

Agenda Item 7: Ratification of Decisions relating to IPPF WWI

Summary:

This paper provides the background of the set-up of IPPF Worldwide Inc (IPPF WWI) and the decisions taken to appoint directors and those taken by these directors. It also provides information on recent advice sought by IPPF from Bates Well and Braithwaite London LLP and subsequent actions required to be taken, based on advice so received.

Action Required:

BOT is requested **to approve** delegation of authority to the Director-General to nominate directors to the IPPF WWI, **to ratify** the names of the current directors, appointment of past directors and the decisions taken by them in the past.

1. Background

IPPF incorporated the IPPF Worldwide Inc (IPPF WWI) on the 23rd February 2006 in the state of Columbia, United States of America (USA). IPPF WWI has been incorporated exclusively for the benefit of and to carry out the purposes of International Planned Parenthood Federation. IPPF WWI is fund raising arm for IPPF, wherein grants/donations from foundations and individuals in the USA are received at IPPF WWI and are either remitted to IPPF in London (majority of transactions are of this kind) or are expended on the IPPF fund raising and other programmes.

In the above context, IPPF WWI

- is established as a section 501(c)(3) non-profit corporation under the laws of the District of Columbia;
- has no members, but is fully controlled by the IPPF, the charity registered in the United Kingdom.
- is fully under the control of IPPF, by exercising the right to appoint directors of IPPF WWI.

Article 5 of the IPPF WWI Articles of Incorporation and section 2.2 of its bye laws provide that the directors of IPPF WWI are to be appointed by the 'board of directors' of IPPF. As per information that had been communicated, the IPPF Governing Council had granted the authority to the management to appoint such directors. Unfortunately, the management has not been able to locate the right documentation to this effect. Following this, from the date of incorporation till date the directors of the IPPF WWI have been nominated by the management of IPPF. This decision is then formally approved by the sitting directors of the IPPF WWI. Since inception the directors of IPPF WWI, have been senior staff of IPPF, who act in their ex-officio capacity on the board of IPPF WWI. Thus, ensuring full control of IPPF on IPPF WWI.

As a next step, given that we have not been able to locate the right documentation, IPPF Secretariat reached out to Bates Well and Braithwaite London LLP a legal firm that has over the years, extensively worked with IPPF and understands its overall structure, policies and rules to seek advice on the above.

The advice provided by the firm states that although IPPF does not have a board of directors, it must be taken as a reference to its council, which is referred to in IPPF's regulations now, as the board of trustees.

In the above context, as a way forward the legal firm advised the actions as listed below be taken by the Board of Trustees of IPPF.

2. Specific action required

The Board of Trustees of IPPF

- ratify the
 - o existing directors of IPPF WWI - Mina Barling (President), Achille Togbetso (Secretary) and Varun Anand (as Treasurer);
 - o all past appointments of directors to the IPPF WWI;
 - o all decisions taken by the directors of IPPF WWI, which primarily include remittance of funds to London, approval of annual accounts of the IPPF WWI,

approval of appointment of directors to the IPPF WWI and other similar decisions.

- delegate the authority to appoint the directors of IPPF WWI to the Director General, who would keep the IPPF Board of Trustees informed about the changes so made.