



International Federation of Aromatherapists

ANNUAL GENERAL MEETING MINUTES

Date:	Saturday 28 th April 2018
Time:	11:00am – 14.05pm
Place:	IFA Head Office, 146 South Ealing Road, Ealing, London, W5 4QJ

Chaired by	Colleen O'Flaherty-Hilder
Trustees Present:	Napalai Cain, Clare Ella, Colleen O'Flaherty-Hilder, Andrea Hood, Susan Mumford, Diane Savage and Marie Wayte.
Attendees	Quorum of at least twenty members present

Item	DESCRIPTION
1	Welcome address by the Chair The Chair welcomed everyone and gave a brief outline of the IFA's work, explaining the IFA's response to the questionnaire circulated to all CAM charities to determine whether complementary therapies were of benefit to the public. She explained how it has made the IFA look more closely at all that we do to raise the profile of the benefits of Aromatherapy and the need to become known for the go-to place for informed and impartial information on Aromatherapy.
2	Apologies Apologies had been received from: Yaneth Carpenter, Patricia Cox, Alexandra Dart, Helen Desmond, Emma Farrier Case, Jennifer Greenwood, Stephanie Hynard, Jane Hickson, Patricia Hohmann -Barker, Raksha Kerai, Rochelle Lewis, Zbigniew Lis, Marion Mansfield, Caroline Mayhew, Sarah Mcleod, Mike Medlock, Nana Mensah, Catherine Milne, Anne Murray, Janet O'Connell, Vicki Pitman, Caroline Riley, Rachel Salter, Valerie Smith, Elizabeth Thompson, Susan Traynor, Artemis Xanthopoulou
3	Confirm and approve minutes of previous Annual General Meeting The draft minutes of the 29th April 2017 had been sent to members in advance of this meeting and printed copies were provided at the AGM. As no questions were raised or amendments requested, Colleen O'Flaherty-Hilder (Chair) proposed and Marie Wayte (Vice Chair) seconded the acceptance of the minutes as a true record of the 2017 AGM, and the motion was approved unanimously.
4	Annual Reports and Accounts The Annual Report and Accounts for 2017 were read out provided to members.
a.	Annual report Colleen O'Flaherty-Hilder (Chair) reported on the activities of the charity for the year 2017 and provided an overview of the many achievements and advancements of the IFA's objects, including: <ul style="list-style-type: none">- A preventative healthcare conference in the UK and Hong Kong bringing together practitioners from other areas of CAM.



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- Expanded research library and update of its research submission guidelines.
- Updated and expanded operational policies and procedures for the public benefit and benefit of our registrants
- Sponsorship of Knowsley Council training of Carers in the IFA's Aromacare Carer's course in furtherance of our objects in Dementia homes.
- Sponsored and massaged the homeless in collaboration with Crisis charity.
- Hosted Aromatherapy Awareness Week for another year and visited various local hospices to mark the week.
- Collaborated with the NHS practically Gloucestershire services, and Charities including the Stroke Association, Parkinson's and Mind raising awareness about mental health and provided educational material about aromatherapy's role.
- By invitation of the Westminster Council partook in an event for the Glenville Towers residents and their carer's.
- Exhibited at COPA exhibition (aimed at Chiropractic, Osteopaths, and Physios for rehabilitation and sports injury's) raising awareness of Aromatherapy
- The engagement of a PR consultant to extend our outreach

Marie Wayte (Vice Chair) then reported on the activities of the charity for the year 2017 in regards to its educational programmes and outreach. The vice chair gave an overview of the updates to the charities operational policies to ensure quality assurance programs are robust and effective to continue to meet the expectations of government agencies and for the protection of the public, including:

- Examiner handbook and annual meeting
- Teacher regulations updated, training and supportive workshops provided internationally
- Learner handbook
- Centre regulations
- Increased Centre and learner resources
- Updated Reasonable Adjustment and Special Considerations Policy
- The recruitment of Specialist advisors
- Overview of additional Centre's opened in the UK, Europe and Asia
- Increase in the IFA's Aromacare Course outreach - now incorporated in numerous hospices and hospitals not only in the UK but worldwide
- Fact sheets produced to inform the public of how aromatherapy works with numerous medical conditions and ailments for the public benefit.
- Reported on the high level of examinations held internationally in the UK, Europe and Asia

The Chair thanked her fellow Board members and IFA staff members for their continued support and efforts over the past year.

b.

Treasurer's annual accounts report

In the treasurer's absence, Pauline Allen (CEO) read out the annual accounts report as follows: The charity recorded a surplus of £72,567 for the year to 31 December 2017 increasing the net



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	<p>asset balance to £599,629 as the balance sheet date. This is due to an increase in membership to 4,000, and completion of over 1,000 exams in 2017 across six (6) different countries resulting in extra revenue.</p> <p>The charity held £251,941 in its bank account and in cash compared to £158,631 last year. This strong cash position is in line with our present ambition to build cash reserves sufficient to fund twelve (12) months of normal operations plus sufficient working capital to finance two (2) overseas conferences i.e. a total target figure of £400,000 in liquid assets.</p> <p>Our aim is to demonstrate to OFQUAL and the Charity Commission that we have sufficient resources to continue operations should any predictable risks occur and that we have capacity to organise examinations for schools and learners who are working towards IFA Qualification(s) in forthcoming years. We also have capacity to raise additional funding by way of overdraft facility secured against our long-leasehold premises, with a value of £360,000, should this ever be required.</p> <p>Currently we are generating sufficient profits to fund the build up of reserves and carry out several charitable events. For example, during the year we organised high profile activities for the elderly in China and we were able to raise and donate funding for the dementia programme in the UK. We wish to continue and build on this work within future years in furtherance of our objects.</p> <p>Colleen O'Flaherty-Hilder (Chair) proposed that the annual report and accounts be accepted, seconded by Marie Wayte (Vice Chair), and approved unanimously.</p>
5	<p>Retiring and election of Trustees</p> <p>To elect the trustees and to accept the retirement of those trustees who wish to retire or are retiring by rotation. As fewer nominations were received than there are vacancies on the Board, there was no postal ballot in advance of this year's AGM. Napalai Cain, Colleen O'Flaherty-Hilder, Susan Mumford and Diane Savage stepped down due to serving maximum term on council. New trustee board members proposed: Carol-Ann Barrett, Gareth Hughes, Kate Rourke and Kim Wooldridge.</p> <p>Colleen O'Flaherty-Hilder (Chair) asked the meeting to approve the appointment of the four candidates, seconded by Marie Wayte (Vice Chair), and agreed unanimously.</p> <p>Colleen O'Flaherty-Hilder (Chair) expressed her thanks to the retiring trustees for their dedication and wished the new trustees well in their important role.</p>
6	<p>Special resolutions: Amendments to Articles of Association</p> <p>Amendments to the articles were circulated to members and printed at the meeting to consider and if thought fit to pass the special resolution as set out in the Appendix.</p> <p>As no questions were raised or amendments requested, Colleen O'Flaherty-Hilder (Chair) asked the meeting to approve the amendments, seconded by Marie Wayte (Vice Chair), and the special resolution was approved unanimously.</p>
7	<p>Any Other Business</p> <p>As no questions were raised Colleen O'Flaherty-Hilder (Chair) proposed and Marie Wayte (Vice Chair) seconded that the meeting being brought to a close. The meeting was closed at 14.05.</p>



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Print Name	Clare Ella
Signed	
Dated:	08/06/2019

Dear Members,

Notice is hereby given to all members that the **ANNUAL GENERAL MEETING** of The International Federation of Aromatherapists will be held on **28th April 2018 11am - 14.45pm** at 146 South Ealing Road, W5 4QJ.

AGM AGENDA

1. Welcome address by the Chair
2. Apologies
3. Confirm and approve minutes of the AGM held on 29th April 2017
4. Receive and adopt annual Report and audited financial statement for the year ending 31.12.2017
Chair Overview
Treasurer Overview
Education Overview
5. Retiring and election of Trustees for the year 2018-2019
6. Consider & approve amendments to Articles of Association
7. Any Other Business
Discuss any other matter with the permission of the chair.

Thanks and closure of formal business.



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APPENDIX

Special Resolutions

That the Articles of Association of the Charity be and hereby modified as set out below:

1. **Article 1** (a title) be deleted.
2. The placing of Article 1.1 become Article 2 with the addition of the title "*Interpretation*".
3. That, Article 2 (formerly Article 1.1) the wording of clause 2 be amended from "*requires otherwise:*" and replaced with "*otherwise requires:*"
4. That, the definition of the term '*articles*' under Article 2 (formerly Article 1.1) the word "*company's*" be deleted and replaced with the word "*charity's*".
5. That, the definition of the term '*The Act*' under Article 2 (formerly Article 1.1) be deleted and replaced with the word "*Companies Act*" and the definition be amended by the deletion of the word "*company's*" and replaced with the word "*charity's*".
6. That the definition and term "*The 2006 Act*" under Article 2 (formerly Article 1.1) be deleted.
7. That the definition and term "*Chairman*" under Article 2 (formerly Article 1.1) be deleted.
8. That, the definition and the term "*Council member*" under Article 2 (formerly Article 1.1) be deleted and replaced with the words:
"the directors" means the directors of the charity. The directors are charity trustees as defined by section 177 of the Charities Act 2011;
9. That immediately before the definition of the term "*Director*" that a new term be added to read:
"bankruptcy" - includes individual insolvency proceedings in a jurisdiction other than England and Wales or Northern Ireland which have an effect similar to that of bankruptcy;
10. That, the name of the term '*Federation*' under Article 2 (formerly Article 1.1) be deleted and replaced with the word "*the charity*".
11. That the definition and term, "*Memorandum*" under Article 2 (formerly Article 1.1) be deleted.
12. That the definition of term "*Director*" under Article 2 (formerly Article 1.1), the word "*company*" be deleted and replaced with the word "*charity*" and moved under the definition for "*Directors*".
13. That immediately after the definition of the term "*Director*" that a new term be added to read:
"lay director" - means a member of the board of directors who is not a member of the charity;
14. That the definition and term, "*Commission*" under Article 2 (formerly Article 1.1) be deleted.
15. That the definition and term, "*Member*" under Article 2 (formerly Article 1.1) be deleted.



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16. That the definition and term, “*Membership*” under Article 2 (formerly Article 1.1) be deleted.
17. That the definition and term, “*Office*” under Article 2 (formerly Article 1.1) be deleted.
18. That the definition of the term “*document*” the word “*means*” be deleted and replaced with the word “*includes*”.
19. That, the definition of the term “*objects*” under Article 2 (formerly Article 1.1) have the additional words “*give in article 4*” after the word “*federation*” and moved to appear directly underneath the term “*the charity*” (formerly named “*federation*”).
20. That, the definition and the term “*Electronic Communication*” under Article 2 (formerly Article 1.1) be deleted and replaced with the word “*electronic form*” and the definition be replaced with the words:
“electronic form” has the meaning given in section 1168 of the Companies Act 2006;
21. That the definition and term, “*Hard copy form*” under Article 2 (formerly Article 1.1) be deleted.
22. That the definition of the term “*Ordinary resolution*” under Article 2 (formerly Article 1.1) has the insertion of the words “*has the*” at the beginning of the sentence.
23. That immediately after the definition of the term “*Ordinary resolution*” under Article 2 (formerly Article 1.1) that two new terms be added to read:
special resolution” - has the meaning given in section 283 of the Companies Act 2006;
“the seal” - means the common seal of the charity;
24. That the definition and term “*Paid*” under Article 2 (formerly Article 1.1) be deleted.
25. That the name of the term ‘*The 2011 Act*’ under Article 2 (formerly Article 1.1) be deleted and replaced with the word “*Charities Act*” and appear directly under the term “*companies act*”.
26. Articles 1.2 – 1.4 become Articles 2a-d
27. Articles 2a-d (formerly Articles 1.2 – 1.4) be amended by the replacement of the word “*company*” with the word “*charity*” and the word “*council meeting*” be replaced with the word “*director’s meeting*” wherever it appears.
28. Article 1.2 become Article 2a
29. Article 1.3 become Article 2b.
30. That immediately after Article 2b (formerly Article 1.3) a new Article be added to read:
2c) Words importing one gender shall include all genders, and the singular includes the plural and vice versa.
31. Article 1.4 become Article 2d.
32. **Article 2** (a title) be deleted.



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33. Article 2.1 become Article 1 and the opening sentence wording "*The name of the Federation shall be 'The International Federation of Aromatherapists' hereinafter called 'the Federation'*" be deleted and replaced with the wording "*The company's name is The International Federation of Aromatherapists and in this document it is called the 'charity'.*"
34. Article 2.2 be deleted.
35. Article 2.3 become Article 4 with insertion of a subheading "*Objects*".
36. Article 4 (formerly Article 2.3) shall be amended from "*The charitable purposes of the Federation which are to be the Objects of the Federation shall be*" be deleted and replaced with the wording "*The charity's objects ('Objects') are specifically restricted to*" and the second paragraph of Article 4 (formerly Article 2.3) shall be deleted.
37. Article 2.4 become Article 5 with the subheading "*Powers*" and be replaced with the wording to read:
"The charity has power to do anything which is calculated to further its objects or is conducive or incidental to doing so. In particular, the charity has power:"
38. That a new Article 5b – 5d be immediately added after Article 5 (formerly Article 2.4) to read:
5 b) to buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;
5 c) to sell, lease or otherwise dispose of all or any part of the property belonging to the charity. In exercising this power, the charity must comply as appropriate with sections 117 and 122 of the Charities Act 2011;
5d) to borrow money and to charge the whole or any part of the property belonging to the charity as security for repayment of the money borrowed or as security for a grant or the discharge of an obligation. The charity must comply as appropriate with sections 124 - 126 of the Charities Act 2011 if it wishes to mortgage land;
39. Article 2.4.8 become Article 5 E
40. Article 2.4.1 become Article 5 K
41. Article 2.4.2 become Article 5 L
42. Article 2.4.3 become Article 5 M
43. Article 2.4.4 become Article 5 N
44. Article 2.4.5 become Article 5 O
45. Article 2.4.6 become Article 5 P
46. Article 2.4.7 be deleted



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47. Article 2.4.8 become Article 5 E with the deletion of the words “operating in the furtherance of the objects or similar charitable purposes and to exchange information.”

48. Article 2.4.9 become Article 5 A

49. Article 2.4.9.1 be deleted

50. Article 2.4.9.2 become Article 5 H and be deleted and replaced with the wording to read:

5h) to:

i. deposit or invest funds;

ii. employ a professional fund-manager; and

iii. arrange for the investments or other property of the charity to be held in the name of a nominee;

in the same manner and subject to the same conditions as the trustees of a trust are permitted to do by the Trustee Act 2000.

51. Article 2.4.10 become Article 5 G and be deleted and replaced with the wording to read:

5 g) to employ and remunerate such staff as are necessary for carrying out the work of the charity and to make all reasonable and necessary provision for the payment of pensions and superannuation to staff;

52. Article 2.4.11 become Article 5 J and be deleted and replaced with the wording to read:

5 j) to pay out of the funds of the charity the costs of forming and registering the charity both as a company and as a charity.

53. Article 2.4.12 become Article 5 I and be deleted and replaced with the wording to read:

5 i) to provide indemnity insurance for the directors in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011;

54. **Article 4** become Article 6 and be deleted and replaced with the wording to read:

6. Application of income and property

a) The income and property of the charity shall be applied solely towards the promotion of the Objects.

i. A director is entitled to be reimbursed from the income of the charity or may pay out of such income reasonable expenses properly incurred by him when acting on behalf of the charity.

ii. A director may benefit from trustee indemnity insurance cover purchased at the charity's expense in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011.

iii. A director may receive an indemnity from the charity in the circumstances specified in article 50.

iv. A director may not receive any other benefit or payment unless it is authorised by article 7.

b) No part of the income or property of the charity may be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to any member or director of the charity.

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Registered Charity No: 1165766 Companies House No: 09732439



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c) This does not prevent a member who is not also a director receiving reasonable and proper remuneration for any goods or services supplied to the charity, provided the nature and level of remuneration is no more than reasonable in relation to the value of the service and is approved by the board of directors.

55. That a new Article 7 be immediately added after Article 6 (formerly Article 4) to read:

7. Benefits and payments to charity directors and connected persons

1) General provisions

No director or connected person may:

- a) buy any goods or services from the charity on terms preferential to those applicable to members of the public or members of the charity;*
- b) sell goods, services, or any interest in land to the charity;*
- c) be employed by, or receive any remuneration from the charity;*
- d) receive any other financial benefit from the charity;*

unless the payment is permitted by sub-clause (7.2) of this article, or authorised by the court or the prior written consent of the Charity Commission has been obtained.

In this article a 'financial benefit' means a benefit, direct or indirect, which is either money or has a monetary value.

2) Scope and powers permitting directors' or connected persons' benefits

- a) A director or connected person may receive a benefit from the charity in the capacity of a beneficiary of the charity provided that a majority of the directors do not benefit in this way.*
- b) A director or connected person may enter into a contract for the supply of services, or of goods that are supplied in connection with the provision of services, to the charity where that is permitted in accordance with, and subject to the conditions in, sections 185 and 186 of the Charities Act 2011.*
- c) Subject to sub-clause (3) of this article a director or connected person may provide the charity with goods that are not supplied in connection with services provided to the charity by the director or connected person.*
- d) A director or connected person may take part in the normal trading and fundraising activities of the charity on the same terms as members of the public.*

3) Payment for supply of goods only – controls

The charity and its directors may only rely upon the authority provided by sub-clause (2c) of this article if each of the following conditions is satisfied:

- a) The amount or maximum amount of a payment for goods is set out in an agreement in writing between the charity or its directors (as the case may be) and the director or connected person supplying the goods in question to or on behalf of the charity;*



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- b) *The amount or maximum amount of the payment for the goods does not exceed what is reasonable in the circumstances for the supply of the goods in question;*
- c) *The other directors are satisfied that it is in the best interests of the charity to contract with the supplier rather than with someone who is not a director or connected person. In reaching that decision the directors must balance the advantage of contracting with a director or connected person against the disadvantages of doing so;*
- d) *The director is absent from the part of any meeting at which there is discussion of the proposal to enter into a contract or arrangement with a supplier if the director is connected to that supplier or with regard to the supply of goods to the charity and;*
- e) *If the director is connected to the supplier, that director does not vote on any such matter and is not to be counted when calculating whether a quorum of directors is present at the meeting;*
- f) *The reason for the decision of the selection of the particular supplier is recorded by the directors and minuted;*
- g) *A majority of the directors then in office are not in receipt of remuneration of payments authorised by article 7.*

56. **Article 5** become Article 53 and be deleted and replaced to read:

53. Dissolution

- a) *The members of the charity may at any time before, and in expectation of, its dissolution resolve that any net assets of the charity after all its debts and liabilities have been paid, or provision has been made for them, shall on or before the dissolution of the charity be applied or transferred in any of the following ways:
 - i. *directly for the Objects; or*
 - ii. *by transfer to any charity or charities for purposes similar to the Objects; or*
 - iii. *to any charity or charities for use for particular purposes that fall within the Objects.**
- b) *Subject to any such resolution of the members of the charity, the directors of the charity may at any time before and in expectation of its dissolution resolve that any net assets of the charity after all its debts and liabilities have been paid, or provision made for them, shall on or before dissolution of the charity be applied or transferred:
 - i. *directly for the Objects; or*
 - ii. *by transfer to any charity or charities for purposes similar to the Objects; or*
 - iii. *to any charity or charities for use for particular purposes that fall within the Objects.**

In no circumstances shall the net assets of the charity be paid to or distributed among the members of the charity (except to a member that is itself a charity) and if no resolution in accordance with article 60(1) is passed by the members or the directors the net assets of the charity shall be applied for charitable purposes as directed by the Court or the Charities Commission.

57. **Article 6** become Article 31 and be deleted and replaced to read:

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31. Powers of directors

- a) *The directors shall manage the business of the charity and may exercise all the powers of the charity unless they are subject to any restrictions imposed by the Companies Acts, the articles or any special resolution.*
- b) *Any meeting of directors at which a quorum is present at the time the relevant decision is made may exercise all the powers exercisable by the directors.*

58. **Article 7** become Article 33 and be amended by the replacement of the word “*council*” with the word “*directors*” wherever it appears, and;

59. That immediately after Article 33a i (formerly Article 7.1a) three new Articles be added to read:

- ii. by such means (including by power of attorney);*
- iii. to such an extent;*
- iv. in relation to such matters or territories; and*

60. **Article 8** become Article 34 and be amended by the replacement of the word “*council members*” with the word “*directors*” and the replacement of the word “*council*” with the word “*directors*” wherever it appears, and;

61. Article 8.3. be deleted

62. Article 8.4 be deleted

63. **Article 9** become Article 35 and be deleted and replaced with the words “*directors to make decisions collectively*”, and be amended by the replacement of the word ‘*council member*’ with the word “*directors*” wherever it appears, and;

64. Article 35 (formerly Article 9) the number after word “*article*” be deleted and replaced with the number 36.

65. **Article 10** to become Article 36 and be amended by the replacement of the word ‘*council member*’ with the word “*directors*” wherever it appears.

66. **Article 11** become Article 37 and be amended by the replacement of the word “*council member*” with the word “*directors*” and the word “*council meeting*” be replaced with the word “*director’s meeting*” wherever it appears, and;

67. That immediately after Article 37c (formerly Article 7.1a) a new Articles be added to read:

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

68. That Article 11.5 be deleted

69. **Article 12** become Article 38 and be amended by the replacement of the word “*council member*” with the word “*directors*” and the word “*council meeting*” be replaced with the word “*director’s meeting*” wherever it appears, and;



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70. Article 38c (formerly Article 12.3) replace the last word “are” with “is”
71. **Article 13** become Article 39 and be amended by the replacement of the word “council member” with the word “directors” and the word “council meeting” be replaced with the word “director’s meeting” wherever it appears, and;
72. Article 39A (formerly Article 13.1 and 13.2) be amended by the replacement of the word “five” with “four”.
73. **Article 14** become Article 40 and be amended by the replacement of the word “council member” with the word “directors” and the word “council meeting” be replaced with the word “director’s meeting” wherever it appears, and;
74. Article 14.3 be deleted
75. Article 40C (formerly Article 14.4) the wording “with a vote of no confidence” be deleted at the end of the sentence.
76. That immediately after Article 40c (formerly Article 14.4) a new Article be added to read:
- 40 d) If the chairman is not participating in a directors’ meeting within ten minutes of the time at which it was to start, the participating directors must appoint one of themselves to chair it.*
77. **Article 15** become Article 41 and be amended by the replacement of the word “council member” with the word “director”.
78. That immediately after Article 41 (formerly Article 14.4) a new Article be added to read:
- 42. Validity of directors’ decisions*
- a) Subject to article 42(b), all acts done by a meeting of directors, or of a committee of directors, shall be valid notwithstanding the participation in any vote of a director:*
- i. who was disqualified from holding office;*
 - ii. who had previously retired or who had been obliged by the constitution to vacate office;*
 - iii. who was not entitled to vote on the matter, whether by reason of a conflict of interests or otherwise;*
- if without:*
- iv. the vote of that director; and*
 - v. that director being counted in the quorum;*
- the decision has been made by a majority of the directors at a quorate meeting.*
- b) Article 42 (a) does not permit a director or a connected person to keep any benefit that may be conferred upon him or her by a resolution of the directors or of a committee of directors if, but for article 42(a), the resolution would have been void, or if the director has not complied with article 8.*



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79. **Article 16** become Article 8 and 9 and;

80. Article 16.1 become Article 8 and be deleted and replaced with the wording to read:

8. Declaration of directors' interests

A director must declare the nature and extent of any interest, direct or indirect, which he has in a proposed transaction or arrangement with the charity or in any transaction or arrangement entered into by the charity which has not previously been declared. A director must absent themselves from any discussions of the charity directors in which it is possible that a conflict will arise between his duty to act solely in the interests of the charity and any personal interest (including but not limited to any personal financial interest).

81. Article 16.2 – 16.7 become Article 9 A-H and be amended by the replacement of the word “council member” with the word “directors” and the word “council meeting” be replaced with the word “director’s meeting” and the word “federation” to be replaced with the word “charity” wherever it appears.

82. That immediately after Article 9C iii (formerly Article 16.3 C) a new Article be added to read:

9 c iv) the unconflicted directors consider it is in the interests of the charity to authorise the conflict of interests in the circumstances applying.

83. That immediately after Article 9D i (formerly Article 16.4 A) a new Article be added to read:

9D i) subscription, or an agreement to subscribe, for securities of the charity or any of its subsidiaries, or to underwrite, sub-underwrite, or guarantee subscription for any such securities; and

84. That the paragraph number referred to under Article 9F (formerly 16.6) to be amended to “Subject to paragraph 7”.

85. That a new Article be added after 9G (formerly 16.7 to read: That immediately after Article 9F (formerly Article 16.6) a new Article be added to read:

9 h) In this article a conflict of interest is not limited to a financial interest but also a conflict arising because of a duty of loyalty owed to another organisation or person which involves a direct or indirect benefit of any nature to a director or to a connected person.

86. **Article 17** become Article 43 and 44 and be amended by the replacement of the word “council member” with the word “directors” and the word “federation” to be replaced with the word “charity” wherever it appears.

87. Article 43 (formerly Article 17.1) to be amended and replaced to read:

43. Records of decisions to be kept

The directors must ensure that the charity keeps a record, in writing, for at least 10 years from the date of the decision recorded, of every unanimous or majority decision taken by the directors.

88. Article 44 (formerly Article 17.2) to be amended by the addition of the title “Director’s discretion to make further rules”

89. **Article 18 and 19** become Article 25 and 26 and be deleted and replaced to read:



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25. Board of directors

- a) The board of directors shall comprise of a minimum of seven (7) and a maximum of twelve (12) persons consisting of:
 - i. Elected members of the charity*
 - ii. Up to two (2) lay persons**
- b) A director may not appoint an alternate director or anyone to act on his or her behalf at meetings of the directors.*
- c) A director must initially stand for two (2) years. In this article a 'year' means the period from one Annual General Meeting to the next.*
- d) Directors may serve for a maximum of (2) two consecutive terms amounting to four years in total. Once retired the director may reapply after a two year break.*

26. Methods of appointing director's appointment

The charity may:

- a) Appoint any person who is willing to act as a director and;
 - i. fulfils the job description of the role for which they are applying;*
 - ii. fulfils the person specifications of the role for which they are applying;*
 - iii. has not served on a similar organisation's board, specifically aromatherapy within the past five (5) years from the date of application;*
 - iv. is permitted by law to do so,**
- b) Such person may be appointed to be a director:
 - i. provided such appointment, whether by the charity in general meeting or by the other directors, must not cause the number of directors to exceed any number fixed as the maximum number;*
 - ii. if the appointment is recommended by the directors;*
 - iii. and it is approved by ordinary resolution at an Annual General Meeting.**

90. Article 20 become Article 27 and be deleted and replaced to read:

27. Termination of a director's appointment

A person ceases to be a director when:

- a) That person ceases to be a director by virtue of any provision of the Companies Act 2006 or is prohibited from being a director by law.*
- b) A bankruptcy order is made against that person.*
- c) A registered medical practitioner who is treating that person gives a written opinion to the charity stating that person has become physically or mentally incapable of acting as a director and may remain so for more than three months.*

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- d) *There has been a failure to declare conflict of interest(s) which would invalidate the decision making process.*
- e) *The person has failed to complete projects allocated within a reasonable time frame or fulfil obligations.*
- f) *The board concludes there has been a breach of confidentiality of certain types of information, as declared at the board meeting as confidential, for example marketing strategies etc.*
- g) *Valid complaints raised against any act that person has participated in, are investigated and found to have merit.*
- h) *The board has found that person responsible for bringing the charity into disrepute.*
- i) *The notice period given to the charity by a director that the said director is resigning from office expires, however the minimum amount of directors must still be in office.*

91. **Article 21** become Article 28 and be amended by the replacement of the word “*council member*” with the word “*directors*” wherever it appears.

92. That the last words appearing after the word “*authorised*” in Article 28 (formerly Article 21) be deleted and amended to read “*by Article 7*”

93. **Article 22** become Article 29 and be deleted and replaced to read:

29. Directors’ expenses

The company may pay any reasonable expenses which the directors properly incur in connection with their attendance at:

- a) *meetings of directors or committees of directors;*
- b) *general meetings, or*
- c) *separate meetings which are necessary for the carrying out of the charity’s objects, or otherwise in connection with the exercise of their powers and the discharge of their responsibilities in relation to the charity, all of which will be prior agreed by the directors.*

94. That immediately after Article 29 (formerly Article 22) a new Article be added to read:

30. Proceedings of directors

- a) *The directors may regulate their proceedings as they think fit, subject to the provisions of the articles.*
- b) *Questions arising at a meeting shall be decided by a majority of votes.*

95. **Article 23** be deleted

96. **Article 24, 25 and 26** become Article 10 and 11 and be deleted and replaced to read:

10. Members

- a) *The directors may establish classes of membership with different rights and obligations and shall record the rights and obligations on the charity’s website.*
- b) *No person shall become a member of the charity unless:*



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- i. that person has met the criteria for the membership category of which they are applying;*
 - ii. that person has completed an application for membership in a form approved by the directors;*
 - iii. that person agrees to adhere to the rules applied to members;*
 - iv. that person has paid the annual subscription by the due date.*
- c) The directors may refuse an application for membership if:*
- i. acting reasonably and properly, they consider it to be in the best interests of the charity to refuse the application.*
 - ii. the company reserves the right to refuse an application in such instances where a person has been convicted of a serious crime or entered into litigation with the company causing damage to the company reputation and financial loss for the charity.*
 - iii. The directors must inform the applicant in writing of the reasons for the refusal within twenty-one days of the decision.*
 - iv. The directors must consider any written representations the applicant may make about the decision. The directors' decision following any written representations must be notified to the applicant in writing but shall be final.*
- d) membership is not transferable.*

11. Termination of membership

A person shall no longer be a member when:

- a) that member dies or if it is an organization ceases to exist.*
- b) the member withdraws from membership of the charity by giving notice to the charity in writing.*
- c) the member has not paid the annual subscription by the due date.*
- d) that person does not meet the criteria for the membership category of which they are applying to renew.*
- e) the member is removed from membership by a resolution of the directors that it is in the best interests of the charity that his membership is terminated following the disciplinary procedure.*

97. Article 27 be deleted

98. Article 28 become Article 12 and be deleted and replaced to read:

12. General meetings

- a) The charity must hold its first annual general meeting within eighteen months after the date of its incorporation.*
- b) An annual general meeting must be held in each subsequent year and not more than fifteen months may elapse between successive annual general meetings.*
- c) The directors may call a general meeting at any time.*

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99. **Article 29** become Article 13 and be deleted and replaced to read:

13. *Notice of general meetings*

- a) *The minimum periods of notice required to hold a general meeting of the charity are:*
 - i. *twenty-one clear days for an annual general meeting or a general meeting called for the passing of a special resolution;*
 - ii. *fourteen clear days for all other general meetings.*
- b) *The notice must specify the date time and place of the meeting and the general nature of the business to be transacted. If the meeting is to be an annual general meeting, the notice must say so. The notice must also contain a statement setting out the right of members to appoint a proxy under section 324 of the Companies Act 2006 and article 22.*
- c) *The notice must be given to all the members and to the directors.*
- d) *Motions from non-elected directors for discussion at the Annual General Meeting must be received 30 days prior to the meeting.*
- e) *The proceedings at a meeting shall not be invalidated because a person who was entitled to receive notice of the meeting did not receive it because of an accidental omission by the charity.*

100. **Article 30** become Article 14 and be amended by the replacement of the word “*council*” with the word “*directors*” and the word “*federation*” to be replaced with the word “*charity*” wherever it appears.

101. Article 14 (formerly Article 30), the title be deleted and replaced with the words “*The right to speak and vote at general meetings*”

102. That Article 14 A and 14 B (formerly Article 30.1 and 30.2) the word “*person*” be replaced by the word “*member*”.

103. **Article 31** become Article 15.

104. **Article 32** become Article 17 and be amended by the replacement of the word “*council*” with the word “*directors*” wherever it appears.

105. That immediately after Article 17 (formerly Article 32) a new Article be added to read:

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

- a) *Directors may attend and speak at general meetings, whether or not they are members.*
- b) *The chairman of the meeting may permit other persons who are not members of the charity to attend and speak at a general meeting.*

106. **Article 33** become Article 16 to be deleted and replaced to read:

16. *Adjournment*

- a) *If the members attending a general meeting within half an hour of the time at which the meeting was due to start do not constitute a quorum, or if during a meeting a quorum ceases to*



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be present, the meeting shall be adjourned to such time and place as the directors shall determine.

- b) The chairman of the meeting may adjourn a general meeting at which a quorum is present if:
 - i. the meeting consents to an adjournment, or*
 - ii. it appears to the chairman of the meeting that an adjournment is necessary to protect the safety of any person attending the meeting or ensure that the business of the meeting is conducted in an orderly manner.**
- c) The chairman of the meeting must adjourn a general meeting if directed to do so by the majority of the members at the meeting.*
- d) When adjourning a general meeting, the chairman of the meeting must:
 - i. either specify the time and place to which it is adjourned or state that it is to continue at a time and place to be fixed by the directors, and*
 - ii. have regard to any directions as to the time and place of any adjournment which have been given by the meeting.**
- e) If the continuation of an adjourned meeting is to take place more than 14 days after it was adjourned, the charity must give at least 7 clear days' notice of it (that is, excluding the day of the adjourned meeting and the day on which the notice is given):
 - i. to the same persons to whom notice of the charity's general meetings is required to be given, and*
 - ii. containing the same information which such notice is required to contain.**
- f) If no quorum is present at the reconvened meeting within fifteen minutes of the time specified for the start of the meeting the members present in person or by proxy at that time shall constitute the quorum for that meeting.*
- g) No business may be transacted at an adjourned general meeting which could not properly have been transacted at the meeting if the adjournment had not taken place.*

107. Article 34 become Article 19, 20 and 21 to be deleted and replaced to read:

19. Voting at general meetings

- a) A resolution put to the vote of a general meeting must be decided on a show of hands unless a poll is duly demanded in accordance with the articles by the person chairing the meeting.*
- b) The declaration by the person who is chairing the meeting of the result of a vote shall be conclusive unless a poll is demanded.*

20. Votes of members

- a) Every member, whether an individual or an organisation, shall have one vote.*



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- b) Any objection to the qualification or exclusion of any category of membership of any voter on a resolution must be raised at the meeting at which the vote is tendered and the decision of the person who is chairing the meeting shall be final.*
- c) Any organisation that is a member of the charity may nominate any person to act as its representative at any meeting of the charity, provided:
 - i. The organisation must give written notice to the charity of the name of its representative. The representative shall not be entitled to represent the organisation at any meeting unless the notice has been received by the charity. The representative may continue to represent the organisation until written notice to the contrary is received by the charity.*
 - ii. Any notice given to the charity will be conclusive evidence that the representative is entitled to represent the organisation or that his authority has been revoked. The charity shall not be required to consider whether the representative has been properly appointed by the organisation.**

21. Errors and disputes

- a) No objection may be raised to the qualification of any person or exclusion of any category of membership voting at a general meeting except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting is valid.*
- b) Any such objection must be referred to the chairman of the meeting whose decision is final.*

108. Article 35 become Article 22 and be amended by the replacement of the word “*council members*” with the word “*directors*” wherever it appears and;

109. Article 35.3 be deleted

110. That immediately after Article 22c ii (formerly Article 35.4) new Articles be added to read:

22.

d) If the demand for a poll is withdrawn the demand shall not invalidate the result of a show of hands declared before the demand was made.

e) A poll must be taken as the person who is chairing the meeting directs, who may appoint scrutineers (who need not be members) and who may fix a time and place for declaring the results of the poll.

f) The result of the vote must be recorded in the minutes of the charity but the number or proportion of votes cast need not be recorded.

g)

i. A poll demanded on the election of a person to chair a meeting or on a question of adjournment must be taken immediately.

ii. A poll demanded on any other question must be taken either immediately or at such time and place as the person who is chairing the meeting directs.

iii. The poll must be taken within thirty days after it has been demanded.



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iv. If the poll is not taken immediately at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.

v. If a poll is demanded the meeting may continue to deal with any other business that may be conducted at the meeting.

111. That immediately after Article 22 (formerly Article 35) two new Articles be added to read:

23. Content of proxy notices

a) Proxies may only validly be appointed by a notice in writing (a "proxy notice") which:

- i. states the name and membership number of the member appointing the proxy;*
- ii. identifies the person appointed to be that member's proxy and the general meeting in relation to which that person is appointed;*
- iii. is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the directors may determine; and*
- iv. is delivered to the charity in accordance with the articles and any instructions contained in the notice of the general meeting to which they relate.*

f) The charity may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.

g) Proxy notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions.

h) Unless a proxy notice indicates otherwise, it must be treated as:

- i. allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting, and*
- ii. appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself.*

24. Delivery of proxy notices

a) A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the charity by or on behalf of that person.

b) An appointment under a proxy notice may be revoked by delivering to the charity a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given.

c) A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates.

d) If a proxy notice is not executed by the person appointing the proxy, it must be accompanied by written evidence of the authority of the person who executed it to execute it on the appointor's behalf.

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112. **Article 36** to become Article 45 be amended by the replacement of the word “*council member*” with the word “*director*”, the word “*federation*” to be replaced with the word “*charity*” and the word “*member*” with the word “*charity*” wherever it appears and;
113. Article 45A (formerly Article 36.1) be amended by the insertion of the word “*by or to*” after the words “to be sent”.
114. **Article 37** to become Article 46 be amended by the replacement of the word “*council members*” with the word “*directors*” and the word “*council*” with the word “*directors*” and the word “*federation*” to be replaced with the word “*charity*” wherever it appears, and;
115. Article 46A (formerly Article 37.1) amended and replaced to read “*Any common seal may only be used by the authority of the directors.*”
116. That immediately after Article 46 (formerly Article 37) a new Articles be added to read:
- 47. Minutes*
The directors must keep minutes of all:
- a) appointments of officers made by the directors;*
- b) proceedings at meetings of the charity;*
- c) meetings of the directors and committees of directors including:*
- i. the names of the directors present at the meeting;*
- ii. the decisions made at the meetings; and*
- iii. where appropriate the reasons for the decisions.*
117. **Article 38** become Article 48 and be deleted and replaced to read:
- 48. Accounts*
The directors must keep accounting records as required by the Companies Act. Annual accounts and reports shall be prepared in accordance with charity and company law as applicable.
118. That immediately after Article 48 (formerly Article 38) a new Articles be added to read:
- 49. Provision for employees on cessation of business*
The directors may decide to make provision for the benefit of persons employed or formerly employed by the charity or any of its subsidiaries (other than a director or former director) in connection with the cessation or transfer to any person of the whole or part of the undertaking of the charity or that subsidiary.
119. **Article 39** be deleted
120. **Article 40** be deleted
121. **Article 41** become Article 50 and be deleted and replaced to read:
- 50. Indemnity*
- a) Subject to paragraph (2), a relevant director of the charity shall be indemnified against any liability incurred in that capacity, to the extent permitted by sections 232 to 234 of the Companies Act 2006.*



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- b) *In this article a ‘relevant director’ means any director or former director of the charity.*
- c) *The charity may indemnify an auditor against any liability incurred by him:*
 - i. in defending proceedings (whether civil or criminal) in which judgment is given in his - favour or he - is acquitted; or*
 - ii. in connection with an application under section 1157 of the Companies Act 2006 (power of Court to grant relief in case of honest and reasonable conduct) in which relief is granted to him by the Court.*

122. **Article 42** become Article 51 and be deleted and replaced to read:

51. Insurance

a) *The directors may decide to purchase and maintain insurance, at the expense of the charity, for the benefit of any relevant director in respect of any relevant loss.*

b) *In this article:*

i. a “relevant director” means any director or former director of the charity or an associated company,

ii. a “relevant loss” means any loss or liability which has been or may be incurred by a relevant director in connection with that director’s duties or powers in relation to the charity.

123. That immediately after Article 51 (formerly Article 42) a new Article be added to read:

52. Rules

a) *The directors may from time to time make such reasonable and proper rules or bye laws as they may deem necessary or expedient for the proper conduct and management of the charity.*

b) *The bye laws may regulate the following matters but are not restricted to them:*

i. the admission of members of the charity (including the admission of organisations to membership) and the rights and privileges of such members, and the entrance fees, subscriptions and other fees or payments to be made by members;

ii. the conduct of members and centres of the charity in relation to one another, and to the charity’s employees and volunteers;

iii. the setting aside of the whole or any part or parts of the charity’s premises at any particular time or times or for any particular purpose or purposes;

iv. the procedure at general meetings and meetings of the directors in so far as such procedure is not regulated by the Companies Acts or by the articles;

v. generally, all such matters as are commonly the subject matter of company or charity rules.

c) *The charity has the power to alter, add to or repeal the rules or bye laws.*

d) *The directors must adopt such means as they think sufficient to bring the rules and bye laws to the notice of members of the charity.*

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124. That immediately after Article 53 (formerly Article 5) a new Article be added to read:

54. Interpretation

In article 7, 'connected person' means:

- a) a child, parent, grandchild, grandparent, brother or sister of the director;*
- b) the spouse or civil partner of the director or of any person falling within sub-clause (a) above;*
- c) a person carrying on business in partnership with the director or with any person falling within sub-clause (a) or (b) above;*
- d) an institution which is controlled –
 - i. by the director or any connected person falling within sub-clause (a), (b), or (c) above;*
or
 - ii. by two or more persons falling within sub-clause 4(a), when taken together**
- e) a body corporate in which:
 - i. the director or any connected person falling within subclauses (a) to (c) has a substantial interest; or*
 - ii. two or more persons falling within sub-clause (e)(i) who, when taken together, have a substantial interest.*
 - iii. Sections 350 – 352 of the Charities Act 2011 apply for the purposes of interpreting the terms used in this article**