

European Headache Federation

Clarifications to Bye-laws with regard to Appointment and Rotation of Members of the Board (pursuant to Articles 16, 19 and 20 of the Articles of Association)

1. Constitution of the Board

1.1 The Board, when complete, consists of:

- 1.1.1 Officers, including a President, a President-Elect or First Vice-President, a Second Vice-President, a Secretary, a Treasurer and, if the Board so decide (but not otherwise), the Immediate-Past President; and
- 1.1.2 other members appointed by the Members of the Federation or by the Board in accordance with the following bye-laws.

1.2 There is currently no maximum number of the members of the Board, but:

- 1.2.1 the Members of the Federation in a General Meeting may, if called upon to do so, decide a maximum.

1.3 The minimum number of the members of the Board is currently three, but:

- 1.3.1 the Members of the Federation in a General Meeting may, if called upon to do so, decide a different minimum.

2 Appointment of Officers and members of the Board

2.1 Officers and members of the Board are appointed by:

- 2.1.1 election by the Members of the Federation at a General Meeting under bye-law 3; or
- 2.1.2 appointment by the Members of the Federation in General Meeting under bye-laws 4.3 or 4.4; or
- 2.1.3 appointment following a Resolution by the members of the Board under bye-law 4.1;
- 2.1.4 co-option following a Resolution by the members of the Board under bye-law 4.2.

3 Election

3.1 Elections to the Board are held at every second Annual General Meeting (referred to below as a Relevant Annual General Meeting).

3.2 Only Members may vote in elections (for the avoidance of doubt, Officers and members of the Board are not *ex officio* entitled to vote);

3.3 In order to be eligible for election to the Board at a Relevant Annual General Meeting, a person must:

- 3.3.1 be a member of the Board retiring at the meeting in accordance with bye-law 6.1; or
- 3.3.2 recommended by the Board for election; or
- 3.3.3 be proposed for election, either to a particular Office or as member of the Board, by notice in writing signed by two Members of the Federation; the notice must be submitted to the registered office of the Federation not **less than fourteen or more than forty two days** before the date of the meeting, and must be accompanied by notice in writing signed by that person of his or her willingness to be elected.

3.4 An eligible candidate standing uncontested for election to any particular Office or as member of the Board will be deemed elected without a vote being taken.

3.5 When there are two or more eligible candidates standing for election to any particular Office:

3.5.1 a vote will be taken in respect of each Office;

3.5.2 a candidate receiving a clear majority of votes will be duly elected;

3.6 Should no candidate in a contested election for a particular Office receive a clear majority of votes, the Office will remain vacant until either:

3.6.1.1 a new election is called at a General Meeting; or

3.6.1.2 an appointment is made by the Board under bye-law 4.1.

3.7 When the number of eligible candidates standing for election as members of the Board is greater than the number of vacancies:

3.7.1 a vote will be taken among them;

3.7.2 each Member will have as many votes as there are vacancies, and may cast no more than one vote for any candidate;

3.7.3 the candidates receiving most votes, whether or not a majority, will be duly elected.

4 Appointed and co-opted members

4.1 The Board may appoint any person to an Office, excepting that of President, becoming vacant or remaining vacant following a hung election.

4.2 The Board may any time to appoint (co-opt) any person to be a member of the Board, either to fill a casual vacancy or as an addition to the existing members of the Board, provided that the total number of members of the Board does not exceed any maximum number fixed in accordance with bye-law 1.2.1.

4.3 The Members of the Federation in a General Meeting may at any time appoint any person to be a member of the Board, either to fill a casual vacancy or as an addition to the existing members of the Board.

4.4 In the circumstances of bye-laws 7.1 or 7.2, the Members of the Federation in a General Meeting may appoint another person in place of any Officer or member of the Board who has been removed or is disqualified.

5 Term of Office

5.1 The Term of Office is:

5.1.1 in the case of Officers or members elected under bye-laws 3.4, 3.5 or 3.7, the period of approximately two years until the next Relevant Annual General Meeting;

5.1.2 in the case of Officers appointed or elected under bye-law 3.6, or of Officers or members appointed or co-opted under bye-law 4, whatever period remains until the next Relevant Annual General Meeting.

6 Rotation of Officers and members of the Board

6.1 At each Relevant Annual General Meeting, all Officers and members of the Board retire from office.

6.2 A retiring Officer or member of the Board is eligible for re-election at a Relevant Annual General Meeting subject to the following rules:

- 6.2.1 the President, if willing and if the Board so decide, will be automatically elected to the Office of Immediate-Past President, but any person who has at any time held the Office of President, whether or not serving as Immediate-Past President, shall not subsequently be permitted to hold any other Office or serve as member of the Board;
- 6.2.2 the First Vice-President, if willing, will be automatically elected to the Office of President;
- 6.2.3 should the First Vice-President be unwilling or unable to serve as President, any other eligible person, including any other Officer or member of the Board, may be elected by the Members of the Federation to this Office;
- 6.2.4 the Second Vice-President is eligible for re-election, but not automatically elected, to the Office of First Vice-President; the Second Vice-President is also eligible for re-election to the Offices of Secretary or Treasurer or as a member of the Board, or, in the circumstances of bye-law 6.2.3, to the Office of President;
- 6.2.5 notwithstanding the provisions of Article 19.6, the Secretary is eligible for re-election to the Office of Secretary for a maximum of two consecutive Terms of Office and is then eligible for re-election only to the Office of First Vice-President and not to any other Office or as member of the Board;
- 6.2.6 notwithstanding the provisions of Article 19.6, the Treasurer is eligible for re-election to the Office of Treasurer for a maximum of two consecutive Terms of Office and is then eligible for re-election only to the Office of First Vice-President and not to any other Office or as member of the Board;
- 6.2.7 notwithstanding any provisions to the contrary in Articles 16, 19 or 20, no person may serve more than three consecutive Terms of Office as member of the Board or Officer unless elected to the Office of First Vice-President (in which case the maximum number of consecutive Terms of Office that may be served is six).

7 Removal from Office

- 7.1 The Members of the Federation in a General Meeting may remove any Officer or member of the Board before the expiration of his or her Term of Office under the provisions of Article 19.10 of the Articles of Association.
- 7.2 An Officer or member of the Board will be disqualified from office for any reason set out in Article 20 of the Articles of Association.

8 Amendments

- 8.1 These bye-laws may be amended by the Members of the Federation in a General Meeting only to the extent that is permitted by the Memorandum and Articles of Association.

July 18; 2014