

I.1. COUNCIL OF MEMBERS

I.1.1. MEETINGS

Representatives of IAPB member organisations which are company law members i.e. all member organisations with the exception of national V2020 bodies, meet in Council once a year. A maximum of two representatives per member organisation can attend the meeting but each organisation only has one vote. The President and Chairman of the Board of IAPB is the chair of Council. IAPB regional chairs, WHO representatives and IAPB officers are invited to participate in the meetings.

The meetings are normally held back to back with a meeting of the Board of Trustees.

I.1.2. FUNCTIONS

The annual meeting of Council provides the opportunity for members to contribute to the overall development of IAPB and the VISION 2020 initiative. It is important that the agenda for these meetings is so structured to allow maximum participation by members. In addition to receiving feedback from the Board, committees, WHO and regional chairs on the progress of implementation of V2020, this provides an annual opportunity for members to network and identify ways in which they can collaborate together and add value to their activities. It enables members to provide inputs into the future planning and development of IAPB and to strengthen partnerships, both with IAPB and with WHO PBL.

Members have formal responsibilities when meeting in annual general meeting (AGM) for appointing trustees and approving the audited accounts and the appointment of the auditors.

1.2. BOARD OF TRUSTEES

1.2.1. COMPOSITION

The Board of Trustees comprise of:

- IAPB officers
 - President & Chairman of the Board
 - Vice President
 - Treasurer
- One trustee from each of the Founding Members (ICO and WBU)
- One trustee from each of all Group A members
- Two trustees to represent all Group B members
- One trustee from each of all the Patron members
- IAPB Regional Chairs

The total number of Trustees may vary depending on the number of Group A members and Corporate Patrons at a given time.

1.2.2. APPOINTMENT / REGISTRATION

The names of trustees are submitted by each of the eligible members or groups of members for consideration by the nominations committee and subsequent recommendation to the Board, prior to formal appointment at the AGM.

Newly appointed trustees are required to complete the formalities and paper work related to registering them as Board Directors and trustees as per U.K. charity and company law.

When a trustee resigns, this should be intimated in writing and the name of the replacement trustee should be forwarded to the nominations committee.

Although most trustees are nominated by an organisation, they sit on the Board in their own right once appointed and not as representatives of their organisation. Trustees who are unable to attend Board meetings are entitled to send an observer from their organisation to participate on their behalf, subject to the approval of the other trustees. This representative will not have a vote at the meetings. As defined in the Memorandum and Articles of IAPB, trustees are entitled to nominate another trustee to vote on their behalf.

1.2.3. TENURE

A trustee is appointed initially for a four year period but can be reappointed for another two four-year term after which he/she must stand down for at least four years.

1.2.4. MEETINGS

A minimum of two Board meetings are held each year. The location varies with at least one meeting being held in a different IAPB region each year.

1.2.5. SUMMARY OF TRUSTEES' FUNCTIONS AND DUTIES

The charity's trustees are responsible under the charity's governing document (The Memorandum and Articles) for controlling the management and administration of the charity. The objective of every trustee should be to ensure, in common with fellow trustees, that the charity operates in a manner which enables it to fulfil the objectives listed in the governing document as effectively as possible.

The trustees of a charity have, as prime duties, to ensure that all charitable funds and property are applied in accordance with the objects of the charity and that all funds not immediately required are invested properly and prudently.

Trustees must act reasonably and prudently in all matters relating to the charity and must always act in the interests of the beneficiaries. If trustees act prudently, lawfully and in accordance with their governing document then any liabilities they incur as trustees can be met out of the charity's resources. But if they act otherwise they may be in breach of trust and personally liable to meet any call on the charity's property arising from their actions, or to make good any loss to the charity. Since trustees must act jointly in administering a charity, they will also be responsible jointly to meet any liability incurred by them or on their behalf.

Trustees are responsible for agreeing the charity's strategic objectives and goals, the policies for achieving these and the on-going evaluation of the charity's performance.

The charity falls under the UK regulatory regime and further information on trustees' duties and responsibilities can be found in 'The Essential Trustee' leaflet of the Charity Commission, the UK regulator for charities.