

BYLAWS

of

the Editorial Freelancers Association

a Nonprofit Corporation

(as incorporated on April 15, 1981, and amended by a unanimous vote of the
Board of Governors on May 9, 2024)

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PART 1: PURPOSE, FUNCTION, AND POWERS

1. COMPANY FORMATION

- 1.1. The Editorial Freelancers Association (“the EFA”) is formed pursuant of the laws of New York State, as stated in the Articles of Incorporation for the EFA.
- 1.2. The Board of Directors (the “Board”) acknowledges and agrees that they caused the Articles of Incorporation to be filed with the state of New York and all filing fees have been paid and satisfied. Consistent with the Articles of Incorporation, and until such time that the Articles of Incorporation have been amended, the EFA is formed to engage in any lawful public tax-exempt 501(c)(6) nonprofit business purpose.
- 1.3. The registered office of the EFA shall be located within the state of New York and may be, but need not be, identical with the principal office. The address of the registered office may be changed from time to time.
- 1.4. The EFA may have other offices, either within or outside of the state of New York, as selected by the Board.
- 1.5. The Board may adopt a corporate seal with the form and inscription of their choosing; however, the adoption and use of a corporate seal is not required.
- 1.6. These corporate Bylaws have been adopted by the Board on behalf of the EFA.

2. PURPOSE AND FUNCTION OF THE EFA

- 2.1. The principal purpose and function of the EFA is:
 - 2.1.1. to advance excellence among the community of freelance editorial professionals and the publishing and communications industries (the “industries”) by providing opportunities for business development, learning, and networking.
 - 2.1.2. to further and generally develop the interests of and cooperation between persons and bodies engaged in editorial freelancing, publishing, and communications;
 - 2.1.3. to provide the means of formulating, making known, influencing, and carrying out the policy of the EFA;
 - 2.1.4. to act as an international point of reference for the industries;
 - 2.1.5. to encourage, promote and assist persons and companies engaged with the industries generally;
 - 2.1.6. to foster cooperation between persons and organizations engaged with the industries;
 - 2.1.7. to represent the collective interests of the EFA and its members in all negotiations with policymakers in relation to:
 - 2.1.7.1. proposed legislation or action affecting the industries; and
 - 2.1.7.2. all policies having a bearing or influence on the industries, and to act in an advisory capacity to policymakers when called upon;

- 2.1.8. to promote standards, principles, and good professional practice in the industries;
- 2.1.9. any other activity or business whatsoever which can in the opinion of the Board be advantageously carried on in connection with or ancillary to any of the business of the EFA.

3. POWERS

- 3.1. In addition to any other powers it may have, the EFA has the following powers in order to further the purpose of the EFA (but not for any other reason):

- 3.1.1. to raise funds;
- 3.1.2. to buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;
- 3.1.3. to sell, lease or otherwise dispose of all or any part of the property belonging to the EFA. In exercising this power, the EFA will ensure that any profit or proceeds from the disposal are for the use of the EFA in furthering its purpose (but not for any other reason);
- 3.1.4. to borrow money and to charge the whole or any part of the property belonging to the EFA as security for repayment of the money borrowed;
- 3.1.5. to co-operate with trade associations, professional bodies, regulators, other nonprofits, voluntary bodies, statutory authorities and similar bodies and to exchange information and advice with them;
- 3.1.6. to establish or support any charitable entities, associations, institutions, and nonprofits required to assist with furthering any of the purposes of the EFA;
- 3.1.7. to set aside any income as a reserve against future expenditure in accordance with a written policy about reserves from time to time;
- 3.1.8. to employ, remunerate and offer benefits (including any pension fund or retirement, death or disability scheme or other bonus or employee benefit scheme) to such staff as are necessary for carrying out the work of the EFA;
- 3.1.9. to:
 - 3.1.9.1. deposit or invest funds;
 - 3.1.9.2. employ a professional fund manager, if necessary;
 - 3.1.9.3. arrange for the investments or other property of the EFA to be held in the name of a nominee if required; and
 - 3.1.9.4. undertake transactions in, or involving, foreign currencies or hedging particularly in relation to overseas activities if appropriate;
- 3.1.10. to provide indemnity insurance for the members of the Board;

- 3.1.11. to pay out of the funds of the EFA the costs of forming, registering, and running the EFA;
 - 3.1.12. to own and manage intellectual property rights for the benefit of the EFA including trademarks, design rights, domain names and all other intellectual property rights;
 - 3.1.13. to do all such other lawful things as are necessary for the achievement of the EFA's purpose; and
 - 3.1.14. to dissolve the EFA if required by financial or legal circumstances.
- 3.2. The income and property of the EFA shall be applied solely towards the promotion of its purpose and no portion thereof shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise howsoever by way of profit, to members of the company, Director, staff, or other individual.
- 3.3. Provided that nothing herein shall prevent any payment in good faith by the EFA:
- 3.3.1. of reasonable and proper remuneration to any member, Officer, or servant of the EFA or to any company of which a member of the Board may also be a member, officer or servant for any services rendered to the EFA including reasonable and proper salary or fees for a member of the Board appointed to any office of the EFA;
 - 3.3.2. of interest on money lent by any member of the Board at a reasonable and proper rate per annum not exceeding 2% less than the published bank lending rate of a clearing bank to be selected by the Board or 3%, whichever is the greater;
 - 3.3.3. of reasonable and proper rent for premises demised or let to the EFA; and
 - 3.3.4. to any member of the Board of reasonable and proper expenses, and any member of the Board who is a lawyer or other person engaged in any profession shall be entitled to charge and be paid all usual professional fees or other charges for work done by them or their firm when instructed by the Board so to act in that capacity on behalf of the EFA.
- 3.4. If upon the winding-up or dissolution of the EFA there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the EFA but shall be distributed for one or more exempt purposes within the meaning of section 501(c)(6) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for the public purpose.
- 3.4.1. Any such assets not disposed of shall be disposed of by the local District Court.
- 3.5. These powers are exercised by the Board as the appointed or elected custodians of the EFA.

PART 2: DIRECTORS

4. DIRECTORS' GENERAL AUTHORITY

- 4.1. Directors are responsible for the management of the EFA's business, for which purpose they may exercise all the powers of the EFA and do on behalf of the EFA all such acts as may be done by the EFA and as are not by statutes required to be done by the EFA general meeting.

5. DIRECTORS MAY DELEGATE

- 5.1. Subject to the Bylaws, the Board may delegate any of the powers which are conferred on them under the Bylaws:
 - 5.1.1. to such person or committee;
 - 5.1.2. by such means (including by power of attorney);
 - 5.1.3. to such an extent, in relation to such matters or territories, and on such terms and conditions as they think appropriate.
- 5.2. If the Board so specifies, any such delegation may authorize further delegation of the Directors' powers by any person to whom they are delegated.
- 5.3. The Board may revoke any delegation in whole or part or alter its terms and conditions.

6. COMMITTEES

- 6.1. The Board may establish and dissolve committees of the Board to support the EFA's governance function.
- 6.2. Committees to which the Board delegates any of its powers must follow the same Bylaws and procedures as the Board.
- 6.3. The Board may make rules of procedure for all or any committees, which prevail over rules derived from the Bylaws if they are not consistent with them.

7. CALLING A BOARD MEETING

- 7.1. Any Director may call a meeting of the Board by giving 10 working days' notice of the meeting to the Directors.
- 7.2. Notice of a Board meeting must indicate:
 - 7.2.1. its proposed date and time;
 - 7.2.2. where it is to take place; and
 - 7.2.3. if it is anticipated that Directors participating in the meeting will not be in the same place, how it is proposed that they should communicate with each other during the meeting.

7.3. Notice of a Board meeting must be given to each member of the Board but need not be in writing.

8. PARTICIPATION IN BOARD MEETINGS

8.1. Subject to the Bylaws, Directors participate in a Board meeting, or part of a Board meeting, when:

8.1.1. the meeting has been called and takes place in accordance with the Bylaws; and

8.1.2. they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting.

8.2. In determining whether Directors are participating in a Board meeting, it is irrelevant where any Director is or how they communicate with each other.

9. QUORUM FOR DIRECTORS' MEETINGS

9.1. At a Board meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting.

9.2. The quorum for a Board meeting may be fixed from time to time by a decision of the Board, but it must never be lower than two thirds of the total number of Directors.

9.3. If the total number of Directors for the time being is less than the quorum required, the Directors must not take any decision other than a decision:

9.3.1. to appoint further Directors; or

9.3.2. to call a general meeting so as to enable the members to appoint further Directors.

10. CHAIRING OF BOARD MEETINGS

10.1. The chair of the meeting shall be appointed by the Directors:

10.1.1. the chair may be appointed from amongst the Directors; or

10.1.2. the chair may be recruited and appointed as an independent third party;

10.2. The person so appointed for the time being is known as the "chair of the meeting".

10.3. If not a Director, the chair of the meeting shall not exercise a vote in decision-making;

10.4. If the chair of the meeting is not a Director, in the case of a voting stalemate, one of the EFA's Co-Chairs shall have the casting vote.

10.5. If the Chair does not join a Directors' meeting within ten minutes of the start time, the participating Directors must appoint one of themselves to chair the meeting.

10.6. The Directors may terminate the chair of the meeting's appointment at any time.

11. DECISION-MAKING AT MEETINGS

11.1. The general rule about decision-making by Directors is that any decision of the Directors must be a majority decision.

11.2. In all proceedings of a Board meeting, each Director must not have more than one vote.

11.3. If the numbers of votes for and against a proposal are equal, the chair or other Director chairing the meeting has a casting vote.

11.3.1. This does not apply if, in accordance with the Bylaws, the chair or other Director is not to be counted as participating in the decision-making process for quorum or voting purposes.

12. DECISIONS WITHOUT A MEETING

12.1. The Board may make a decision without a meeting in accordance with this article by indicating to each other by any means, including without limitation by electronic means, that they share a common view on a matter.

12.2. A decision which is made in accordance with article 12.1 shall be as valid and effectual as if it had been passed at a meeting duly convened and held, subject to the following conditions:

12.2.1. approval from each Director must be received by one person being either such person as all the Directors have nominated in advance for that purpose or such other person as volunteers if necessary ("the Recipient"), which person may, for the avoidance of doubt, be one of the Directors;

12.2.2. following receipt of responses from all of the Directors, the Recipient must communicate to all of the Directors by any means whether the resolution has been formally approved by the Directors in accordance with this article;

12.2.3. the date of the decision shall be the date of the communication from the Recipient confirming formal approval;

12.2.4. the Recipient must prepare a minute of the decision in accordance with article 14.

13. CONFLICTS OF INTEREST

13.1. A Director who is in any way, directly or indirectly, interested in a proposed transaction or arrangement between the EFA and an interested party shall declare the nature and extent of their interest to the other Directors before the EFA enters into the transaction or arrangement.

13.2. A Director who is in any way, directly or indirectly, interested in a transaction or arrangement that has been entered into by the EFA shall declare the nature and extent of their interest to the other Directors as soon as is reasonably practicable, unless the interest has already been declared under article 13.1.

13.3. Any declaration required by article 13.1 or article 13.2 may (but need not) be made:

13.3.1. at a meeting of the Board; or

- 13.3.2. by notice in writing (email); or
- 13.4. If a declaration of interest proves to be, or becomes, inaccurate or incomplete, a further declaration must be made as appropriate.
- 13.5. A Director need not declare an interest under this article if:
- 13.5.1. it cannot reasonably be regarded as likely to give rise to a conflict of interest;
 - 13.5.2. or to the extent that, the other Directors are already aware of it (and for this purpose the other directors are treated as aware of anything of which they ought reasonably to be aware);
 - 13.5.3. or to the extent that, it concerns terms of their service contract that have been or are to be considered by a meeting of the Directors or by a committee of the Directors appointed for the purpose under the Bylaws; or
 - 13.5.4. the Director is not aware of their interest or is not aware of the transaction or arrangement in question (and for this purpose a Director is treated as being aware of matters of which they ought reasonably to be aware).
- 13.6. If a proposed decision of the Directors is concerned with an actual or proposed transaction or arrangement with an organization in which a Director is interested, that Director is not to be counted as participating in the decision-making process for quorum or voting purposes.
- 13.7. But if article 13.5 applies, a Director who is interested in an actual or proposed transaction or arrangement with an organization is to be counted as participating in the decision-making process for quorum and voting purposes.
- 13.7.1. This article 13.7 applies when:
- 13.7.1.1. the EFA by ordinary resolution disapplies the provision of the articles which would otherwise prevent a Director from being counted as participating in the decision-making process;
 - 13.7.1.2. the Director's interest cannot reasonably be regarded as likely to give rise to a conflict of interest; or
 - 13.7.1.3. the Director's conflict of interest arises from a permitted cause.
- 13.8. For the purposes of article 13.7, the following are permitted causes:
- 13.8.1. a guarantee given, or to be given, by or to a Director in respect of an obligation incurred by or on behalf of the organization or any of its subsidiaries;
 - 13.8.2. subscription, or an agreement to subscribe, for securities of the EFA or any of its subsidiaries, or to underwrite, sub-underwrite, or guarantee subscription for any such securities; and
 - 13.8.3. arrangements pursuant to which benefits are made available to employees and directors or former employees and Directors of the organization or any of its subsidiaries which do not provide special benefits for Directors or former Directors.

13.9. For the purposes of this article, references to proposed decisions and decision-making processes include any Board meeting or part of a Board meeting.

13.10. Subject to article 13.6, if a question arises at a Board meeting or of a committee of the Board as to the right of a Director to participate in the meeting (or part of the meeting) for voting or quorum purposes, the question may, before the conclusion of the meeting, be referred to the chair whose ruling in relation to any Director other than the chair is to be final and conclusive.

13.11. If any question as to the right to participate in the meeting (or part of the meeting) should arise in respect of the chair, the question is to be decided by a decision of the Directors at that meeting, for which purpose the chair is not to be counted as participating in the meeting (or that part of the meeting) for voting or quorum purposes.

14. RECORDS OF DECISIONS

14.1. The Board must ensure that the EFA keeps a permanent record, in writing, of every decision taken by the Board:

14.1.1. of all appointments of officers made by the Board;

14.1.2. of every decision taken by the Board, including by written resolution, and any committee of the Board; and

14.1.3. of all proceedings of general meetings of the EFA and of the members of the EFA.

14.2. The company shall also keep permanent records comprising copies of all resolutions of members passed otherwise than at general meetings.

15. DIRECTORS' DISCRETION TO MAKE FURTHER RULES

15.1. Subject to the Bylaws, the Board may make any rule which they think fit about how they take decisions, and about how such rules are to be recorded or communicated to Directors and, when appropriate, to the members.

APPOINTMENT OF DIRECTORS

16. NUMBER OF DIRECTORS

16.1. The number of directors shall be not fewer than five and shall not exceed seventeen.

17. METHODS OF APPOINTING DIRECTORS

17.1. A Director must be a member of the EFA.

17.2. No person may serve as a Director (whether as an elected, co-opted, or appointed Director) for an aggregate period of more than six years (including where there has been a break in service) including any period of service prior to the date of adoption of these Bylaws. Where a Director takes office at the conclusion of an Annual General Meeting (AGM), for this purpose a year is measured from one AGM to the next.

17.3. The Board shall make arrangements for the holding of elections of Directors each year unless in any particular year there are no vacancies in the ranks of the elected directors.

17.4. All elections must be held and completed prior to the date of the AGM for the relevant year.

17.5. Only voting members are eligible to vote in Director elections.

17.6. The arrangements for elections made by the Board shall in particular include arrangements for:

17.6.1. the giving of notice of elections and for specifying a closing date for voting;

17.6.2. specifying the record date by which a person must be a voting member to be eligible to vote in the elections;

17.6.3. the nomination of candidates;

17.6.4. the provision of information by candidates; and

17.6.5. the conduct of voting, which shall include provision for voting members to vote by post or through electronic means.

18. TENURE OF DIRECTORS

18.1. Elected directors shall initially hold office for a term of two years, beginning at the conclusion of the AGM at which they were appointed, or their election is announced and ending at the conclusion of the second AGM held after the AGM at which they were appointed, or their election is announced.

18.1.1. At an AGM at which their term of office would otherwise end (whether after their first or second term but subject always to Article 18.2), an elected Director may be proposed for re-appointment by the Board and will be re-appointed for a further two years if their re-appointment is approved at the AGM by an ordinary resolution.

18.1.2. An elected Director may ordinarily be proposed for re-appointment by the Board for a maximum of two additional terms of office, taking their term of service to a maximum of six years.

18.1.3. In exceptional circumstances, and only if no credible option is available to the Board, an elected Director who has served three terms may be re-appointed for a final two-year term, taking their total tenure to eight years.

18.2. An individual who has previously served as an elected Director may do so again after a two-year break in service. In these circumstances, Articles 18.1.1, 18.1.2, and 18.1.3 will apply as the new terms of service.

18.3. Directors may fill a casual vacancy among the elected Directors by a decision of the Board, but any person so appointed will hold office only until the conclusion of the next AGM after their appointment.

18.4. The Board may appoint a Director (a "Co-opted Director") by a decision of the Board provided that:

- 18.4.1. the appointment does not cause the number of directors to exceed any number fixed by or in accordance with these Bylaws as the maximum number of directors.
- 18.4.2. the maximum number of Co-opted Directors holding office at any one time shall not exceed seven;
- 18.4.3. a Co-opted Director shall hold office for such period as the directors may determine, not exceeding two years from the date of the decision of the Board to appoint that Co-opted Director;
- 18.4.4. a person who has previously served as an elected Director may not be appointed as a Co-opted Director.

18.5. No person may be appointed or serve as a Director:

- 18.5.1. unless that have attained the age of 18 years; or
- 18.5.2. in circumstances such that, had they already been a Director, they would be disqualified from acting under the provisions of Article 17.

19. TERMINATION OF DIRECTOR'S APPOINTMENT

19.1. A person ceases to be a Director as soon as:

- 19.1.1. that person ceases to be a Director by virtue of any provision of New York's Nonprofit Revitalization Act (2013) or the New York Not-for-Profit Corporation Law (2022) or is prohibited from being a Director by law;
- 19.1.2. a registered medical practitioner who is treating that person gives a written opinion to the EFA stating that that person has become physically or mentally incapable of acting as a Director and may remain so for more than three months;
- 19.1.3. notification is received by the EFA from the Director that they are resigning from office, and such resignation has taken effect in accordance with its terms; or
- 19.1.4. they have, for two consecutive meetings, been absent without permission of the Directors from meetings of the Board held during that period, and the Directors resolve that that they should cease to be a Director.

20. DIRECTORS' BENEFITS

20.1. No Director shall be appointed to any office of the EFA, be employed by the EFA, or receive any remuneration or other benefit in money or money's worth from the EFA unless the payment or benefit in question is permitted pursuant to article 20.2.

20.2. Nothing in these Bylaws shall prevent the payment in good faith by the EFA of:

- 20.2.1. Reimbursement of reasonable out-of-pocket expenses which the Directors properly incur in connection with their attendance at:
 - 20.2.1.1. meetings of the Board or committees of the Board;
 - 20.2.1.2. general meetings;

20.2.1.3. EFA conferences or other events;

or otherwise in connection with the exercise of their powers and the discharge of their responsibilities in relation to the company.

20.2.2. Financial support for personal professional development in relation to their role as a Director (and approved by the Executive Committee).

21. OFFICERS

21.1. The EFA shall maintain four Officer positions: two Co-Chairs, Treasurer, and Secretary.

21.2. Appointment to these positions is made by the Board and are made from amongst the existing cohort of Directors.

21.3. The Board will define and routinely review job descriptions and person specifications for the Officer positions, ensuring they align with the EFA's current circumstances and requirements.

21.4. In the absence of inability to act of any Officer and of any person authorized to act in their place, the Board may delegate the Officer's powers or duties to any other Officer, Director, or other person. Vacancies in an office arising from any cause may be filled by the Board, subject to article 18.3, at any regular or special Board meeting.

PART 3: MEMBERS

BECOMING AND CEASING TO BE A MEMBER

22. APPLICATIONS FOR MEMBERSHIP

22.1. The number of members of the EFA shall be unlimited.

22.2. No individual shall become a member of the EFA unless:

22.2.1. They have completed an application for membership in a format approved by the Directors;

22.2.2. They fall within an eligible category of membership; and

22.2.3. Payment is made of any membership due.

22.2.3.1. Membership dues will be determined and regularly reviewed by the Board.

22.3. Membership is not transferable.

23. QUALIFICATIONS

23.1. Membership is open to any individual who affirms that they contract their services (or intend to offer their services) as a freelance editorial professional or is professionally qualified to do so.

23.2. Members will include (but not be limited to) editors, writers, copyeditors, proofreaders, indexers, copywriters, researchers, graphic artists and designers, and translators.

24. CLASSES OF MEMBERSHIP

24.1. The Board will establish different categories of membership and prescribe (and from time to time alter) the EFA's membership requirements, rights, and obligation. These categories of membership will be published on the EFA's website and regularly reviewed to ensure relevance to the industries and responsive to members' needs.

24.2. The Board may, from time to time and at its discretion, also introduce or remove voting and non-voting classes of membership.

25. TERMINATION OF MEMBERSHIP

25.1. A member whose membership dues are not in arrears and who has no other debts to the EFA may withdraw from membership of the EFA by giving not less than six months' notice to the EFA in writing or such period as the Directors approve and at the expiry of such notice period that member's membership shall cease.

25.2. A member shall cease to be a member if they are expelled from membership under rules or Bylaws of membership including any code governing the conduct of members and establishing standards of conduct expected of members by the EFA.

25.2.1. This includes but is not limited to the EFA's Anti-Harassment Policy and Membership Code of Conduct.

25.3. A member shall cease to be a member by a decision of the Board if any monies due to the EFA under these Bylaws (including, but not limited to, membership dues) are not paid by that member within such period after the due date for payment as may be allowed by the Board.

25.4. For the avoidance of doubt a member shall remain liable to pay such proportion of the liabilities and expenses properly incurred by the EFA in carrying out its activities which such member has agreed to pay, and which have been incurred prior to such person ceasing to be a member.

25.5. Directors may terminate membership by notice in writing to that member for any of the following reasons:

25.5.1. The member no longer meets the membership criteria;

25.5.2. The member fails to comply with any provisions of these Bylaws;

25.5.3. The member commits fraud or is guilty of any conduct likely to have a serious adverse effect on the EFA; and

25.5.4. The member materially changes their business activities.

25.6. All memberships will terminate automatically if the EFA is dissolved.

25.7. A member whose membership is terminated under this article shall not be entitled to a refund of any subscription or membership due.

ORGANIZATION OF GENERAL MEETINGS

26. CONVENING OF GENERAL MEETINGS

26.1. The Directors may call general meetings and shall call a general meeting (i) within 21 days from the date on which the Board becomes subject to the requirement, and (ii) to be held on a date not more than 28 days after the date of the notice convening the meeting.

26.2. As a minimum, a general meeting shall be held once a year which shall be designated the annual general meeting (AGM).

26.3. A general meeting may also be called by the membership upon the written request of one third of existing members who were eligible to vote at the previous AGM.

26.4. A general meeting shall be called by notice of at least 15 clear business days. A general meeting may be called by shorter notice if it is so agreed by a majority in number of the members having a right to attend and vote at the meeting.

26.4.1. The notice shall specify the time, date and place of the meeting and the general nature of the business to be dealt with at the meeting.

26.4.2. If the meeting is convened to consider a special resolution, the text of the resolution and the intention to propose the resolution as a special resolution shall also be specified.

26.4.3. Subject to the Bylaws, the notice shall be given to all the members and to the Directors and (if any) the auditors.

26.5. The accidental omission to give notice of a general meeting or to send, supply or make available any document or information relating to a meeting to, or the non-receipt of any such notice, document, or information by a person entitled to receive any such notice, document or information shall not invalidate the proceedings at that meeting.

27. ATTENDANCE AND SPEAKING AT GENERAL MEETINGS

27.1. A person is able to exercise the right to speak at a general meeting when that person is in a position to communicate to all those attending the meeting, during the meeting, any information or opinions which that person has on the business of the meeting.

27.2. A person is able to exercise the right to vote at a general meeting when:

27.2.1. that person is able to vote, during the meeting, on resolutions put to the vote at the meeting; and

27.2.2. that person's vote can be taken into account in determining whether or not such resolutions are passed at the same time as the votes of all the other persons attending the meeting.

27.3. The Directors may make whatever arrangements they consider appropriate to enable those attending a general meeting to exercise their rights to speak or vote at it.

27.4. In determining attendance at a general meeting, it is immaterial whether any two or more members attending it are in the same place as each other.

28. QUORUM FOR GENERAL MEETINGS

28.1. No business other than the appointment of the chair of the meeting is to be transacted at a general meeting if the persons attending do not constitute a quorum.

28.2. Two qualifying members present at a meeting are a quorum.

29. CHAIRING GENERAL MEETINGS

29.1. If the Directors have appointed a chair, the chair shall chair general meetings if present and willing to do so.

29.2. If the Directors have not appointed a chair, or if the chair is unwilling to chair the meeting or is not present within ten minutes of the time at which a meeting was due to start:

29.2.1. The Directors present; or

29.2.2. (if no Directors are present), the meeting

must appoint a Director or member to chair the meeting, and the appointment of the chair of the meeting must be the first business of the meeting.

29.3. The person chairing a meeting in accordance with this article is referred to as “the chair of the meeting”.

30. ATTENDANCE AND SPEAKING BY NON-MEMBERS

30.1. The chair of the meeting may permit any persons who are not voting members of the EFA to attend and speak at a general meeting.

31. ADJOURNMENT

31.1. If the persons 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 be present, the chair of the meeting must adjourn it.

31.2. The chair of the meeting may adjourn a general meeting at which a quorum is present if:

31.2.1. the meeting consents to an adjournment; or

31.2.2. it appears to the chair 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.

31.3. The chair of the meeting must adjourn a general meeting if directed to do so by the meeting.

31.4. When adjourning a general meeting, the chair of the meeting must:

31.4.1. 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

31.4.2. have regard to any directions as to the time and place of any adjournment which have been given by the meeting.

31.5. If the continuation of an adjourned meeting is to take place more than fourteen days after it was adjourned, the EFA must give at least seven clear days' notice of it (that is, excluding the day of the adjourned meeting and the day on which the notice is given):

31.5.1. to the same persons to whom notice of the EFA's general meetings is required to be given; and

31.5.2. containing the same information which such notice is required to contain.

31.6. 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.

VOTING AT GENERAL MEETINGS

32. VOTING: GENERAL

32.1. Only members in good standing are eligible to vote.

32.2. 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 Bylaws. This includes a vote to amend these Bylaws.

32.3. Subject to any rights or restrictions attached to any class of membership, whether or not such rights or restrictions are set out in the articles, on a vote on a resolution:

32.3.1. on a show of hands at a meeting every member in good standing present in person (or by proxy) and entitled to vote on the resolution shall have one vote; and

32.3.2. on a poll taken at a meeting every member in good standing present in person (or by proxy) and entitled to vote on the resolution shall have one vote.

32.4. In the case of an equality of votes on a show of hands or a poll, the chair of the meeting shall be entitled to a casting vote.

33. ERRORS AND DISPUTES

33.1. No objection may be raised to the qualification of any person 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.

33.2. Any such objection must be referred to the chair of the meeting whose decision is final.

34. CHAIR'S DECLARATION

- 34.1. Unless a poll is duly demanded, a declaration by the chair of the meeting that a resolution has or has not been passed or has or has not been passed by a particular majority, shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favor of and against the resolution. An entry in respect of such a declaration recorded in minutes of the meeting is also conclusive evidence of that fact without such proof.

35. POLL VOTES

- 35.1. A poll on a resolution may be demanded:

35.1.1. in advance of the general meeting where it is to be put to the vote; or

35.1.2. at a general meeting, either before a show of hands on that resolution or immediately after the result of a show of hands on that resolution is declared.

- 35.2. A poll may be demanded by:

35.2.1. the chair of the meeting;

35.2.2. the directors;

35.2.3. two or more persons having the right to vote on the resolution; or

35.2.4. a person or persons representing not less than 10% of the total voting rights of all the members having the right to vote on the resolution.

- 35.3. A demand for a poll may be withdrawn if:

35.3.1. the poll has not yet been taken; and

35.3.2. the chair of the meeting consents to the withdrawal.

- 35.4. Polls must be taken immediately and in such manner as the chair of the meeting directs.

36. PROCEDURE ON A POLL

- 36.1. Subject to the articles, polls at general meetings must be taken when, where and in such manner as the chair of the meeting directs.

- 36.2. The chair of the meeting may appoint scrutineers (who need not be members) and decide how and when the result of the poll is to be declared.

- 36.3. The result of a poll shall be the decision of the meeting in respect of the resolution on which the poll was demanded.

- 36.4. A poll on the election of the chair of the meeting; or a question of adjournment, must be taken immediately.

- 36.5. A poll on any other question must be taken within 30 days of the poll being demanded.

36.6. A demand for a poll does not prevent a general meeting from continuing, except as regards the question on which the poll was demanded.

36.7. No notice need be given of a poll not taken immediately if the time and place at which it is to be taken are announced at the meeting at which it is demanded.

36.8. In any other case, at least seven clear days' notice must be given specifying the time, date and place at which the poll is to be taken.

37. APPOINTMENT OF PROXY

37.1. A member may appoint another person as their proxy to exercise all or any of their rights to attend and to speak and to vote (both on a show of hands and on a poll) on a resolution or amendment of a resolution, or on other business arising, at a meeting or meetings of the company.

38. CONTENT OF PROXY NOTICES

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

38.1.1. states the name and address of the member appointing the proxy;

38.1.2. identifies the person appointed to be that member's proxy and the general meeting in relation to which that person is appointed;

38.1.3. is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the directors may determine; and

38.1.4. is delivered to the EFA in accordance with the articles and any instructions contained in the notice of the general meeting to which they relate.

38.2. The EFA may require proxy notices to be delivered in a particular form and may specify different forms for different purposes.

38.3. 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.

38.4. Unless a proxy notice indicates otherwise, it must be treated as:

38.4.1. 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

38.4.2. 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.

39. DELIVERY OF PROXY NOTICES

39.1. Any notice of a general meeting must specify the address or addresses ("proxy notification address") at which the EFA or its agents will receive proxy notices relating to that meeting, or any adjournment of it, delivered in hard copy or electronic form.

- 39.2. 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 EFA by or on behalf of that person.
- 39.3. A proxy notice must be delivered to a proxy notification address at any time before the start of the general meeting or adjourned meeting to which it relates.
- 39.4. In the case of a poll taken more than 48 hours after it is demanded, the notice must be delivered to a proxy notification address at any time before the time appointed for the taking of the poll.
- 39.5. In the case of a poll not taken during the meeting but taken not more than 48 hours after it was demanded, the proxy notice must be delivered:
- 39.5.1. to a proxy notification address at any time before the time appointed for the taking of the poll to which it relates; or
 - 39.5.2. at the meeting at which the poll was demanded, to the chairman of the meeting, secretary (if any) or any Director.
- 39.6. A proxy notice which is not delivered in accordance with this article shall be invalid.
- 39.7. The Directors may require the production of any evidence which they consider necessary to determine the validity of any proxy notice.

40. AMENDMENTS TO RESOLUTIONS

- 40.1. An ordinary resolution to be proposed at a general meeting may be amended by ordinary resolution if:
- 40.1.1. notice of the proposed amendment is given to the EFA in writing by a person entitled to vote at the general meeting at which it is to be proposed not less than 48 hours before the meeting is to take place (or such later time as the chair of the meeting may determine); and
 - 40.1.2. the proposed amendment does not, in the reasonable opinion of the chair of the meeting, materially alter the scope of the resolution.
- 40.2. A special resolution to be proposed at a general meeting may be amended by ordinary resolution, if:
- 40.2.1. the chair of the meeting proposes the amendment at the general meeting at which the resolution is to be proposed; and
 - 40.2.2. the amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the resolution.
- 40.3. If the chair of the meeting, acting in good faith, wrongly decides that an amendment to a resolution is out of order, the chair's error does not invalidate the vote on that resolution.

PART 4: ADMINISTRATIVE ARRANGEMENTS AND MISCELLANEOUS

41. MINUTES

41.1. The Directors must ensure minutes to be made in files kept for the purpose:

41.1.1. of all appointments of officers made by the Board;

41.1.2. of all resolutions of the EFA and of the Board (including, without limitation, decisions of the Board made without a meeting); and

41.1.3. of all proceedings at meetings of the EFA and of the Board, and of committees of the Board, including the names of the Directors present at each such meeting;

and any such minute, if purported to be signed (or in the case of minutes of directors' meetings signed or authenticated) by the chair of the meeting at which the proceedings were had, or by the chair of the next succeeding meeting, shall, as against any member or Director of the EFA, be sufficient evidence of the proceedings.

42. RECORDS AND ACCOUNTS

42.1. The Board shall comply with all legal requirements for maintaining a members' register, keeping financial records, the audit or examination of accounts and the preparation and transmission to the relevant regulator of:

42.1.1. annual reports;

42.1.2. annual returns; and

42.1.3. annual statements of account.

42.1.4. Except as provided by law or authorized by the Directors or an ordinary resolution of the EFA, no person is entitled to inspect any of the EFA's accounting or other records or Documents merely by virtue of being a member.

43. INDEMNITY

43.1. Subject to Article 45.2, a relevant Director of the EFA or an associated company may be indemnified out of the EFA's assets against:

43.1.1. any liability incurred by that Director in connection with any negligence, default, breach of duty or breach of trust in relation to the EFA or an associated company;

43.1.2. any other liability incurred by that Director as a member of the Board of the EFA or an associated company.

43.2. This article does not authorize any indemnity which would be prohibited or rendered void by any provision of law.

43.3. In this article:

43.3.1. companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate; and

43.3.2. a “relevant director” means any Director or former Director of the EFA or an associated company.

44. INSURANCE

44.1. The Board will purchase and maintain insurance, at the expense of the EFA, for the benefit of any relevant Director in respect of any relevant loss.

44.2. In this article:

44.2.1. a “relevant director” means any Director or former Director of the EFA or an associated company;

44.2.2. 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 EFA, any associated company or any pension fund or employees’ share scheme of the EFA or associated company; and

44.2.3. companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate.

45. RULES AND POLICIES

45.1. The Board may from time to time make (and vary) such rules or policies as they may deem necessary or expedient or convenient for the proper conduct and management of the EFA and for the purposes of prescribing (a) classes of and conditions of membership and (b) the rights, privileges and obligations of membership.

45.2. The Board shall bring to the notice of such members all such rules or policies, which shall be binding on all members provided that no rule or policy shall be inconsistent with, or shall affect or repeal anything contained in, these Bylaws.

46. EXCLUSION OF MODEL ARTICLES

46.1. The relevant model articles for a nonprofit corporation are hereby expressly excluded.