:**

Champions equity, diversity and inclusion, value lived experiences, recognise cultural expressions, seek first to understand and identify opportunities for collaboration in service of achieving global impact

Develop a culture of high performance, collaboration, and mutual engagement, challenging the status quo, enabling improvement, and introducing new ways of working.

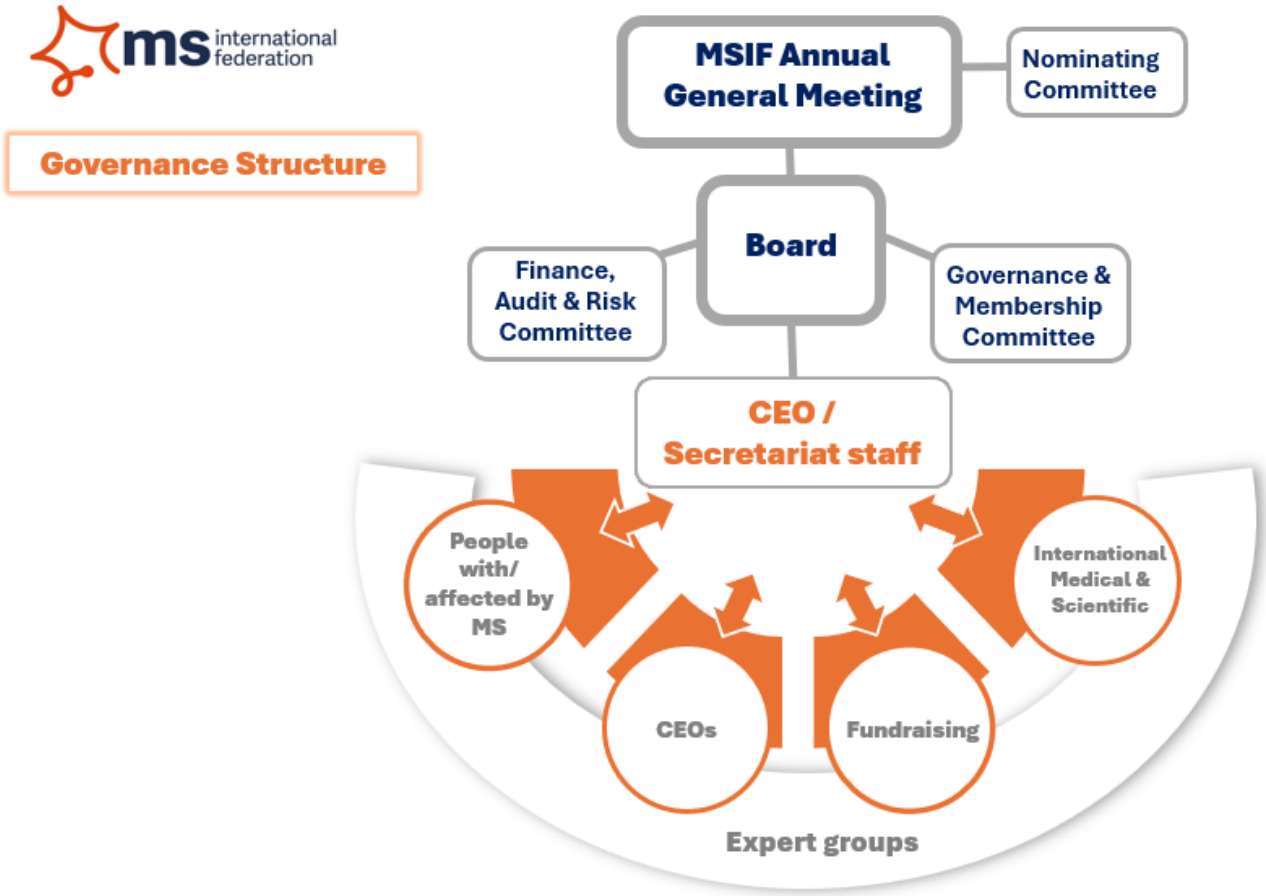
Ensure that there is consistent, transparent and well-supported decision-making at all levels of the organisation.

- **Any other duties commensurate with supporting the global MS community and the organisation's business needs.**

June 2024

3 Governance Structure and Terms of Reference

3.1 Governance Structure



The following bodies and committees are chaired by:

Annual General Meeting	Mario Battaglia
Nominating Committee	Viresh Oberoi
Board and Committees	
Board of Trustees	Mario Battaglia
Governance and Membership Committee	Martin Stevens
Finance, Audit and Risk Committee	Vicky Annis
Expert Groups	
People with and affected by MS Expert Group (PMS-EG)	Dimitra Kalogianni
Fundraising Expert Group	Herbert Temmes
CEO Expert Group	Ava Battles
International Medical & Scientific Expert Group	Prof. Andrew Solomon

3.2 Nominating Committee Terms of Reference

Role and responsibilities

- Solicit nominations to recommend appointments at the MSIF Annual General Meeting for:
  - Future trustees, including from sources other than the member organisations[1];
  - Future Nominating Committee members from MSIF member organisations[2].
- Build the Nominating Committee;
- Elect and oversee a Nominating Committee Chair and define their responsibilities;
- Develop and review as necessary the Nominating Committee Terms of Reference, to be approved at the Annual General Meeting;
- Develop the Board of Trustees recruitment plans and review role descriptions;
- Review the Board Terms of Reference, in conjunction with the Governance and Membership Committee, for approval by the Board of Trustees;
- The Nominating Committee Chair, in conjunction with the Chair of the Governance and Membership Committee, and the Board Chair, shall perform an annual assessment of the Board in its entirety as well as an assessment of each Board member and submit their report to the MSIF Nominating Committee for their review and consideration when considering the annual Board appointments/elections[3];
- Identify, cultivate interest, and continuously add to pool of prospective Board members.

Composition and election of the Nominating Committee

- Nominating Committee members are nominated by MSIF full and associate members.
- The Committee is elected at the Annual General Meeting by a two-thirds majority vote.
- There will be seven to nine voting members of the Nominating Committee including the Chair of the Persons with MS Expert Group.
- The MSIF Board Chair and Chief Executive Officer shall be entitled to attend and speak at the Nominating Committee meetings[4].
- No two members of the Nominating Committee will be from the same country.
- The Chair of the Nominating Committee should not be a member of the Board and is elected for a 3-year term by the Committee at the first meeting after the election.
- While not required, it is preferable that The Nominating Committee comprise members who are not Trustees of the Company.

Term of Office

Nominating Committee members are elected for a 3-year mandate, with 2 possible additional terms.

Meeting/Communication

The Nominating Committee meets as often as required to execute its Terms of Reference. It meets in person at least once in each calendar year.

Conflict of interest

In accordance with MSIF Managing Conflicts of Interest Policy and Procedure[5], members of the Nominating Committee shall disclose any actual or potential conflict of interest, at the time of their appointment, in case of any change of situation, and when attending a committee meeting.

[1] Articles 61, 62, 63(3), 64, 65, 66(1-2), 68(2) of the Articles of Association

[2] Article 68(2) of the Articles of Association

[3] As per the MSIF Peer Review Board Assessment Process (approved by the Board on 20 June 2024)

[4] Article 68(1c) of the Articles of Association

Key tasks

- Review transition and rotation of Board membership to ensure an appropriate number of new members are proposed at each Annual General Meeting and, if the need arises, at Board meetings in the interim period between Annual General meetings[6].
- As part of the nomination process, 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 no single group or organisation has disproportionate representation on the Board.
- Ensure there is adequate diversity of Board membership in terms of regions of the world, age, gender, ethnicity, size of member society, volunteers and staff and other relevant characteristics.
- Identify Board needs/requirements to ensure necessary ability, skills, expertise, specialities, and ask Member Organisations to consider this when proposing candidates[7] (e.g. knowledge of MS, financial literacy, governance, risk management, fundraising, communication, advocacy and campaigning, movement building, medical and scientific research).
- Search for and identify nominees/candidates to meet identified Board needs/requirements and fulfil Board Terms of Reference.

Operational and procedural guidelines

- Invite nominations from relevant individuals, groups and organisations including past and present Board and Committee members, Member Organisations, and other sources internal and external to the international MS movement.
- Review / assess candidate submissions and interview candidates when necessary. Interviews shall be conducted by at least two members of the Nominating Committee.
- Meet to discuss and finalise recommendations to the Annual General Meeting for:
    a) each of the MSIF officers (President, Treasurer and Secretary if any) individually;
    b) for a list of candidates recommended to be trustees on the Board;
    c) for members of the future Nominating Committee itself.
- Prepare supporting documents to be distributed to MSIF Members and the Board of Trustees ahead of the Annual General Meetings, including the list of Board and Nominating Committee recommended candidates and a memorandum explaining the Nominating Committee's reasons for the overall composition of the list, including details of any exceptional circumstances which may have been considered in the process[8].
- If arising, vet candidates for appointment to the Board of Trustees in between General Meetings[9].
- Inform, orient, and involve new Board members in liaison with the Secretariat.

Certain of these functions may be performed by the Chair of the Nominating Committee 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.

These terms of reference are approved at the MSIF General Meetings. They are binding in nature.

Amended and approved at the Annual General Meeting on 10 October 2024

Updated in March 2013

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[5] *MSIF's Managing Conflicts of Interest Policy and Procedure*

[6] Articles 62(1) and 66(1) of the Articles of Association

[7] See section 7 of MSIF Board Terms of Reference ("Expectations of Board members").

[8] Article 62(1) of the Articles of Association

[9] Article 66 of the Articles of Association.

3.3 Board and Committees Terms of Reference

3.3.1 Board of Trustees

1 MSIF is a company limited by guarantee, registered in the UK, and a charity regulated by the Charity Commission for England and Wales.

Its board members are collectively and individually responsible for the overall control and strategic direction of the organisation, in accordance with the Articles of Association ('the Articles', the governing document) and other relevant legal and regulatory requirements and the principles of good governance, and for supervising the work of the Chief Executive and overseeing the execution of the Federation's strategy.

2 Membership of the Board

2.1 The Nominating Committee is responsible for the recruitment of suitable candidates for the Board and for determining the number of board members, although there must be no fewer than three. The Annual General Meeting (AGM) elects the Board on the recommendation of the Nominating Committee. Board members can serve for a maximum of 3 consecutive terms of 3 years, which may be extended by a year if exceptional circumstances apply, up to 3 extensions may happen provided the exceptional circumstances continue to apply, but for no longer than 12 consecutive years. After serving for 12 years, a Board member shall not be eligible to stand for re-election for at least 3 years. Terms renewals are subject to the Nominating Committee recommendation and re-election. Board members will be appointed individually and on a rolling basis. It is expected that every year, between 1 and 3 Board members stand down, and between 1 and 3 new members are appointed.

2.2 MSIF recognises the value of a diverse board that reflects a mix of skills, backgrounds and perspectives to support its effectiveness, leadership and decision-making. The overriding aim is for the Board as a whole to have the right balance of skills, experience and diverse perspectives to make the best decisions in the interests of MSIF and people with MS globally. Therefore, the ambition is to have diversity of gender, language, and geographical region, as well as a balance of members from national societies of all sizes. At least 25% of the Board should be people with MS, so the lived experience is at the heart of our decision making.

2.3 The AGM elects the Chair, the Treasurer and the Chair of the People with MS Expert Group, on the recommendation of the Nominating Committee. The Chair, Treasurer and the Chair of the People with MS Expert Group are automatically members of the Board. T2.4 On recommendation from the Chair, the Board elects a Deputy Chair and Chair of the Governance and Membership Committee.

2.5 In line with clause 66 of the Articles, in the period between two Annual General Meetings the Board shall have the power, on the recommendation of the Nominating Committee, to appoint a maximum of three board members if the need arises.

3 Meetings

3.1 The Board shall meet at least once a year, although board meetings normally take place four times per calendar year. The Board shall meet within 30 days of receipt of a written request for such a meeting, signed by not less than one half of the Board.

3.2 There shall be a written record of each meeting, agreed by the Board at the subsequent meeting. Board agendas and a summary of decisions made at each Board meeting will be distributed to member organisations.

3.3 The quorum for a board meeting is a simple majority of the Board, one of whom should be the Chair or Deputy Chair, or in their absence a board member appointed by the meeting to chair on that occasion.

3.4 Decisions will primarily be taken by consensus, but any member of the Board may request a vote. Transactions arising at a meeting may be decided by a majority of votes. Should the vote be tied, the Chair of the Board shall have a second or casting vote.

3.5 Board and Committee meetings may also be held by means of conference telephone or other suitable electronic means.

4 Committees and delegations

4.1 The Board may set up Committees and specify which board members should serve on those Committees. The Board may delegate any of its powers to a Committee but keeps ultimate responsibility and oversight.

4.2 The CEO Succession Committee is a permanent committee to ensure that the functions of the CEO be completely and always discharged. It is comprised of the Chair of the Board, the Treasurer and the Chair of the Nominating Committee. Depending on the circumstances, the Committee may be joined by up to two members of the Board.

5 Staff attendance

5.1 The Chief Executive will normally attend board meetings. Other staff may attend at the Chief Executive's discretion and with the Chair of the Board's agreement. The Board may from time to time decide to consider specific confidential items without staff present.

6 Board member roles and responsibilities

6.1 The Articles set out MSIF's purposes, the activities it may undertake to deliver those purposes and the powers and duties of the Board. Board members **must** exercise their powers in strict accordance with the Articles.

6.2 Board members **must** also comply with the key legal duties set out in the Charity Commission Guidance CC3 "The Essential Trustee: what you need to know" as follows:

- Ensure MSIF is carrying out its purposes for the public benefit
- Comply with MSIF's Articles and the law;
- Act in MSIF's best interest
- Manage MSIF's resources responsibly
- Act with reasonable care and skill
- Ensure MSIF is accountable.

Board members **should** also endeavour to reflect best practice in governance.

6.3 In summary, the roles and responsibilities of the members of the Board, are to:

- Further the charitable purposes of MSIF for the benefit of present and future beneficiaries, and make sure the organisation, and its aims, stay relevant and valid.
- Determine MSIF's vision, mission, values and strategic plan, arising from that annual activities plan and budget and an annual report and accounts, in collaboration with the Chief Executive.
- Monitor the organisation's performance and delivery.
- Act always in the best interests of MSIF and its beneficiaries, in accordance with the governing document.
- Take legal and financial responsibility to safeguard and sustain MSIF's assets, resources and reputation.
- Be satisfied that financial information is accurate and that controls and systems of management of MSIF are effective and robust.
- Ensure personal familiarity with MSIF's governing document, other regulatory and legal requirements and operational processes.
- Ensure compliance with all legal and regulatory requirements relevant to MSIF's activities, for example in relation to the UK Registrar of Companies and the Charity Commission of England and Wales, equality, health and safety, employment of staff, money laundering and the proceeds of crime, data protection and fundraising.
- Be accountable to MSIF's stakeholders including the public for the Board's decisions, the performance of the Board and performance of the organisation.
- Serve MSIF as a whole rather than any special interest group, organisations or geographies.

- Take responsibility for the appointment and supervision of the work of the Chief Executive.
- Ensure that there are effective controls in place to monitor and review MSIF's finance and administration systems.
- Ensure that appropriate records relating to accounts and financial matters are maintained in the required manner and that they are independently audited.
- Ensure that the main risks to MSIF and its assets are identified and appropriate steps taken to mitigate those risks, and that the process for risk management is regularly reviewed.
- Where money that is not immediately required is invested, ensure that this happens in the most suitable manner, in line with MSIF's investment principles.
- Ensure that there is no personal gain from the office of board member.

7 Expectations of Board Members

Board members are expected to:

7.1 Attend Board meetings and meetings of any Committee, Expert or Work Group of which they are a member, to prepare fully for those meetings, to engage actively in discussion and decision making, to contribute ideas and constructively challenge, to respect the different viewpoints of others, always seeking the best interest of people with MS around the world.

7.2 Accept collective decisions that have been taken, to exercise collective responsibility and to respect confidentiality where required.

7.3 Provide advice and support where necessary between meetings and undertake special assignments.

7.4 Understand and be committed to MSIF's purpose, vision, mission, values, strategy and the global MSIF movement, possess general knowledge of MS, persons with MS and MS programmes and treatments, and maintain knowledge of current MS related developments.

7.5 The meetings will be held in English. Board members are expected to have the means to participate effectively, directly or through someone else. The board will endeavour to facilitate whatever means of participation that the trustee can supply, within the means available and budgetary limitations.

7.6 Be an advocate for MSIF and internationally oriented and maintain contact with national MS societies and/or the national MS movement in their country.

7.7 Have the time and commitment to attend online board meetings and to travel at least once a year to MSIF meetings.

7.8 Should have access to the required financial resources to attend board meetings; however, the Nominating Committee will not exclude suitable candidates from consideration on this basis.

7.9 Act with integrity and in line with MSIF's values, 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: All board members should adhere to the Trustee Code of Conduct, encourage a culture of openness within MSIF and the wider movement to prevent wrongdoing as described in MSIF Whistleblowing, and abide by MSIF Safeguarding policy and procedure.

7.10 Participate in inductions and ensure they remain aware of their duties and responsibilities.

7.11 Participate in performance reviews of themselves and of the Board as a whole carried out by the Board Chair, the Governance and Membership Committee and the Nominating Committee.

7.12 Consider an annual gift according to personal means, participate as appropriate in raising funds, and assist the Fundraising Committee and staff through personal influence with others (corporations, individuals, foundations, etc.).

8 Conflicts of interest

8.1 Board members are required to exercise independent judgement at all times, and to declare any conflicts or potential conflicts of interest or loyalty on an annual basis; these will be recorded on the register of interests.

8.2 If a board member identifies a potential conflict arising from an agenda item or paper at a forthcoming Board or Committee meeting, this should be flagged at or before the discussion begins on the matter. The board member may be asked to leave the room for that item, unless asked to remain in order to provide information, and not be counted in the quorum for that part of the meeting or have no vote on the matter.

Amended to include the role of the Board in relation to whistleblowing and safeguarding, February 2025

Amended following changes to the Articles of Association approved by the Annual General Meeting on 10 October 2024, and to incorporate details from policies approved by the Board after January 2024.

Amended and approved by the Board, January 2024

First approved by the Board, April 2018

3.3.2 Board code of conduct

MSIF Trustee Code of Conduct

ms international federation

As the MS global movement, our core value is that **people affected by MS are at the heart** of everything we do, shaping decisions and driving positive change. This means that:

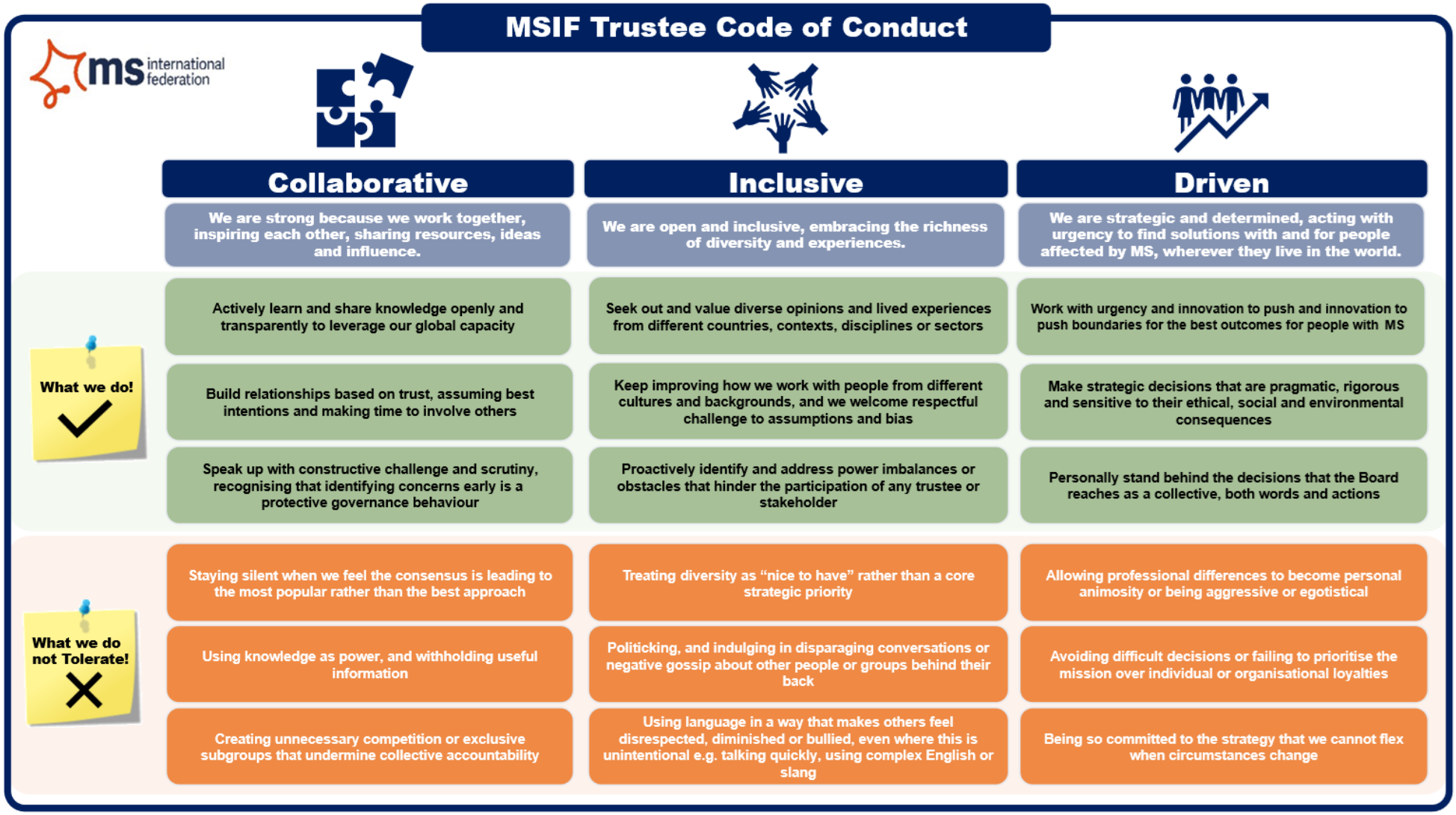
- ✓ We listen and act on the expertise and experience of people living with MS
- ✓ We create a Federation where when one of us wins, we all are winners, because it all helps to support people with MS

Our movement is:

As a Board of Trustees, the wider movement looks towards us, as leaders, to be role models and to embody these values. This means

- ✓ We seek to make our values real, demonstrating them through our individual behaviour, and through our collective behaviour as a Board.
- ✓ We act with the highest levels of integrity including standards of fairness, ethics, and personal behaviourwith regard to the public, fellow board members and employees of MSIF and across the Federation
- ✓ When we act as Trustees of MSIF, we contribute and make decisions serving the best interest of MSIF, regardless of other loyalties, special interest group or constituency that we may have.
- ✓ We consider the ethical, social and environmental impact of our decisions and are committed to continuous whole-board learning to stay current with our global operating environment.
- ✓ We agree to operate to this code of conduct, and to continuously hold ourselves to it, to the best of our ability.

MSIF Trustee Code of Conduct



Approved by the Board, July 2026

3.3.3 Governance and Membership Committee

Purpose

The Board of trustees (the “Board”) of MSIF has established a Committee of the Board known as the Governance and Membership Committee (and referred to as the "Committee" in this document).

The purpose of the Governance and Membership Committee is to provide oversight of the proper governance practices of MSIF and to provide advice and recommendations to the Board as appropriate for their review and consideration.

Additionally, the Committee will develop/maintain guidelines and review applications for membership to MSIF. Upon review, the Committee will submit its recommendation to the MSIF Board for their review and approval.

Reporting

The Governance and Membership Committee reports directly to the MSIF Board.

Committee Structure

The Committee Chair will be proposed by the Board Chair having taken advice from Board members and is appointed by the Board.

The Committee shall comprise between 3 and 7 Board members including the Committee Chair (normally 5) with a quorum being the majority of the Committee.

Committee members are proposed by the Board Chair, in consultation with the Committee Chair, and are appointed by the Board. Committee members are revisited and (re-) appointed every year. Members may serve for as long as they are Board members and there are no separate tenure rules for Committee members.

In addition to the Committee members, the MSIF Chief Executive (CEO) will be an ex-officio member. The Chair of the MSIF Board is welcome to attend all meetings as a non-voting participant. Additionally, on occasion the Committee may invite other parties to attend the meetings, including other members of the MSIF team and/or external parties.

Meetings and Communication

- The Committee shall meet at least once a year, although meetings will normally take place at least four times per calendar year (with additional meetings scheduled if needed).
- There shall be a written record of each meeting, which is to be agreed to /approved by the Committee at a subsequent meeting.
- The quorum for a committee meeting is a simple majority of the Committee, one of whom should be the Chair, or in their absence a member of the Committee appointed by the members to serve as chair on that occasion.
- Decisions will primarily be taken by a majority vote.
- The Committee will report regularly to the Board on the outcomes/recommendations of its meetings.

Conflicts of Interest

As per MSIF’s Managing Conflicts of Interest Policy, item 6.

Procedure for disclosure at meetings:

If an individual is attending an MSIF meeting (including all board, committee meetings or any meeting where a decision is made on behalf of MSIF) and has an actual or potential conflict, at the outset of the meeting the individual shall disclose his or her actual or potential conflict. The individual shall not

participate in any discussion, voting or any other act[10] that would influence the decision-making process within or outside of that meeting. The minutes of that meeting shall reflect the fact that the individual made the disclosure and that he/she/they did not participate in any discussion relating to the topic (unless expressly invited to remain in order to provide information during the discussion only). The individual shall not be counted in the quorum for that part of the meeting and must withdraw from the meeting during any vote on the conflicted matter.

Resources and Training

The Committee shall have access to sufficient resources to carry out its duties, including access to the Secretariat for assistance as required.

Committee members shall be provided with appropriate and timely training, both in the form of a Board induction program for new Board members and on an ongoing basis for all members.

Reporting Procedures

The Committee Chair shall keep the Board informed of the Committee's activity and engage with the Board as appropriate on key decisions.

Committee Roles and responsibilities

The Governance and Membership Committee will liaise with the CEO with regard to legal and regulation matters and with regard to membership applications, the Nominating Committee with regard to Board and Trustee appraisals.

Governance

- The Committee will provide oversight and monitor any relevant governance, legal, or regulatory developments and best practices that may impact MSIF and recommend actions or changes it considers necessary to the Board for their review and approval.
- Review delegations of Authorities: making sure that decision making authority of the Board, the Board Chair, CEO, and the Board Committees is clear and that decisions are being made in a timely/appropriate manner and identify changes as appropriate.
- Develop a CEO annual Appraisal Review Process (which would be undertaken by the Board Chair/Deputy Chair, Treasurer, and the Governance and Membership Committee Chair).
- Develop Board / Board Member Engagement and Assessment process.
- MSIF Trustee Code of Conduct : having set expectations, if Board members are not fulfilling their duties the Committee will raise the matter with the individual Board members and/ or bring the matter to the attention of the Board Chair or, in selected cases, to the Chairs Committee (Board Chair, Deputy Chair, Treasurer and Governance and Membership Committee Chair), with a recommendation on appropriate actions up to and including removal from the Board or Committee.
- Advise on other matters of governance as requested by the Board Chair or the CEO.
- Oversee the implementation of the recommendations approved by the Board linked to Campbell Tickell/Governance Task Group (GTG)
- Review the Governance and Membership Committee Terms of Reference, at a minimum of every 4 years with any amendments needing to be submitted to the Board for approval.

Membership applications and disputes

- The Committee will advise on and contribute to maintaining the relevant parts of the MSIF Membership Guidelines including, but not limited to, the sections on Membership Criteria,

[10] Potentially including the receipt of meeting papers or minutes relating to their interest or further discussions, correspondence or other dealings concerning the matter.

Membership Application Process and Termination of membership, as described in Sections 10-17 of MSIF's Articles of Association (Membership of the Company).

- Monitor and identify what additional resources (staffing/funding) may be needed to accelerate /facilitate the review of applications for MSIF membership and make recommendations to the Board as appropriate.
- Review membership applications and submit its recommendations to the MSIF Board for their review and approval.
- Develop recommendations for the Board, Board Chair and the CEO on the process and communication protocols to follow when responding to any disputes between MSIF and its member organisations.
- Review any disputes between members and MSIF for consideration by the Board

Committee/Board Performance Review

The Committee shall review its own performance, constitution and Terms of Reference to ensure it is operating effectively and recommend any changes it considers necessary to the Board for their review and approval. This will be a light-touch annual review with a more in-depth review scheduled every 4 years.

The Governance and Membership Committee Chair, in conjunction with the Board Chair and the Chair of the Nominating Committee shall perform an annual assessment of the Board in its entirety as well as an assessment of each Board member and submit their report to the MSIF Nominating Committee for their review and consideration when considering the annual Board appointments/elections.

Publication of Terms of Reference

These Terms of Reference shall be included on the Governance section of MSIF's website and made available upon request.

The nature of these Terms of Reference, agreed by the Board of MSIF in its meeting of 21 March 2024, is binding.

3.3.4 Finance, Audit and Risk Committee

1. Introduction

The purpose of the Finance, Audit and Risk Committee is to oversee the effective financial management of MSIF and to provide advice and recommendations to the Board thereon.

2. Role

The Committee:

- Conducts a detailed examination of the three-year rolling budgets and their underlying assumptions - taking into account that the second and third years are always indicative - as presented by the Chief Executive and make recommendations to the Board.
- Ensures the financial costings against agreed long-term plans are correct for appropriate fundraising targets to be developed by the MSIF Fundraising Committee.
- Provides long-term strategic advice to the Board on financial matters as required, in consultation with the Chief Executive and Head of Finance and Resources
- Reviews the effectiveness and operation of the accounting policies, financial management processes and internal controls in place throughout the organisation.
- Reviews and report to the Board the management accounts and monitors cash-flow and budget variances at regular intervals.
- Reviews the draft audited financial statements and related reports and makes recommendations to the Board for their approval and in respect of matters raised in the auditor's management letter.
- Makes recommendations to the Board on the appointment/reappointment of external auditors and considers the audit fee.
- Reviews auditors and considers re-tender every 3-5 years.
- Evaluates the significant financial risks faced by MSIF.
- Ensures there are appropriate financial risk management and risk avoidance measures in place in the organisation.
- Reviews the Risk Register and makes recommendations to the Board.
- Reviews the Reserves Policy and makes recommendations to the Board, when appropriate.
- Reviews the Investment Policy and makes recommendations to the Board.
- Considers and recommends to the Board, when appropriate, the appointment/reappointment of investment managers and related fees; recommend a suitable investment policy to be communicated to the investment managers.
- Reviews the performance of the investment managers and their adherence to the agreed investment policy.
- Considers and proposes amendments to these Terms of Reference at least every four years.

3. Membership

The Committee will comprise a minimum of three and maximum of six members proposed by the Treasurer and approved by the Board. Members will be drawn from the Board and the wider MS community with relevant skills and experience.

In addition, the Chair of the MSIF Fundraising Expert Group, the Chair of the MSIF CEO Expert Group and the MSIF Chief Executive will be ex-officio members. The Director of Finance and Resources and the Head of Fundraising and Engagement will attend the meeting.

Terms of office reflect that of the Board.

The Board will review the performance of the Committee in line with the overall board performance evaluation.

4. Chair role and responsibilities

The MSIF Treasurer will be the Chair of the committee.

The Chair co-develops meeting content/agendas with the Secretariat liaison and CEO/ and leads and facilitates the Committee's meetings.

5. Meetings and communication

The Finance, Audit and Risk Committee will meet at least twice in each calendar year either before or after a meeting of the Board. Additional online meetings will be held at regular intervals.

The Committee will report to the Board on the outcome of its meetings.

There shall be a written record of each meeting, agreed by the Committee at a subsequent meeting.

The quorum for a Committee meeting is a simple majority of the Committee, one of whom should be the Chair, or in their absence a member of the Committee appointed by the meeting to chair on that occasion.

The committee may require other parties to attend its meetings, including members of the MSIF team and the external auditor.

During such meetings, members follow **Section 6** of *MSIF's Managing Conflicts of Interest Policy and Procedure*.

6. Secretariat liaison

A designated member of the MSIF Secretariat provides administrative support to the Group.

Approved by the Board on 4 December 2024 and will be reviewed by December 2028.

3.4 Expert Groups Terms of Reference

3.4.1 CEO Expert Group

1. Introduction

It is essential that member organisation CEOs are informed about, understand, and are committed to MSIF's strategy and programmes. Collaboration amongst, and contributions from, members are crucial for the MSIF movement's success.

Through the CEO Expert Group (the Group), CEOs are consulted on future initiatives and contribute to global decision-making. Through the Group, CEOs also build and strengthen their relationships with other leaders, share knowledge and learn from each other's experiences.

2. Role

The Group:

- Acts as a forum through which CEOs can connect, communicate, and share best practice on issues relevant to their role as leaders of national MS organisations.
- Advises the MSIF CEO and Secretariat on the development and implementation of MSIF policy and practices, strategy, and current and potential MSIF projects and plans.
- Commits member organisation resources to the implementation of projects and programmes that support MSIF in achieving our shared goals.
- Operates as an advisory rather than decision-making body.

3. Membership

The CEO, or equivalent[11], of each MSIF member organisation is automatically a member of the Group.

Group members need to have the means to participate effectively in English, directly or through someone else.

There are no term limits for Group members. Each MSIF member organisation CEO remains a member of the Group for the duration of their term as CEO.

4. Chair election and responsibilities

The Group elects its own Chairn for a three-year term, renewable once. Group members are invited to nominate themselves or another member, with the permission of the person they are nominating. The Group then votes on the nominations.

The Chair co-develops meeting content/agendas with the Secretariat liaison and CEO/other relevant MSIF staff and leads and facilitates the Group's meetings.

5. Meeting and communication

Meetings are held, and communication, predominantly by email, in English (see section 3).

The Group meets once a year in person, usually as part of MSIF's Global Networking Meetings and additionally online to advice on issues as they arise.

During meetings, members follow **Section 6** of *MSIF's Managing Conflicts of Interest Policy and Procedure.*

6. Secretariat liaison

A designated member of the Secretariat provides administrative support to the Group.

Agreed by the Board October 2024 and will be reviewed by October 2028

[11] Other terms for CEO include but are not limited to (Managing/Executive/General) Director and Secretary General. Member organisations without a paid CEO, or equivalent, may nominate their President, Chair(person) or a designated Board member to represent them on the Group.

3.4.2 People with and affected by MS Expert Group (PMS-EG)

1. Introduction

People with and affected by MS are at the heart of the MSIF movement. Through the People with and affected by MS Expert Group (the Group) their voices and lived experiences contribute to global decision-making and driving positive change.

2. Role

The Group:

- Advises the MSIF CEO and Secretariat on key issues relating to the needs and aspirations of people with and affected by MS in relation to the development of MSIF policy and practices, strategy and current and potential MSIF projects and programmes.
- Areas for advice can include any issues, in relation to the operational plan, new or ongoing projects as well as the development of new policies or implementation of existing policies, etc.
- Raises issues of importance to people with and affected by MS with the CEO and Secretariat.
- Supports the Secretariat in identifying people with and affected by MS to serve on MSIF work groups.
- Operates as an advisory rather than decision-making body.

3. Membership

The Chair is a board member, elected by the Annual General Meeting on the recommendation of the Nominating Committee, for a three-year term, renewable once.

All member organisations can nominate one person with or affected by MS to the Group. They should ensure that the person they nominate fulfils an active function in their organisation and either lives with MS or is a caregiver. Group members need to have the means to participate effectively in English.

The aim is for the Group to take into account gender balance and include people with MS with varying levels of disability from member organisations of different sizes and geographies in all world regions. Caregivers should not exceed more than 25% of the Group membership.

A representative with or affected by MS from the Progressive MS Alliance and Patient Reported Outcome Measures project (PROMs) is to be invited to become a member. In the future, representatives from other collaborative projects may be considered.

Member organisations will be requested to review their nominee every three years or to nominate a new person.

4. Chair role and responsibilities

The Chair is a member of the MSIF Board and a member of the MSIF Nominating Committee.

The Chair co-develops meeting content/agendas with the Secretariat liaison and CEO/other relevant MSIF staff and leads and facilitates the Group's meetings.

The Chair can select a Deputy Chair to assist them with the management of the group.

5. Meetings and communication

Meetings are held, and communication, predominantly by email, is in English (see section 3).

The Group meets once a year in person, usually as part of MSIF's Global Networking Meetings and at least once a year online, and more if needed depending on the issues that as issues arise.

During such meetings, members follow **Section 6** of *MSIF's Managing Conflicts of Interest Policy and Procedure*.

6. Secretariat liaison

A designated member of the MSIF Secretariat provides administrative support to the Group.

Agreed by the Board on 4 December 2024 and will be reviewed by December 2028.

3.4.3 Fundraising Expert Group

1. Role & reporting

The Fundraising Expert Group gives advice to the CEO and Secretariat. It is not a decision-making body. Any recommendations will need to be approved by the MSIF executive

The Fundraising Expert Group:

- Provides advice to the CEO and Head of Fundraising & Engagement of MSIF
- In relation to the development and implementation of the strategies to raise funds for the MSIF budget, it supports the CEO and Secretariat in conducting and reviewing consultations and discussions with fundraising leads and the member organisations, as appropriate
- Supports the growing funding base amongst the global membership.

2. Membership

- The Chair of the Fundraising Expert Group, if not a member of The MSIF board of trustees or Financial Risk Committee, will be allowed to attend these meetings, to ensure there is solid and detailed advice and insight available during discussions related to fundraising
- The Fundraising Expert Group is made up of fundraising leads from throughout the movement. This will often be the Heads of Fundraising and/or CEOs
- Given the fundraising expertise and capacity around the movement, it is important that there is representation from all size and types of member organisations
- The Fundraising Expert Group will be able to create sub-groups to look at particular topics (e.g. Cykelnerven, The May 50K, Trust & Foundations, fundraising strategy development etc.), as needed
- MSIF's Head of Fundraising & Engagement will attend the Finance, Audit & Risk Committee
- The Head of Fundraising & Engagement and CEO of MSIF will be responsible for drafting the fundraising strategy, supported by the Fundraising Expert Group. The fundraising strategy will be reviewed by the Financial Risk Committee.

3. Meeting Frequency

The Fundraising Expert Group will meet regularly on a quarterly basis.

4. Chair

The Chair of the Fundraising Committee (Herbert Temmes) will Chair the Fundraising Expert.

Agreed by the Board on 4 December 2024 and will be reviewed by December 2028.

3.4.4 International Medical & Scientific Expert Group (IMSEG)

1. Introduction

The primary purpose of the IMSEG is to provide MSIF with independent, expert scientific and clinical advice relating to its activities in research and access to MS healthcare. Members of the IMSEG also build and strengthen their relationships with other international research and clinical leaders in MS, share knowledge, and learn from each other's expertise and experience.

2. Role

The IMSEG (including its Chair, Deputy Chair and Executive Committee):

- Acts as a forum through which researchers and clinicians can connect, discuss, and share best practice on the latest global scientific and clinical issues in MS, and the implementation of MS healthcare in different settings across the world.
- Connects MSIF with other relevant international bodies (such as the WHO, regional TRIMS and neurological academies, the International Clinical Trials Advisory Committee, and others).
- Provides advice and recommendations to the MSIF CEO and Secretariat on the development and implementation of MSIF activities relating to its current and future work in global research and access to MS healthcare and information, including:
    - Co-developing global guidelines when needed (e.g. COVID-19 and MS).
    - Reviewing public-facing scientific information for relevance and accuracy.
    - Advising on evidence needs and providing country-level data for the Atlas of MS.
    - Contributing to MSIF's 5-year strategy.
- Operates as an advisory rather than decision-making body. The IMSEG does not make binding decisions on behalf of MSIF.
- Whilst the IMSEG does not have lived experience members, it works in partnership with them for relevant activities (e.g. developing global scientific guidelines, reviewing fellowship applications). Depending on the activity, this will happen through involving members of PAMSEG (People Affcted by MS Expert Group) on an ad-hoc basis, or through a call for nominations for lay members to join a Grants Panel.

3. Membership

a. Member organisation scientific and clinical representatives

- MSIF member organisations are eligible to nominate up to two IMSEG scientific or clinical members. It is preferable that one of these two members is the Chair of the national MS organisation's medical and scientific board, or equivalent. In countries where there is more than one member organisation, the organisations will be asked to jointly nominate up to two IMSEG members.
- Each member organisation with an active research programme may additionally nominate one senior research staff member to the IMSEG (i.e. they have three representatives in total).
- There are no term limits. MSIF member organisations are asked on a yearly basis whether they wish to retain or replace their IMSEG representatives.

b. Co-opted members

- Additional MS experts may be co-opted for specific purposes on a time-limited basis by the IMSEG Chair, in consultation with the MSIF CEO.

c. Resignation and removal

- Any IMSEG member may step down at any time by notifying the Secretariat in writing.
- The IMSEG Executive Committee may recommend the removal of a member who is unable to fulfil their responsibilities, subject to approval by the MSIF CEO and Chair.

4. Chair and Deputy Chair

The term of office for the IMSEG Chair and Deputy Chair is three years, renewable once. The Chair and Deputy Chair will be invited to remain on IMSEG for one year following their terms of office as past-Chairs, to ensure continuity of leadership.

The Chair and Deputy Chair:

- Meet virtually with the Secretariat every 1-2 months, to discuss MSIF's current research and access activities, and provide detailed advice where needed.
- Help assess the feasibility of, inform and/or advise on MSIF involvement in and support for relevant and appropriate international research projects.
- Co-develop IMSEG meeting content (together with the Secretariat) and chair the IMSEG meetings.
- Work with the Secretariat to select and invite appropriate contributors from amongst the IMSEG to represent MSIF in international initiatives, such as the Progressive MS Alliance.
- Represent MSIF and the IMSEG within other global initiatives, such as the International Clinical Trials Advisory Committee and scientific steering committees of global conferences and meetings.
- May be invited to speak to the MSIF Board or CEO Expert Group on relevant issues.
- Will report at least twice a year to the MSIF Board, via the CEO, about the activities of the IMSEG.
- Together with the Secretariat, produce an annual report for the members of the IMSEG on the year's research and access activities. This will also be shared with the MSIF Board.

Appointment process:

- An open call for candidates is launched, with applicants asked to write an expression of interest letter. Current members of the IMSEG are encouraged to apply, but applicants can also come from outside of the IMSEG.
- An appointments panel comprising the MSIF Chair, CEO, current IMSEG Chair and two additional Board members (at least one who is a person with or affected by MS) will review the nominations according to predetermined criteria and appoint the new Chair and Deputy Chair.

5. IMSEG Executive Committee

The IMSEG Executive Committee will comprise a maximum of 15 members. The Presidents of ECTRIMS, ACTRIMS, LACTRIMS, MENACTRIMS, PACTRIMS, and RIMS will be offered a place on the Executive Committee, for as long as they hold the Presidency of their relevant organisation[12]. At least half of the members should be selected from the IMSEG. Additional members can be co-opted based on specific areas of expertise. IMSEG Executive Committee membership (excluding the TRIMS Presidents) will be on a staggered rotation of up to two three-year terms.

The role of the Executive Committee is to:

- Consider and endorse new member nominations to the IMSEG.
- Lead on evaluation, awarding and monitoring of the annual McDonald Fellowships and biennial Charcot Award.

6. Meetings and communication

Meetings are held virtually, approximately four times per year. One of these meetings is designated the Annual Meeting of the IMSEG where the full group is expected to attend online. The other meetings are likely to be on specific topics and are optional based on need/interest. MSIF does not cover costs for in-person attendance; all meetings are designed to be fully accessible online.

The IMSEG operates by consensus. A minimum of one-third (33%) of members must be present at meetings for recommendations to be recorded. If a quorum is not met, the Secretariat may circulate recommendations for written agreement afterwards. During meetings, members follow **Section 6** of *MSIF's Managing Conflicts of Interest Policy and Procedure.*

[12] Presidents of Regional TRIMS that may be established in future will also be invited to be part of the Executive Committee.

Communication with the Group is predominantly by email. All communications are in English.

7. Secretariat liaison

A designated member of the Secretariat provides administrative support to the IMSEG.

Amended and agreed by the Board on 17 October 2025 and will be reviewed by 2029.

Amended to reflect the Board approval to update the Committee Terms of Reference (March 2021) following the change of the Trustees length of term approved by the Council in July 2021 (Art. 62 & 66), December 2021

Amended and approved by the Board, 3 April 2020