

ARTICLES OF ASSOCIATION

I — NAME, LEGAL FORM, PURPOSE, ACTIVITIES AND REGISTERED OFFICE

Article 1 Name and Legal form

1.1 An international non-profit association with the name of “Fédération Internationale des Podologues (FIP) - International Federation of Podiatrists (FIP)” (“FIP”) was established under the French Act of 1 July 1901 and the French Decree of 16 August 1901 (as amended).

1.2 The full and abbreviated names of the association may be used separately.

Article 2 Purpose and Activities

2.1 The purpose of FIP is to be the leading, authoritative voice for podiatry worldwide for the benefit of those with foot and ankle ailments.

2.2 To accomplish this purpose, the activities of FIP, without limitation, are:

- (a) to influence national and international health policy, with particular emphasis on the development and organisation of health systems and the recognition of podiatry as a specialty healthcare profession worldwide;
- (b) to ensure that podiatrists can acquire the knowledge, skills and competencies required and can practice their profession legally anywhere in the world;
- (c) to create global awareness about podiatry by disseminating publications, developing position statements and conducting global awareness campaigns;
- (d) to facilitate the formation and development of podiatry associations and exchanges between member associations;
- (e) to establish and improve international standards of podiatric education, training and practice;
- (f) to establish and nurture formal relationships and strategic alliances with international healthcare and other relevant organisations to raise the profile of podiatry;
- (g) to organise and assist in the organisation of podiatry congresses and events;
- (h) to advocate for podiatry with political and health authorities;

- (i) to create awareness and promote podiatry with the public;
- (j) to conduct economic and other activities that complement and help to achieve FIP's purpose.

2.3 FIP may use any lawful means and take all measures it considers necessary or useful to achieve its purpose in the broadest sense.

Article 3 Registered office

3.1 The registered office of FIP is located at 57 Rue Eugene Carrière, 750111 Paris, France. The Board may decide to move the registered office to any other location in France.

3.2 The Board may decide to establish one or more branch offices of FIP in France or abroad.

3.3 Decisions to move the registered office or to open a branch office must be published under the French statutory requirements.

II — MEMBERSHIP

Article 4 Member categories

4.1 FIP has the following membership categories: Association Members, Individual Members and Institutional Partners.

4.2 Association Members are Full Members and Provisional Members.

4.3 Individual Members are Honorary Past-Presidents and Honorary Members.

4.4 Institutional Partners are Affiliated Partners and Corporate Partners.

Article 5 Association Members: Full Members and Provisional Members

5.1 A Full Member is a national, professional association of podiatrists, registered or established under its national law, that meets the following criteria:

- (a) The national government recognises podiatry as a healthcare profession.
- (b) The profession is regulated by designated titles such as podiatry, podiatrist and podiatric medicine, protected by law. Professionals must be registered and licensed to use them.

- (c) Education is at minimum a bachelor's degree in podiatry or an internationally recognised equivalent. The curriculum must meet the minimum knowledge, skills and competencies required to practice the profession.
- (d) Podiatry is clinically standardised and governed, evidence-based and adopts a code of conduct that specifies its deontology and ethical standards of practice.

5.2 A Full Member or Provisional Member on 31 December 2021 that does not meet all the criteria under Article 5.1 must demonstrate its efforts to meet the criteria at every yearly meeting of the General Assembly.

5.3 The General Assembly decides on whether to admit and end the membership of a national, professional association of podiatrists as a Full Member.

5.4 The Board may admit a national, professional association of podiatrists as a Provisional Member before the General Assembly may admit it as a Full Member at the beginning of the meeting of the General Assembly at which it is admitted as a Full Member.

5.5 A candidate Provisional Member must apply in writing to the Board as defined in the Standing Operating Procedures. The Board must promptly invite every Full Member to recommend to the Board in writing within 2 months whether the candidate should be admitted as a Provisional Member. The Board then decides whether to admit the candidate as a Provisional Member.

5.6 A Provisional Member that does not meet the criteria for Full Membership under Article 5.1 cannot be admitted as a Full Member. The Board may decide that the Provisional Member remains a Provisional Member if the Board believes it demonstrates sufficient effort to meet the criteria for Full Membership.

5.7 A Full Member in good standing, as defined under Article 12.1, is entitled to attend and vote at the General Assembly as defined under Article 12 "Voting rights at a meeting of the General Assembly", and is also entitled to other advantages that the General Assembly may decide to grant from time to time.

5.8 A Provisional Member in good standing on the Registration Date is entitled to attend the General Assembly as an observer with neither right of vote nor voice.

Article 6 Individual Members: Honorary Past-Presidents and Honorary Members

6.1 Honorary Past-Presidents are former Presidents of FIP who have served FIP with distinction and sustained commitment.

6.2 Except for the circumstances under Article 12.11, Honorary Past-Presidents are entitled to attend the General Assembly as observers with neither right of vote nor voice.

6.3 Honorary Members are persons who have made a significant contribution to FIP or podiatry. They have no voting rights but are entitled to attend the General Assembly as observers with neither right of vote nor voice.

6.4 The Board admits a person as an Honorary President or Honorary Member.

6.5 The Board decides on whether to admit a person as an Individual Member. The Board does not have to justify its decision.

Article 7 Institutional Members: Affiliated Partners and Corporate Partners

7.1 Affiliated Partners are organisations and Corporate Partners are companies with an interest in podiatry. The Board decides whether to admit an organisation or a company as an Affiliated Partner or a Corporate Partner, respectively. The Board does not have to motivate its decision.

7.2 Affiliated Partners and Corporate Partners have the rights and obligations that the Board may decide as stated in the Standing Operating Procedures. They have no voting right, are not entitled to attend the General Assembly and are not eligible for a governing position in FIP.

Article 8 The International Association of Individual Podiatrists

8.1 The International Association of Individual Podiatrists ("IAIP") is a group of podiatrists in FIP who:

- (a) have a minimum of a bachelor's degree in podiatry or an internationally recognised equivalent of which the curriculum meets the minimum knowledge, skills and competencies required to practice the profession;
- (b) practice in a country where no national podiatry association exists; and
- (c) are not an individual member of a Full or Provisional Member.

8.2 Members of the IAIP commit to working towards the fulfilment of the conditions under Articles 5.1 (a), (b) and (d) in the country in which they practise.

8.3 The Board decides on whether to admit a podiatrist as defined under Article 8.1 as a member of the IAIP.

8.4 With the Board's approval, a member of the IAIP is entitled to remain a member for as long as the criteria under Article 8.1 apply.

Article 9 Membership fees

9.1 The General Assembly determines the annual membership fees, following a proposal by the Board.

9.2 Members pay their membership fee according to the process outlined in the Standing Operating Procedures.

Article 10 Termination of membership

10.1 A member may resign at any time by notifying the Board in writing. A resigning member must honour all financial obligations up to the date of termination.

10.2 The General Assembly may, upon Board recommendation, end the membership of any member at any time, subject to a right of recourse before the General Assembly. A Full Member who is not in good standing at the end of a biennium, as defined in Article 13.1, ceases to be a member, without a right of recourse.

10.3 The Board may end the membership of any member except a Full Member at any time, subject to a right of recourse before the General Assembly.

III — GENERAL ASSEMBLY

Article 11 Powers of the General Assembly

11.1 The General Assembly is the overall governing body of FIP.

11.2 The General Assembly has the following exclusive powers:

- (a) to admit and end the membership of the Full Members;
- (b) to elect the President-Elect, Treasurer, Secretary-General and Vice-President;
- (c) to elect the members of the Nominating Committee;
- (d) except under the circumstances stated in Article 18 "Vacancies", to elect, dismiss and grant discharge to the members of the Board;

- (e) to create committees accountable to the General Assembly;
- (f) to change the Articles of Association;
- (g) to approve the budget and annual accounts.

11.3 Powers not assigned to the General Assembly are powers of the Board.

Article 12 Composition of the General Assembly

12.1 The General Assembly is composed of the representatives of the Full Members in good standing on the Registration Date and the representative of the IAIP (the "Delegates"). The "Registration Date" is 30 days before a meeting of the General Assembly. "In good standing" means having paid all membership fees, and, if applicable, any administration and collection costs.

12.2 Each Full Member and the IAIP are entitled to 1 Delegate, whom they appoint from among their individual members.

12.3 Only the Delegates are allowed to have a voice and vote at a meeting of the General Assembly.

12.4 The Board may allow additional observers to attend a meeting of the General Assembly, without voting rights. The Board decides whether an additional observer has the right of voice.

Article 13 Voting at a meeting of the General Assembly

13.1 A Delegate has 1 vote. The Delegates present at the meeting are allowed to cast their vote. A Delegate is considered present when participating in person or represented by a written proxy to another Delegate. A Delegate is allowed to hold one proxy.

13.2 Voting is conducted by a blinded ballot: the voting system may disclose whether but not how a Delegate voted.

13.3 Delegates vote in favour or against resolutions. Abstentions to vote are regarded as votes not cast. In case of a tie vote, the President, or if absent, the President-Elect, casts the deciding vote.

13.4 Resolutions of the General Assembly need a quorum of one-third of the Delegate votes. The fulfilment of the quorum is determined at the beginning of every meeting of the General Assembly. A resolution of the General Assembly is adopted

when more votes are cast in favour than against. In case of a tie vote, the Presiding Officer casts the deciding vote.

13.5 A resolution to change the Articles of Association needs a quorum of half of the Delegate votes. The fulfilment of this quorum is determined immediately before the resolution is voted. A change of the Articles of Association is approved when at least two-thirds of the votes cast are in favour.

13.6 A resolution to change the Articles of Association must be proposed either by the Board or one or more Delegates.

13.7 A resolution to dissolve and liquidate FIP as mentioned under Article 30 needs a special quorum of at least four-fifths of the Delegate votes and is approved when more than four-fifths of the votes cast are in favour. All Past-Presidents must also be invited to such a meeting and given the right of voice.

Article 14 Frequency, Notice and Minutes of a meeting of the General Assembly

14.1 Preferably during the first semester of every calendar year, FIP must hold a General Assembly meeting.

14.2 If FIP is unable to hold a General Assembly meeting during the first semester of the calendar year, the General Assembly must meet by postal vote before 1 July to approve the annual accounts and the budget, and conduct the elections.

14.3 By the French government Order No. 2020-321 of 25 March 2020, a General Assembly meeting may be held as a remote meeting using a telephone or video conferencing tool if the meeting allows to identify the Delegates, transmit at least the voice of the participants and the continuous and simultaneous proceedings.

14.4 The Board must call an Extraordinary General Assembly meeting if at least 25% of the Full Members in good standing ask for such a meeting or when the Board is obliged to do so by law. In addition, the Board may call an Extraordinary General Assembly meeting whenever the Board considers it desirable.

14.5 The Board must give notice of a meeting of the General Assembly or an Extraordinary General Assembly at least 60 days before the meeting. It must include the meeting place, date, time, and provisional agenda and be sent to all Full Members, Provisional Members, Life Members, Honorary Presidents, and Honorary Members.

14.6 A Full Member is entitled to suggest changes to the provisional agenda up to 45 days before the date of the meeting.

14.7 The Board sets and communicates the final agenda to all Full Members, Provisional Members, Honorary Presidents and Honorary Members no later than 30 days before the meeting.

14.8 The General Assembly may only vote on resolutions regarding the items on the final agenda. The Board may add items to the final agenda until 10 days before the meeting of the General Assembly.

14.9 The President and at least one other member of the Board must sign the minutes of the resolutions of the General Assembly and the Extraordinary General Assembly. These minutes must be kept in a register at the registered office or online. A copy of the minutes of the General Assembly meetings must be sent to all Delegates and all Full Members, who are entitled to consult the minutes at any time.

IV — BOARD

Article 15 Responsibilities and composition of the Board

15.1 The Board is the governing body of FIP. The Board has the authority to decide and act for FIP in all matters except for those exclusively reserved for the General Assembly, by law or by the Articles of Association.

15.2 The Board considers and analyses all matters relating to the policy of FIP, and takes all actions it considers necessary to fulfil the mission and purpose of FIP.

15.3 The Board is composed of 5 Directors:

- (a) the President;
- (b) the President-Elect;
- (c) the Secretary-General;
- (d) the Treasurer; and
- (e) the Vice-President.

15.4 The President and the President-Elect must be podiatrists.

15.5 At least half of the Directors must be podiatrists.

15.6 Not more than two members of the Board can be members of the same Full Member.

15.7 The President and the President-Elect cannot be members of the same Member Association.

15.8 The Treasurer, who is appointed to assist the Board on all FIP's financial and accounting matters, is preferably qualified in accounting and has financial skills and experience.

Article 16 Nominations

16.1 The Nominating Committee is accountable to the General Assembly.

16.2 The Nominating Committee is composed of four members:

- (a) the President-Elect;
- (b) the Immediate Past-President;
- (c) a former Board member, preferably whose term ended in the previous term of office; and
- (d) a representative of a Full Member who is not a Board member.

16.3 The President-Elect serves ex officio and chairs the Nominating Committee. The Immediate Past-President serves ex officio. The General Assembly elects the other members.

16.4 The role of the Nominating Committee is to select and propose the nominees to the General Assembly for the Board and the members of the next Nominating Committee.

16.5 The Board is authorised to define in the Standing Operating Procedures the qualifications that every nominee must meet as a member of the Board, Nominating Committee and other committees.

16.6 The Nominating Committee must nominate the candidates who meet the qualifications.

Article 17 Term of office of the members of the Board and of the members of the Nominating Committee

17.1 The term of office of both a member of the Board and a member of the Nominating Committee is a biennium: a period of approximately two years that starts at the end of a General Assembly meeting and finishes at the end of the General Assembly meeting approximately two years later.

17.2 A candidate for election to the Board or the Nominating Committee must be proposed by a Full Member. The nomination and election processes are described in the Standing Operating Procedures.

17.3 The Vice-President and the members of the Nominating Committee are elected at the same time as the President-Elect. The Secretary-General and the Treasurer are elected in alternate years.

17.4 Only the Secretary-General, the Treasurer and the Vice-President are eligible to be re-elected for one or more consecutive terms in the same position.

17.5 A member of the Nominating Committee is not eligible to be nominated for re-election or for election as a member of the Board.

17.6 The President-Elect becomes the President automatically when the term of the current President ends or, in the event of a vacancy, as provided in Article 18 "Vacancies".

17.7 Both a member of the Board and a member of the Nominating Committee may resign at any time by giving written notice to the President at the registered office. The President may resign by giving written notice to the President-Elect at the registered office.

17.8 The General Assembly is authorised to dismiss both a member of the Board and the Nominating Committee at any time.

17.9 If members of the Board are not elected at a meeting of the General Assembly, elections must take place as soon as possible at a General Assembly or Extraordinary General Assembly. [The current members of the Board or the members of the Nominating Committee must continue to serve until their successors are elected.](#)

17.10 The President acts in concert with and supported by the Board. The President articulates the positions and policies of FIP and is empowered to represent FIP in accordance with Article 27: "Representation". The President must seek advice from and report to the Board regularly.

17.11 The Board may entrust a specific responsibility to one or more members of the Board on a non-exclusive basis and under the collective responsibility of the Board.

Article 18 Vacancies

18.1 If the President is unable to act, the President-Elect assumes the presidential functions until the President can act again. If the position of President becomes vacant, the President-Elect takes on the functions of the President to complete the remaining term of office and then acts as President for a full term.

18.2 If a position in the Board other than the President or a position in the Nominating Committee other than the President-Elect becomes vacant, the Board must designate a member of the Board to assume its function until the General Assembly appoints a new member to fill the vacancy for the remaining term of office.

18.3 Temporary vacancies in the Board or the Nominating Committee do not prevent the Board or the Nominating Committee from functioning if it is composed of at least two thirds of its members.

Article 19 Resolutions of the Board

19.1 At least two-thirds of the members of the Board must be present to constitute a quorum. A member is considered present when participating in person, by telephone, video conference or any other means that allows for interactive debate, or when represented by proxy. A member can hold one proxy.

19.2 Board members vote in favour or against resolutions. Abstention to vote is regarded as votes not cast. In case of a tie vote, the President, or if absent, the President-Elect, casts the deciding vote.

19.3 A resolution of the Board is adopted if a majority of the members of the Board who are present vote in favour. A resolution to change the Standing Operating Procedures is approved if two-thirds of the members of the Board who are present vote in favour.

19.4 Except in a conflict of interest, the Chief Executive Officer is entitled to attend all meetings and deliberations of the Board as an observer, with the right of voice but without voting rights. The Chief Executive Officer must receive all notices, documentation and minutes relating to the Board meetings.

19.5 If it is not possible or practical to have the Board meeting in person or even by electronic means, the Board is allowed to conduct its business by each member of the Board signing a unanimous written consent resolution, according to the procedure defined in the Standing Operating Procedures. A unanimous written consent resolution is considered the same as a unanimous vote.

19.6 Quorum and majority requirements applying to a Board meeting also apply mutatis mutandis to a Board meeting by postal vote.

Article 20 Frequency, Notice and Minutes of a meeting of the Board

20.1 The Board must meet at least twice per calendar year.

20.2 Notice of a meeting of the Board must be given in writing to all members of the Board and the Chief Executive Officer at least one week before the meeting and must include the meeting place, date, time of the meeting and the provisional agenda.

20.3 Decisions of the Board may be taken by postal or electronic vote, according to the Standing Operating Procedures procedures.

20.4 The Board must make the minutes of its decisions available to the Full Members within 60 days for their information and comments. Any comments must be submitted to the President within 30 days. The President must respond to reactions received from the Full Members.

20.5 All Board minutes must be kept in a special register at the Registered Office or online and may be consulted by the Full Members at any time.

V — CHIEF EXECUTIVE OFFICER

Article 21 Chief Executive Officer

21.1 The Board, at its discretion, appoints and may dismiss the Chief Executive Officer at any time. The Chief Executive Officer is accountable to the Board.

21.2 The Chief Executive Officer decides on all matters of daily management, i.e. matters which are regularly recurring and are not exceptional because of their nature, significance or size, as well as any matters which, because of their urgency, the Board cannot handle promptly.

21.3 The Board may determine, expand, limit or further describe the duties and power of the Chief Executive Officer. The Board may authorise the Chief Executive Officer to delegate any duty or power to one or more staff members or other persons. Delegation does not restrict or limit the power and authority of the Board; it maintains the authority to act in all matters entrusted to the Chief Executive Officer.

VI — BUDGETS AND ACCOUNTS

Article 22 Finances

22.1 The Treasurer assists the Board in keeping the accounts and finances of FIP in accordance with the legal requirements.

22.2 FIP's financial year is the calendar year.

22.3 Each year, the Board must prepare financial documents which include the annual accounts of the previous financial year, the annual budget for the following financial year, and any other documents or filings required by law. In addition, the Board may prepare budgets and accounts that cover a biennium.

22.4 The Board must submit the accounts and budgets for approval to the General Assembly at its next meeting or by postal vote.

22.5 The financial documents must be sent to the Delegates and all Full and Provisional Members at least 30 days before the meeting called to approve them.

22.6 The members of the Board, the Delegates and the members of the committees are unremunerated governance volunteers.

Article 23 Audit and the Budget and Finance Committee

23.1 An auditor, who must be a member of an Institute of Company Auditors in France or abroad, must audit the annual accounts of FIP before they are submitted to the General Assembly.

23.2 The Board, at its first or second meeting after a General Assembly meeting, must set up a Budget and Finance Committee, composed of 4 persons:

- (a) the Treasurer;
- (b) a member of the Board;
- (c) a person preferably qualified in accounting and with financial skills and experience;
- (d) a member of a Full Member.

23.3 The Treasurer chairs the Budget and Finance Committee.

23.4 All members of the Budget and Finance Committee hold office for a biennium, as defined under Article 17.1. Their appointment may be renewed for one or more terms of office.

23.5 The role of the Budget and Finance Committee is:

- (a) to assist the auditor;
- (b) to follow up closely the finances and accounting processes of FIP;
- (c) to develop financial policy;

- (d) to assist the Board in addressing and acting upon any comments, recommendations and opinions of the auditor concerning FIP's accounts and financial statements;
- (e) to provide the Board with recommendations on the accounting processes of FIP in response to the auditor's findings;
- (f) to identify strategic, financial and operational risks; evaluate and manage these risks;
- (g) to prepare the annual budget; and
- (h) to report regularly to the Board.

23.6 The Budget and Finance Committee may revise its terms of reference, subject to Board approval.

VII — COMMITTEES AND SECRETARY TO THE GOVERNING BODIES

Article 24 Committees

The Board may create committees operating as defined in the Standing Operating Procedures.

Article 25 Secretary to the Governing Bodies

The Secretary-General acts as Secretary to the General Assembly, the Board and the Nominating Committee (the "Governing Bodies"). The Secretary assists in the conduct of the meetings of the Governing bodies and prepares, disseminates and keeps their minutes.

VIII — STANDING OPERATING PROCEDURES

Article 26 Standing Operating Procedures

26.1 The Board may adopt internal working rules and policies called Standing Operating Procedures to implement the Articles of Association and regulate the daily operations of FIP.

26.2 The Board may create, change or repeal the Standing Operating Procedures.

26.3 If there is a conflict between the Standing Operating Procedures and the Articles of Association, the Articles of Association prevail.

IX — REPRESENTATION OF FIP

Article 27 Representation

27.1 Any two Board members acting jointly may validly represent FIP towards third parties and in legal proceedings.

27.2 The Board may delegate, in writing, specific powers of representation to a member of the Board, the Chief Executive Officer or another person.

27.3 Both the President and the Chief Executive Officer, acting alone, may validly represent FIP concerning all matters of daily management, as defined under Article 21.2.

X — LANGUAGE

Article 28 Official and working languages

The official language of FIP is French and the working language is English exclusively.

Article 29 Language versions

These Articles of Association are made in English and French. If there is a discrepancy between the two language versions, the English version prevails.

XI — DISSOLUTION AND LIQUIDATION

Article 30 If the General Assembly decides to dissolve and liquidate FIP, it must appoint one or more liquidators and determine their powers. The General Assembly must also decide on the allocation of the net assets of FIP to ensure that it relates to the goals of FIP as mentioned under Article 2: "Purpose and Activities". The allocation must be for a charity goal as determined by the French Act of 1 July 1901 and the French Decree of 16 August 1901 (as amended).

XII — TRANSITIONAL PROVISION

Article 31 Life Members on 1 January 2022 are Honorary Members.

XIII — FINAL PROVISION

Article 32 The French Act of 1 July 1901 and the French Decree of 16 August 1901 (as amended) govern any matter which is not covered by the Articles of Association or the Standing Operating Procedures.

END