

INTERNATIONAL FEDERATION OF PURCHASING AND SUPPLY MANAGEMENT



THE REGULATIONS

September 2020

ARTICLE I – DEFINITIONS AND INTERPRETATION

These Regulations and any amendments hereof are made under the authority of the Constitution of the Federation, as it may be amended from time to time.

These Regulations and any amendments hereof are to be interpreted in light of and subject to the Constitution, and in the event of any inconsistency between these Regulations and the Constitution, the Constitution shall prevail.

All provisions of the Constitution apply to these Regulations, making the necessary changes.

All reference to gender such as he/him in this document refer equally to both genders and should be read as gender neutral.

In these Regulations made, the following terms shall have the meanings indicated

“AREAS OF ACTIVITY”

includes but is not limited to: purchasing; materials management; supply chain management; logistics; contract management; inventory control; operations; materials planning; and academic research in one or more of the above with special reference to Article II Membership, Eligibility and Obligations of Membership, in the Regulations.

“ASSOCIATION”

means a not-for-profit association, foundation, institute, professional body or other organization that is national or international in scope and that is engaged

in or promotes one or more of the areas of activity, and includes organizations whose members are in the private sector, the public sector, or both. "Association" does not include a government agency or body. In this Constitution and any Regulations made hereunder, an "association" may also be referred to as an "organization" or "member".

"CONSTITUTION"

mean rules of the Federation, registered with the Register of Associations of the Finnish Patent and Registration Office, including any amendments hereof that may be made from time to time.

"GENERAL MEMBERSHIP"

means the Member Bodies of the Federation, acting in their collective capacity in general meeting or by resolution.

"COUNCIL"

means the Member Bodies, assembled in general meeting or acting by resolution.

"BOARD"

means the Board of IFPSM, elected or appointed by the General Membership

"FEDERATION"

means the International Federation of Purchasing and Supply Management (IFPSM).

"MEMBER BODY"

means an association- in the above sense - that promotes one or more of the areas of activity, and that has been admitted as a member of the Federation.

"REGULATIONS"

means such rules, regulations or bylaws, including any amendments thereof, as the General Membership of the Federation may make from time to time to ensure the effective governance and functioning of the Federation and its affairs.

"THE OFFICE"

means the administrative headquarter of the Federation.

ARTICLE II - MEMBERSHIP

Eligibility and Obligations of Membership

1. Those associations defined in the Constitution that subscribe to the purposes and Objects of the Federation as defined in the Constitution may apply for membership in the Federation.

- (a) Such membership shall not be denied once the Board has been provided with proof of the application, - in which applicant proves that it fulfills the entry requirements -, subscription to the purposes and objects, and ability and willingness to pay the appropriate dues as defined by the Board from time to time.
- (b) Applicants denied membership by the Board may appeal such decisions to the Council whose decision shall be final.
- (c) Applicants denied membership by the Council may not reapply for twelve months and will be required to demonstrate the changes necessary to overcome the reason for the original denial.

2. Member Bodies agree to be bound by the Constitution, Regulations and policies of the Federation.

- (a) A Member Body agrees to pay such dues and fees as set by the Board.

Only those Member Bodies can enjoy member benefits and execute their voting rights who has paid their membership fees.

Membership fee is calculated from the information provided in the Member Information Sheet. Member Bodies have to return the member information sheet each year as defined by the Board. If the member fails to submit Member information on time, the Office may invoice membership fee based on previous years tier or any publicly available information about the member.

The invoice about the actual membership fee will be issued as soon as possible with a payment term of 30 days. If the Member Body fails to arrange the payment within that period, a 50€ service fee will be added to the annual membership fee for each reminder and it will be sent out two weeks after due date. Additionally, another 50€ will be added to the membership subscription fee if the member association has not delivered updated member information sheet in time.

Local bank charges of the member should be paid by the members.

- (b) A Member Body shall communicate annually to the Office the names and addresses of its Council delegates (ie. senior and alternate delegate).

- (c) Member Bodies must have a code of ethics for their members that is acceptable to the Board as including the essential elements of the Federation's model code.
- (d) Applicants for admission as a Member Body of the Federation shall submit, in writing, to the Chief Executive Officer:
- i. Documentation. A governing document that clearly states the applicant's purpose and objectives, as well as setting out its governance arrangements.
 - ii. Ownership of the Association. The ownership and, by association, the governance, of the applicant must be vested in the applicant association members such that they determine the composition of the applicant association Board and that that composition is regularly reviewed through member scrutiny and election.
 - iii. Members of the Applicant Association. The definition of a member of an association is someone who subscribes to the association in a manner that enables that person to acquire voting rights, be it directly, or as a result of progression through grades of membership, on governance issues of the association, including the election of Board members, and be eligible for consideration for election to that association's board. (This also includes individuals who are engaged with the association through corporate membership schemes, or similar, and that is reflected appropriately)
 - iv. Primary Purpose to Further the Profession. The primary purpose of the applicant validated against appropriate Mission statements, Objectives and activities, and aligned with the objectives of IFPSM. There will need to be provision of examples of achievement to validate the primary purpose.
 - v. Demonstrate fiscal responsibility. The applicant will provide budgetary evidence that clarifies sustainability, shows that there is transparency in financial management, gives evidence that members oversee the fiscal state of the applicant association either through direct review or an external audit. A minimum of two years of independently audited accounts will be required, plus an explanation of adverse comments as necessary – for example a planned deficit for a particular initiative.
 - vi. Code of good practice in accordance with IFPSM criteria. The applicant will provide a written declaration and evidence of a code for the good practice of the association being incorporated into the applicant association's literature/documentation.
 - vii. Members must subscribe to a code of ethics. In addition to the code for the good practice of the association, an applicant association will be required to provide evidence of a code of ethics with which its

members are expected to abide, and evidence of disciplinary procedures to validate it.

viii. Minimum number of members. It will be a requirement that an association must have a critical mass of 100 full members or more if it is to sustain any credibility as an entity. Consequently, until that minimum critical mass has been achieved full membership of IFPSM cannot be attained and associate membership will be an option, subject to the necessary criteria being fulfilled.

ix. Legal validation. Recognising that the legal definition of a not-for-profit organisation may differ from country to country, in addition to the above criteria an applying association will provide evidence of its legal status.

(e) **Associate Member.** An applicant association that does not meet the criteria for full membership as stated above may be admitted as an Associate Member if the following criteria are fulfilled:

i. Meets at least the criteria of Documentation, Ownership, Members, Primary Purpose, Code of Ethics and Legal Validation as defined for Full Membership.

ii. Has a minimum of 45 full members.

iii. Subject to a subscription fee equivalent to 60% of what that applying association's fee would be as a Full member.

(f) The period for which Associate membership is permissible will be for an initial period of up to maximum 3 years. During this period eligibility for full membership will be the goal. An Associate Member will be able to attend and engage in all IFPSM activities except any participation in the governance of the Federation and usage of the IFPSM logo.

3. Applications will not be entertained except from applicants that are national or international in scope, though it is not a requirement that an applicant should be the sole or exclusive representative of an activity within its area of operation.

4. The membership year of the Federation shall be the calendar year.

5. Procedure for a Membership Application

(a) Applications shall be addressed to the Chief Executive Officer and registered.

(b) The Chief Executive Officer will maintain a log of the application process, ie collection and collation of supporting documents and ensure that all the appropriate documentation has been received before any recommendation is made.

- (c) When the Chief Executive Officer is satisfied that the membership criteria have been met and the supporting documentation has been received, the relevant papers will be made accessible to the Board. The Chief Executive Officer will then circulate a recommendation for membership approval to the Board on an appropriate proforma that indicates that this is so and includes any other relevant information.
- (d) Board members may refer to the documentation to satisfy themselves that all is in order.
- (e) Approval will then be conducted in accordance with normal Board voting procedures.
- (f) If an objection is raised, pertaining to the membership criteria, within those 15 days, it must be supported by evidence as to why the objection is appropriate and the application becomes a special case which will be dealt with at Board level. The outcome of the recommendation will be a majority decision of the Board.
- (g) If there are special circumstances with a particular application the Chief Executive Officer will present the case to the Board for judgment.
- (h) The Chief Executive Officer maintains a register of all membership applications and informs the Board at each Board meeting the status of all applications since the preceding Board meeting.
- (i) Applications for Associate Membership will follow the same procedure as detailed above.

6. Withdrawal from Membership

Any Member Body may withdraw from membership by giving written notice to the Board delivered to the Chief Executive Officer at the Federation's registered office.

- (a) No refund of any dues or fees shall be made.
- (b) Upon giving notice of withdrawal the association shall have no rights to use any of the Federation's logos or products or receive any other benefits or privileges of membership, nor any claim against Federation assets.

7. Exclusion from Membership

A member may be excluded from membership pursuant to grounds of exclusion set out in the Finnish Association Act. Further, a member may be excluded from membership for:

- (a) Failure to pay fees or dues set out and approved by the Federation or the Board within six months of being invoiced.
- (b) Participation in activities that are detrimental to the Federation and/or inconsistent with the purposes or Objects of the Federation.

The decision regarding the exclusion of a member from the membership shall be made by at least $\frac{3}{4}$ majority of the votes cast at the meeting of the Board.

8. Reinstatement and Due Process

- (a) In the case of failing to pay dues, exclusion will be by the decision of the Board and it is in the sole discretion of the Board to re-instate a Member Body on such terms as the Board may determine.
During this period (six months from being invoiced and not paid till the decision of the Board) the membership rights of the Member are suspended.
- (b) In all other cases, the Board shall notify the Member Body of its intent to exclude the Member Body. The Member Body has until one month prior to the next Board meeting to provide a written explanation why it should not be excluded. The Board shall take into account this explanation but may still decide to exclude the Member Body.
- (c) The Member Body may appeal in writing the decision of the Board in the above cases to the General Membership, which shall make the final determination whether or not to support the Board action.

ARTICLE III - GENERAL MEMBERSHIP OF THE FEDERATION

Composition

1. The General Membership shall be composed of a single representative of each Member Body.
2. Each Member Body may nominate two delegates to represent it at meetings of the General Membership, one shall be known as the Senior Delegate and the other as the Alternate Delegate. Delegates should have an active role in their own association.
3. If two delegates are nominated by a Member Body, only one of them may vote on behalf of that Member Body at General Membership meetings, and this shall be the Senior Delegate unless the Senior Delegate is not in attendance, in which case the Alternate Delegate may participate and vote. If both delegates are present, the Alternate Delegate shall be an observer.
4. Unless provided otherwise, the representatives to the General Membership shall be named in the annual Member Information Sheet.

5. Should any Senior Delegate or Alternate Delegate be unable to complete his term, he shall be replaced by the Member Body that is affected.

Meetings, Notice and Conduct

6. The General Membership shall meet as a Council at such times and places, bearing in mind the international character of the Federation, as it or the President on its behalf shall determine, but not less than once in each calendar year. The meeting can be "face to face" or virtual, by electronic means.

7. Not less than 30 days notice of each meeting of the General Membership shall be given by the Chief Executive Officer, to all members of the General Membership and to the Secretariats of each Member Body.

8. The Chief Executive Officer shall transmit also to these same recipients: an agenda, with supporting papers as required, not less than two (2) weeks before the meeting is to be held; and minutes, not more than two (2) weeks after the meeting has been held.

9. Notwithstanding the above notice requirements, provided that at least one (1) month's notice of the date and venue of the meeting is given to the General Membership and the Secretariats of Member Bodies, an extraordinary meeting of the General Membership may be called on the application of the President, the Board, or the Senior Delegates of ten or more Member Bodies.

The meeting of General Membership may be arranged at such times, the way and place as resolved by the General Membership, the Board or the President of the Federation.

10. Where matters reserved for the General Membership's decision require urgently to be resolved and the circumstances are such that it is either impossible or impractical for a meeting of the General Membership to be duly called under the notice provisions set out herein, the President may communicate in writing with the Senior Delegates of all Member Bodies, setting out the issue upon which their opinion is sought, and seeking their written vote. Where this procedure is invoked, the President shall indicate the date before which he requires votes to be registered, but in no case shall a period of less than two (2) weeks from the receipt of the communication be afforded for the response of Member Bodies.

11. The President shall preside at all meetings of the General Membership but, if he is absent, the Vice President shall preside. If the Vice President is not present, the General Membership shall elect another member of the Board or, failing this, a Senior Delegate or the Chief Executive Officer to preside at the meeting.

Voting and Proxies

12. Each Member Body is entitled to a single vote on all resolutions. This vote shall be exercised by the Senior Delegate of the member body, or in his absence, by the Alternate Delegate.

13. Decisions of the General Membership at its meetings shall be reached by simple majority vote of those representatives of Member Bodies present, whether in person or by proxy, except in respect of resolutions proposing the exclusion of a Member Body, in which case the agreement of not less than three quarters of the Member Bodies of the Federation shall be required for any such resolution to pass.

14. The President shall not vote on any motion coming before the General Membership, except that he may vote to break a tie. Notwithstanding the foregoing, in the absence of another representative of the Member Body, any representative of the General Membership temporarily presiding at a meeting of the General Membership may vote on motions before the General Membership.

15. In the event that it is unable to be represented at any meeting by either of its Delegates, a Member Body may, for that meeting, grant a proxy to another Member Body to vote on its behalf, in which case a copy of the document granting such a proxy must be transmitted to the Chief Executive Officer in writing not less than one week before the meeting is to be held.

16. No Member Body may exercise more than two (2) proxies in connection with any vote.

Quorum of Meetings of the General Membership

17. Business may not be validly transacted at any General Membership meeting unless at least one-third of all Member Bodies of the Federation are represented at that meeting either in person or by proxy.

ARTICLE IV -- THE BOARD

Purpose and Roles

1. The Board of the Federation shall have full powers of administration and management of the Federation subject to conditions outlined in the Federation's Constitution and Regulations.

- (a) It shall give effect to decisions adopted by the General Membership and, in case of an emergency, take any measures necessary for the conduct of the work of the Federation, subject to such measures being submitted for the approval of the General Membership at its next meeting.
- (b) It shall establish membership dues and fees and shall adopt and manage the budget and financial affairs of the Federation.
- (c) It shall adopt and manage the strategic plan of the Federation based on the strategic direction determined by the Council and shall provide a progress report back to the Council on an annual basis.

- (d) It shall provide overall direction to the Chief Executive Officer in conjunction with the Officers of the Federation.
- (e) It shall promulgate written policies in support of the Constitution and Regulations that may be required from time to time.
- (f) It shall determine honours, medals and awards as appropriate.
- (g) It shall select and discharge, as necessary, the Chief Executive Officer.
- (h) It shall approve a Policies and Procedures Manual as recommended by the Chief Executive Officer.

Composition

2. Based on the constitution the maximum number of Board members is 18 (the minimum is 3). The Board of the Federation shall be composed of elected members and ex officio members.

The elected members shall be the President, the Vice President, the Treasurer, The Regional Chairs and maximum twelve (12) additional members.

The ex officio member shall be the Chief Executive Officer. The Council Meeting has the ultimate power to confirm the board composition and the terms of individuals based on the constitution.

3. All members of the Board are entitled to participate and vote at its meetings with the exception of the Chief Executive Officer who shall be a non-voting member.

4. The Board can invite limited number of external experts to participate case by case or regularly to the Board meetings. These individuals have no voting rights.

Election and Terms of Office

5. The President, the Regional Chairs and the Board members are elected by the Council. Board elects from among themselves the Vice President and the Treasurer.

6. The President and the Vice President of the Federation shall be elected for a non-renewable three year term. Upon completion of this term, the Vice President may become President of the Federation for a non-renewable three year.

In the event that the President does not complete his term of office, the Vice President shall immediately become President until the end of the calendar year. A new election will take place at the end of year for the new President by the council. The Vice President can also be a candidate for Presidency but also has to be elected.

7. The Treasurer shall be elected by the Board for a three year term and can be re-elected for another 3 year term.

8. Board members shall be elected for three (3) years, with the possibility to be re-elected consecutively to another three-year term. Following the two terms, the Board member can be elected to the Board after three (3) year absence.

9. Each region within IFPSM is lead by a Regional Chair (called "Chair of the xx Region"). The Regional Chair is nominated by the region and is elected by the Council.

Each Regional Chair shall serve for a three year term, which may be renewed according to the terms of the board members.

10. The Chief Executive Officer shall be a non-voting, ex officio member of the Board of IFPSM.

11. Terms of office of Board members shall be staggered so that rotation of Board members shall occur smoothly.

12. The nomination process will usually start from the 1st of July. The Chief Executive Officer shall notify the General Membership that they may nominate candidates, by submitting to the Chief Executive Officer a nomination form including

- the CV of the candidate
- explaining his views on the development of IFPSM
- how he will contribute to work in the Board and
- for which position the person is nominated for ie. President, Regional Chair, Board Member.

13. Only those members can nominate who has paid their annual membership fee until June 30.

The candidate can be either the senior or the alternate delegate of the Member Body which is a full member of IFPSM. The person nominated has to have full authority from his Association to make prompt decisions at the Board meetings.

14. The names of properly nominated candidates shall be circulated by the Chief Executive Officer to the General Membership not less than two weeks prior to the date scheduled for the election.

15. Geographical representation of membership in the Board will be based on the below calculation:

$0,5 \times \text{ratio of the number associations to total membership} + 0,5 \times \text{ratio of paid membership dues from the region to total membership income.}$

16. Elections within the Board under this Article shall be by ballot. The candidate receiving the greatest number of votes shall be declared elected. The Chief Executive Officer shall serve as scrutineer, and may not vote.

Removal from Office

17. No member of the Board may be required to vacate the position before the conclusion of his term of office except upon the basis of a vote of the General Membership supported by the representatives of not less than three-quarters of the member bodies of the Federation.

18. No resolution proposing the removal of any Board member may be placed before the General Membership except upon the basis of evidence of dereliction of duty or dishonesty.

19. If a Board member has failed to attend three meetings in a row, or has become an impediment to the Board's work, the President can contact the Board member in question and specifically request a resignation.

In case of disagreement, the Board may propose to the Council that the mandate and the term of the Board Member, who has not fulfilled his obligations, is to be terminated with immediate effect.

Meetings, Notice and Voting

20. The Board shall meet at such times and places or by such means as the President may determine, but not less than twice in each calendar year.

21. Not less than one month notice of each meeting of the Board shall be given by the Chief Executive Officer to all members of the Board.

22. The Chief Executive Officer shall transmit also to Board members an agenda, with supporting papers as required, not less than two weeks before the meeting is to be held; and minutes, not more than two weeks after the meeting has been held.

23. Where matters reserved for the Board decision require urgently to be resolved and the circumstances are such that it is either impossible or impractical for a meeting of the Board to be duly called under the notice provisions set out herein, the President may communicate in writing with all Board members, setting out the issue upon which their opinion is sought, and seeking their written vote. Where this procedure is invoked, the President shall indicate the date before which he requires votes to be registered, but in no case shall a period of less than 10 days from the receipt of his communication be afforded for the response of Board members.

24. The President shall preside at all meetings of the Board but, if he is absent, the Vice President shall preside. If the Vice President is not present, the Board shall elect another member of the Board to preside at the meeting.

25. Decisions of the Board shall be reached by simple majority vote of those Board members present in person. The Chief Executive Officer shall not have a vote at the Board. Proxies are not permitted for decisions of the Board.

26. The President shall vote on motions coming before the Board. In the case of a tie, the motion supported by the President shall prevail.

27. Board members retain their right to vote on matters referred to the General Membership at the General Membership meeting.

Quorum of the Board

28. Business may not be validly transacted at any Board meeting unless at least half of the Board members are present in person at that meeting.

Attendance Requirement

29. Members of the Board are expected to attend its meetings regularly.

Committees

30. The Board may establish from time to time such other sub-units or committees as it deems necessary and appropriate to carry out the business and mission of the Federation, and may determine the terms of reference for such sub-units or committees. The Board shall promulgate written policies regarding the purpose, roles, governance, and conduct of these sub-units or committees. Such committees shall report to the Board in accordance with Board's instructions and requirements.

Special Interest Groups

31. The Board may establish from time to time such other Federation special interest groups in an effort to undertake common activities of particular interest. The Board shall promulgate written policies regarding the purpose, roles, governance, and conduct of these groups. Such groups shall report to the Board in accordance with Board's instructions and requirements.

ARTICLE V – OFFICERS

1. The Officers of the Federation shall include the President; the Vice President; the Treasurer; the Chief Executive Officer and such other officers as the General Membership may determine from time to time.

Nomination of Officers

2. Nominations for election as Vice President and Treasurer shall be presented to the Board by the Chief Executive Officer.

3. The process

By a given deadline the Chief Executive Officer collects nominations for the President, Vice President and Treasurer positions. Board members may nominate fellow board members or themselves for the position. Then the Chief Executive Officer contacts those nominated by others, whether they are ready to be put on the list of candidates and ask to fill in the nomination form.

Election of the officers shall be by ballot. The candidate receiving the greatest number of votes shall be declared elected.

Candidates for nomination as Treasurer shall be persons professionally experienced in one or more of the areas of activity covered by the Federation, but subject to this proviso, and to the other requirements of the Constitution and these Regulations, any individual member of a member body in good standing is eligible for election as Treasurer.

President

4. The President shall preside at meetings of the General Membership and of the Board, provide leadership and strategic direction to the Federation, serve as a chief spokesman for the Federation, deliver an annual address to the General Membership on the state of the Federation, and carry out such other responsibilities as are ordinarily expected of the President.

Furthermore the President ensures the effective running of the Board, plans and conducts the Board meetings effectively, gets all Board members involved in the Board's work and ensures that the Board focuses on its key tasks. He promotes the highest standards of integrity in the Board and the Federation. He shall provide guidance to, support and control the work of the Chief Executive Officer.

5. For as long as he holds office, the President shall not represent on the General Membership or the Board the Member Body from which he comes, nor shall he vote on motions before the General Membership except for the purpose of breaking a tie. If, on election, he shall have been a delegate to the General Membership, his place may be taken by a new delegate nominated by the Member Body concerned.

Vice President

6. The Vice President shall preside at meetings of the General Membership and the Board when the President is unable to do so, and shall support the President in the performance of that Officer's work as required.

Treasurer

7. The Treasurer shall be responsible for overall financial oversight of the Federation, including oversight of the financial administration (banking, book keeping and record keeping) of the Chief Executive Officer. He shall take an active part in the financial planning and budgeting process.

Chief Executive Officer

8. The Federation, through the Board, may engage or employ a Chief Executive Officer who may or may not come from a Member Body. Should the Chief Executive Officer come from a Member Body, he will immediately cease to represent that organization and his seat may be filled by a new representative from that Member Body.

9. The Chief Executive Officer shall be appointed by the Board under contractual terms and conditions, including compensation, to be determined by the Board. If the Chief Executive Officer terminates his contract with the Federation prior to its intended expiration date, the Board may appoint another Chief Executive Officer in its best interest.

10. The Chief Executive Officer shall be the senior manager of the Federation and shall be responsible for the business affairs and overall operations of the Federation,

including implementation of the strategic plan and budget, within such limits as the Board may establish from time to time.

11. The duties of the Chief Executive Officer shall include ensuring there is a current strategic plan for the Federation in place. The Chief Executive Officer shall also ensure that a Policies and Procedures Manual exists that contains the information necessary to make these regulations operational.

Replacement of Board Members Not Completing Their Terms

12. Should any Officer be unable to complete his term, the Board shall elect a replacement. In the case of the President, Vice President or Treasurer, the person elected to complete the term of another shall be eligible to serve a full term of his own.

13. Regional Chairs will be replaced through the decision of the Member Bodies in the region that is affected.

ARTICLE VI – REGIONS

1. The General Membership may elect to segment the globe geographically into regions. Each region shall be entitled to appoint one Regional Chair, who shall be a member of the Board if the conditions under Article IV, chapter 15 are met and an open vacancy exists in the Board.

ARTICLE VII – FINANCES

1. The Federation's fiscal year shall be the calendar year, as will its membership year.

2. The Federation's financial records shall be denominated in euros (EUR).

3. The Board shall promulgate policies regarding the accounting and reporting functions of the Federation and the collection and disbursement of funds.

4. Taking into account the agreed objects of the federation the Board shall every two years agree a business and financial plan which sets the priorities for the coming years. This two year business and financial plan shall be adopted by the General Membership. The Board and the Chief Executive Officer shall progress the Federation's affairs in conjunction with this plan.

5. Each year the Board shall recommend for approval and engagement by the Council independent auditors to review the accounts and prepare audited financial statements, which shall be presented to the Board and the General Membership.

6. Dues and fees shall be set by the Board in conjunction with the budget process and the decision of the Board shall be binding on the Member Bodies.

7. All expenses for individuals attending events of the Federation shall be the responsibility of the individual with the exception that reasonable expenses of the President and the Chief Executive Officer may be paid by the Federation, as well as reasonable expenses for others where those expenses have been previously approved through the annual budget process or by approval of the Board during any fiscal year to accommodate emergency situations.

8. The acceptance of gifts, grants or any other funds shall be at the discretion of the Board and shall be dependent:

(a) Upon neither the Federation nor any of its officer members or staff becoming thereby indebted to, or dependent upon, the person or organization offering the funds

(b) Upon the Federation not being required to lend its name to any project inconsistent with its objects

(c) Upon a proper scheme for financial control being in place

9. Authorized financial signatures for expending Federation funds:

(a) Chief Executive Officer (primary), Treasurer or President (secondary) for any expenditure approved by the Board through the annual budgeting process.

(b) The Board may authorize additional signatory authorities or change the same to accommodate unforeseen/unplanned situations.

ARTICLE VIII – AFFILIATIONS

1. Applications to become affiliated to the Federation may be entertained from organizations which while not satisfying the criteria for Membership set out elsewhere in the Constitution and these Regulations:

(a) Have strong and legitimate interests in one or more of the areas of activity covered by the Federation

(b) Can bring skills, contacts and knowledge of benefit to the Federation, and the better attainment of its objectives

(c) Are organized and operate in ways which at no point conflict with the objectives or activities of the Federation.

2. The Board shall promulgate written policies regarding the purpose, parameters, roles, governance, fees and subscriptions related to these affiliates and their relationship to the Federation and its mission.

ARTICLE IX – AMENDMENT OF THE REGULATIONS

1. The Regulations are accepted by the Board. The Chief Executive Officer's task is to publicize it among the members both in writing and on the IFPSM website.
2. Proposed amendments to these Regulations shall be submitted to the Chief Executive Officer by either the Board Members or the General Membership representative. The Board shall discuss the proposal at its following meeting.
3. Amendments to these Regulations must be approved by two-thirds of the Board Members.

ARTICLE X – LEGAL AND GENERAL PROVISIONS

1. In any meetings held by the Federation, the General Membership, the Board or any other sub-units or committees that may be established, procedure will be governed by common sense and sound business practice.
2. Subject to the terms of the Constitution, all elections may be conducted by vote in person by ballot, by mail, or by electronic means, including email, facsimile, or any other means the Board shall approve from time to time, addressed to the address of record of the recipient in the records of the Federation.
3. The Federation shall and does hereby agree to indemnify, hold harmless and defend any director, officer, committee member or employee thereof (each of the foregoing being hereinafter referred to individually as an "**Indemnified Party**") against all actions, claims, liabilities, losses, expenses (including attorney's fees and legal expenses related to defense of same), fines, penalties, taxes or damages (collectively "**Liabilities**") asserted by any third party where such Liabilities arise out of or result from service of the Indemnified Party to the Federation or any work or action undertaken on behalf of the Federation by the Indemnified Party. An Indemnified Party shall promptly notify the Federation of any actual, known or potential third party claim and the Federation may, at the Federation's sole option, conduct the defense in any such third party action arising as described herein at the Federation's sole expense and the Indemnified Party shall cooperate in such defense.
4. These Regulations shall take effect as of September, 2020. As of that date, and subject to any transitional provisions in these Regulations, in the Constitution or in any other Regulations made there under, any previous Regulations of the Federation shall be repealed, replaced, and of no further effect.
5. Where the masculine is used in the Regulations, it covers both male and female. The Federation's financial records shall be denominated in euros (EUR).