



# IFWEA IVA FIAET

General Secretary: Sahra Ryklief

President: Susan Schurman

**INTERNATIONAL FEDERATION OF WORKERS' EDUCATION  
ASSOCIATION (2009) NPC  
NOTICE OF SPECIAL RESOLUTION  
TO BE PROPOSED AT THE GENERAL CONFERENCE  
TO BE HELD ON 5 – 7 DECEMBER 2015 AT HOTEL JOSE  
ANTONIONIO  
LIMA, PERU**

1. Notice is hereby given by the general secretary of International Federation of Workers' Education Association (2009) NPC ["the company"] that the following special resolution will be proposed at the forthcoming general conference.

*"That the existing memorandum of association and articles of association of the company be altered by replacing them in their entirety with the new memorandum of incorporation attached to this notice as "A"."*

2. Article 17.17 of the existing articles of association of the company stipulates that *"an alteration to the memorandum (of association) or articles (of association) of the company ... shall be made by special resolution. A special resolution is one passed at a quorate meeting by a majority of not less than three-fourths of votes cast by the full members"*.
3. The reasons why this resolution is being proposed are the following :
  - 3.1 The company was originally incorporated in 2009 as an association not for gain under section 21 of the Companies Act of 1973 ("the 1973 Act").
  - 3.2 Under the 1973 Act the company was required to register, as its founding documentation, a memorandum of association and articles of association.

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INTERNATIONAL FEDERATION OF WORKERS' EDUCATION ASSOCIATIONS  
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- 3.3 The 1973 Act has been repealed, and has been replaced by the Companies Act of 2008 (“the 2008 Act”), which came into operation on 1 May 2011.
- 3.4 In terms of the 2008 Act :
- 3.4.1 The company is now deemed to be a non-profit company; and
- 3.4.2 The company is required to adopt a revised founding document (known as a “memorandum of incorporation”) which is consistent with the provisions of the 2008 Act.
- 3.5 The principal reason for proposing the resolution is to enable the company to comply with the 2008 Act by adopting a suitably revised founding document.
- 3.6 It is moreover possible that the company might qualify, in terms of section 30 of the Income Tax Act of 1962, for approval as a public benefit organisation (“PBO”). Such approval brings with it certain tax exemptions and privileges.
- 3.7 One of the criteria for approval as a PBO is that the company’s founding document must contain certain provisions stipulated in section 30 of the Income Tax Act.
- 3.8 Accordingly, a further reason for proposing the resolution is to include in the company’s founding document the relevant provisions of section 30 of the Income Tax Act, to facilitate any application for PBO approval which the company may be advised to make.

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