ARTICLES OF ASSOCIATION OF THE INTERNATIONAL COUNCIL FOR EDUCATION OF PEOPLE WITH VISUAL IMPAIRMENT (ICEVI)

Company No. 4521195

The Companies Acts 1985 and 1989

Company Limited by Guarantee and Not Having A Share Capital

1. MEMBERSHIP

1.1. Membership of the Council is open to any individual or non-profit organization subscribing to the objects of the Council as laid down in the Memorandum of Association.

1.2. Members shall pay an annual subscription as shall be determined from time to time by the Executive Board. Subscriptions shall reflect the diversity of the financial resources available to different organizations and in the different regions of the Council.

1.3. The Council has different classes of membership. Voting and non-voting rights are defined by the Executive Board in the By-laws.

1.4. The Membership scheme shall be periodically reviewed by the Executive Board with a view to diversification and expansion, both to generate increased income and to strengthen ICEVI's credibility, connections, reach, expertise, knowledge, and action that members bring. Such reviews will include a review of Executive Board membership and member liabilities.

1.5. Dual Membership: Any person or organization shall be eligible to seek membership at the global and regional levels of ICEVI by following the respective membership rules and procedures.

1.6. New Categories of Membership: New categories of Membership in the organization shall consist of Network Partner, Emeritus or Honorary Member and

such other category or categories as deemed proper by a majority vote of the Executive Board.

2. REGIONAL STRUCTURE

2.1. The basic structure of the Council is a regional one and the members of the Council are primarily members of a region. The Executive Board shall determine the number of regions into which the Council is divided and the countries making up each region.

2.2. The Regional Members shall elect from the region a Regional President to act on behalf of the region on the Executive Board of the Council and one or more Regional Deputy Presidents to support him/her in implementing the activities of the region.

2.3. The Regional Presidents shall be responsible for establishing a Regional Board of not less than 5 members. Representation on the Regional Board shall reflect the diversity of the region.

2.4. The Regional Board shall be responsible for ensuring that the region meets the terms of reference to operate under the ICEVI name and logo, as defined in the By-laws.

2.5. The titles of the Regional Presidents and any Deputy Regional Presidents are designated by each region according to the Constitution, customs and traditions of the region.

2.6. The Regional Boards shall appoint delegates with voting rights to the General Assembly using a process which respects diversities within the region. The number of delegates per region shall be laid down in the By-laws.

2.7. The Regional Boards may seek approval from the Executive Board to establish national bodies of ICEVI in specific countries, providing the Regional Board has determined that such national structures would be sustainable and will strengthen the mission, vision, values and strategy of ICEVI.

2.8. The Regional Presidents shall report regularly to the President of the Council on an agreed schedule.

2.9. If a Regional President is unable to fulfil his/her duties, one of the Deputy Regional presidents shall take over by agreement among themselves. If neither the Regional President nor any of the Deputy Regional Presidents is able to fulfil these duties, the Regional Board in association with the Regional President shall take decisions about the continuation of the region's work.

2.10. Each region to acquire legal entity status or associate with another legal entity located in the region. Each Regional Board will develop a regional constitution and/or By-laws and policy developments that are directly aligned with the mission of ICEVI. Each regional board will establish and maintain a

regional website (if sufficient regional capacity to maintain); and manage its own planning and control cycle.

2.11. National Focal Points -Where feasible, each region will identify an individual or organization that will serve as the regions national focal point. A clear set of roles and responsibilities will be established for the National Focus Points, including responsibility for raising the profile of ICEVI in the countries within the region, expanding membership, and information the Executive Board, Regional Boards and wider constituency about issues or trends within the context of education for people with visual impairments.

2.12. The Regional Boards will be assisted to prepare specific activity proposals that may be submitted to the International Partner Members of ICEVI and other key funding agencies for direct support to the regions, with settlement or discharge by the relevant region.

3. GENERAL ASSEMBLY

3.1. A meeting of the General Assembly shall be held at the end of each term.

3.2. Those entitled to vote at the General Assembly shall consist of the Executive Board, not more than two Deputy Regional Presidents from each region and the other delegates with voting rights appointed by the Regional Boards in accordance with the By-laws.

3.3. At a General Assembly, there shall take place a business meeting at which the Regional Presidents and Principal Officers shall present a report on their activities during the past term and their plans for the next term. The business meeting shall elect the Principal Officers of the Council, who shall be the President, the First Vice-President, Second Vice-President and the Treasurer. The Immediate Past President is also a Principal Officer.

3.4. The General Assembly may also include a professional conference, which non-delegates may attend.

3.5. At a business meeting of the general assembly, a quorum shall be one third of the members entitled to be present and to vote.

4. EXECUTIVE BOARD

4.1. The business of the Council between General Assemblies shall be conducted by an Executive Board, which shall consist of:

4.1 (a) The Principal Officers of the Council, namely

- The President;

- The Immediate Past President (or other person appointed by the Executive Board if the Immediate Past President is unable or unwilling to serve);
- The First Vice-President;
- The Second Vice-President;
- The Treasurer;

4.1 (b) The seven Regional Presidents representing Africa, East Asia, West Asia, Europe, Latin America, North America/Caribbean, and the Pacific;

4.1 (c) Network Partners - One representative of World Blind Union or other umbrella group, organization, coalition, alliance, or consortium that is aligned with the mission of ICEVI. Membership and voting rights on the Executive Board will be established through reciprocal memoranda of understanding with each Network Partner.

4.1 (e) Emeritus or Honorary Member: An individual or organization which is recognized for their substantial contribution to the mission of ICEVI and/or its areas of focus. This membership category is an advisory or ceremonial role in nature. These members may attend meetings of the Executive Board and provide input on proposed motions or other subjects but when a motion is made, seconded, and voted on, they must refrain from voting (i.e. these members have voice but not a vote).

4.1 (f) Voting Rights: Each International Partner Member, Principal Officer, and Regional President has one vote on the Executive Board. Voting rights of Network Partners will be established through reciprocal memoranda of understanding with each Network Partner.

4.2. The Executive Board shall ensure that the regions meet the Code of conduct and terms of reference to operate under the ICEVI name and logo, as defined in the By-laws.

4.3. The Executive Board shall evaluate regional developments in terms of the Council's policy, the global targets set for the term and regional plans.

4.4. The Executive Board shall keep under review the Memorandum and Articles of Association and the By-laws of the Council.

4.5. The Executive Board shall appoint the members of the Program, the Nominations, the Finance, the Publications and any other global Standing Committees of the Council.

4.6. A Regional President who shall be appointed by the Executive Board shall act as Chairperson of the Nominations Committee. When a member of the Nominations Committee wants his/her name to be considered for one of the Principal Officer positions, he/she shall send a letter of resignation to the

Chairperson of the Nominations Committee, who in turn will consult the President and have a substitute appointed in the place of the member who resigned from the Committee.

4.7. The President is ex officio a member of the Program Committee.

4.8. The Treasurer is ex officio Chairperson of the Finance Committee.

4.9. One of the Vice-Presidents shall be the ex officio member of Publications Committee.

4.10. The Executive Board shall have power to appoint paid staff on a contractual basis in order to further the work of the Council

4.11. At a meeting of the executive board, a quorum shall be one third of the members entitled to be present and to vote.

5. PRINCIPAL OFFICERS

5.1. The Principal Officers are the executive officers of the Council who shall act on behalf of the Council and on behalf of the Executive Board. They shall report on their activities to the Executive Board and the General Assembly and shall meet as necessary. Three shall be a quorum.

5.2. Each of the Principal Officers, in addition to the duties of their post, shall have specific duties as agreed amongst themselves from time to time.

5.3. Each Principal Officer is authorized to act on behalf of the Council on condition that the action is based on the Memorandum and Articles of Association or By-laws of the Council; its policy, custom and practice; or a decision of the Executive Board or of the Principal Officers.

5.4. If the President is unable to discharge his/her responsibilities, the First Vice-President shall take over responsibility from the President. If for any reason he/she is or becomes unable to do this, the Second Vice-President shall take over.

5.5. The Secretary General will attend meetings of the Principal Officers and Executive Board unless asked to withdraw while matters relating to their position as Secretary General are discussed.

6. TERMS OF OFFICE

6.1. All office holders shall take up their positions at the end of the General Assembly at which they were elected. Elections or appointments taking place between General Assemblies shall have immediate effect.

6.2. All office holders shall remain in post until the end of the next General Assembly after their election or appointment.

6.3. Ad hoc appointments shall come to an end when the task for which they were made has been completed, but in any event not later than the end of the next General Assembly after they were made.

6.4. The terms of office of the Regional Presidents are determined by the Regional Constitution, whereas the elected Principal Officers of the Council should normally serve in the same position for no more than two full terms.

7. ALTERNATIVE METHODS OF DECISION MAKING

7.1. With the prior agreement of the President, a member of any organ of the Council may validly participate in a meeting of that body through the medium of telephone or video conference or any other form of electronic communication equipment, provided that all persons participating in the meeting are able to hear and speak to each other throughout such meeting. A person so participating shall be deemed to be present at the meeting and shall accordingly be counted in the quorum and be entitled to vote. A resolution passed at any meeting held in such manner and signed by the Chair of the meeting shall be valid and effective as if it had been passed at a meeting of that body duly convened and held.

7.2. A postal ballot may be used for deciding any question which requires decision within any organ of the Council. Ballot papers, clearly stating the proposal to be voted on, shall be sent to all persons entitled to vote on the matter in question. All means of written communication may be used.

8. FINANCE: The Council's financial year runs from 1st January to 31st December. The accounts of the Council shall be subject to annual audit by a qualified auditor and the Principal Officers shall appoint an external auditor for the purpose. The audited accounts shall be presented to the Executive Board who shall have responsibility for approving the financial report. The Executive Board shall also approve the annual budget of the Council.

9. USE OF THE COUNCIL'S NAME

9.1. The use of the name of the Council for any purpose, including fundraising, income generation or the production or sale of publications, irrespective of whether initiated and/or executed by members of the Council, is only permitted if authorized in writing by the Principal Officers.

9.2. The ICEVI Executive Board reserves the right to withdraw agreement to be identified as an ICEVI region, should the Executive Board deem there has been a failure by the Regional Board to meet the Code of Conduct and terms of reference for use of the name and logo of ICEVI.

10. AMENDMENT OF ARTICLES OF ASSOCIATION AND BY-LAWS

10.1. These Articles of Association may be amended by the General Assembly.

10.2. Proposals for amendment of the Articles of Association shall be recommended to the General Assembly by the Executive Board.

10.3. Proposals for amendment of the Articles of Association shall be published in the Council's journal and on the Council's website not later than three months prior to the General Assembly at which they are to be discussed.

10.4. Amendment of the Articles of Association shall require a two-thirds majority of the votes either of the members present and voting at a General Assembly or voting in a postal ballot, provided in each case that not less than 50% of those entitled must have voted in order for the proposal to be carried. In the event that less than 50% of those entitled shall have voted, a second ballot on the same proposal may be organized not earlier than two weeks and not later than six months after the first ballot. In this event, not less than 25% of those entitled to vote either at a General Assembly or in a postal ballot must have voted in order for the proposal to be carried.

10.5. The Executive Board may change or add to the Council's By-laws by a simple majority on a recommendation of the Principal Officers made not later than three months before a meeting of the Executive Board or a postal ballot on the same. The quorum for votes on such recommendations shall be two-thirds. If there is no quorum, a second ballot may be organized not earlier than two weeks and not later than six months after the first ballot. For the second ballot on the same proposal, the quorum shall be 50%.

10.6. The text of any changes to the Articles of Association or any additions or changes to the By-laws, together with the result of any vote, shall be published in the next issue of the Council’s journal following their agreement and on the Council’s website.

11. DISSOLUTION OF THE COUNCIL: On the winding up and dissolution of the company the provisions of the Memorandum of Association shall have effect as if repeated in these Articles.

12. MISCELLANEOUS: In cases for which there is no clear provision either in these Articles of Association or in law, the Executive Board shall decide issues according to the spirit of the Memorandum and Articles of Association.

Revisions Approved by the General Assembly - November 17, 2024