

# **EASPD**

## **Constitution**

## **Internal Rules**

As approved by a motion of the General Assembly of the Association on 5<sup>th</sup> October 2019 (Helsinki, Finland)

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## EASPD Internal Rules

No	Title of Internal Rule	
<b>IR1</b>	<b>Categories of membership (Statutes 7 &amp; 8)</b>	
IR.1.1	The General Assembly of EASPD has agreed two MAIN categories of membership: <ul style="list-style-type: none"> <li>• Umbrella Membership Organisations (UMO's)</li> <li>and</li> <li>• Single Agency Membership Organisations (SAMO's).</li> </ul>	
IR1.2	<b>Umbrella Member Organisations (UMO's)</b> To qualify as an UMO an agency must:	
	IR1.2.1	be able to show that its member organisations provide services to disabled people in at least one country of the EU or in a member country of the Council of Europe.
	IR1.2.2	be able to show that it operates at a national/regional/state level.
	IR1.2.3	be able to send a senior representative to EASPD meetings capable of discussing policy issues.
	IR1.2.4	be able to represent the views of a group of providers in a country / region /state.
	IR1.2.5	complete the approved application form and pay a membership fee to EASPD at the rate decided for UMO's.
	IR1.2.6	UMO status conveys the right to vote in elections to the Board. Each UMO shall name its Nominated Representative to the General Assembly (General Assembly) and shall have four votes at any meeting of the General Assembly.
	IR1.2.7	An UMO must be an umbrella membership organisation itself with its own legal identity.
	IR1.2.8	An UMO must be a be a not for profit organisation or social enterprise (e.g. a charity/social firm /co-operative/ voluntary association or legal entity with a social purpose etc. (which does not distribute profits/surpluses to its shareholders).
IR1.3	<b>Single Agency Member Organisation (SAMO's)</b> To qualify as a SAMO an agency must:	
	IR1.3.1	Be any single agency in any sector (statutory/non -statutory, voluntary/private, GO/NGO) providing services to people with disabilities within any country of the EU or in a member country of the Council of Europe, with its own legal identity.
	IR1.3.2	complete the approved application procedure.
	IR1.3.3	be able to send a senior representative to EASPD meetings capable of discussing policy issues.
	IR1.3.4	must pay the appropriate SAMO membership fee to EASPD.

	IR1.3.5	SAMO status conveys the right to vote in elections to the Board. Each SAMO shall name its Nominated Representative to the General Assembly and shall have one vote at any meeting of the General Assembly.
IR1.4	<b>Observers:</b> The General Assembly has also established two types of Observer Status - 'Candidate Observers' and 'Approved Observers'.	
	IR1.4.1	'Candidate Observers' are eligible agencies who are eligible for membership by meeting the SAMO or UMO entry requirements and be considering becoming full members of EASPD. They may be a Candidate Observer for six months, with a possible extension for a further six months, after which they must opt for full membership or leave.
	IR1.4.2	'Approved Observers' are organisations not eligible for UMO/SAMO or other membership categories but who, nevertheless, still wish to support the work of EASPD. Approved Observer status lasts for the four year length of the Board cycle, but it may be renewed by the new Board for the next Board cycle, for as long as both parties continue to consider it to be appropriate.
	IR1.4.3	All Observers may attend meetings of Members Forums and other Substantive Committees, conferences etc at the same prices as ordinary members and the General Assembly but may not vote (Article 8.3.3).
IR1.5	<b>Other categories of members</b>	
	IR1.5.1	The Board has power (see Article 7.5) to propose other membership categories or to amend the conditions of existing ones, subject to the approval of the General Assembly.
<b>IR2</b>	<b>Admission to membership</b>	
IR2.1	Article 8 covers the conditions and requirements for the admission of new member organisations in all categories.	
	IR2.1.1	The Secretariat shall provide the applicant organisation with the <b>relevant application form</b> for admission in a format which shall have been approved by the Executive Committee.
	IR2.1.2	The Applicant member shall have the right to attend the General Assembly at which their application is considered and to speak in support of it (if they so wish) – but attendance is not a requirement of admission to membership.
IR2.2	<b>Procedure for application for membership:</b> The following procedure shall apply to all applications:	
	IR2.2.1	All applications shall be in the format approved by the Executive Committee.
	IR2.2.2	All applications for membership are handled by the Secretariat and are considered first by the Executive Committee.
	IR2.2.3	If approved by the Executive Committee, details of the applications shall be sent to all Board members for scrutiny.

IR2.2.4	If no Board member has objected to the Secretariat within 14 days of receiving details of the application approved by the Executive Committee, then it shall automatically be deemed accepted and passed to the General Assembly for final approval.
IR2.2.5	In the event that an objection is raised and cannot be satisfactorily resolved, this shall be considered by the Board or Executive Committee (whichever meets first).
IR2.2.6	As a last step, all applications for membership must be approved by the General Assembly. The General Assembly is also empowered to resolve any outstanding dispute regarding an application for membership.
IR2.2.7	The membership fee for new members shall be half of their full annual fee for those admitted in the first General Assembly of the year and 50% of that figure for those admitted in the second General Assembly of the year (i.e. 25% of the normal full annual fee).
<b>IR3</b>	<b>Duties of Membership (Article 8)</b>
IR3.1	All EASPD members commit to working with other members at all levels to support and promote the aims of EASPD in Europe in general and in their own country and organisation.
IR3.2	In particular all members are bound to follow the EASPD Code of Conduct in all their dealings and, if so requested, to co-operate with any inquiry by any EASPD official or body concerning any complaint. The Code of Conduct is set out in full in IR4.
IR3.3	All members shall pay the annual membership fee appropriate to their membership category, which shall have been earlier approved at a meeting of the General Assembly (Article 12).
IR3.4	The membership year shall run from 1 <sup>st</sup> January. The membership fee shall be due on 1 <sup>st</sup> January of the membership year unless notice of intention to leave has been given to the Secretariat before that date.
IR3.5	All members shall comply with any such other conditions of membership which may from time to time be approved by the General Assembly of the Association.
IR3.6	In individual circumstances the Secretary General shall have discretion to negotiate with a member organisation over non-financial methods of paying part or all of the membership fee when payment problems arise. Where this happens a record shall be kept of the benefits accruing to the Association in return for adjustments in the fee, which shall be shared with the ExComm. If the sums involved become a material issue over any financial year the Board shall be made aware of the size of the matter.
<b>IR4</b>	<b>EASPD Code of Conduct</b>
IR4.1	EASPD and its membership are committed to the implementation of the UN Convention on the Rights of Persons with Disabilities (UNCRPD) and the principles underlying this will inform all its actions and strategies.
IR4.2	It follows that EASPD and its membership will strive to:

IR4.2.1	Promote accessible information (multiple languages, media, easy read versions etc whenever possible).
IR4.2.2	Promote equal opportunities for all with regard to education, housing, employment, leisure, citizenship etc irrespective of any disability, gender, race, age, religious or other belief and sexual orientation.
IR4.2.3	Promote and by their actions uphold a rights-based socially inclusive approach to disability across the EU and, wherever possible, worldwide.
IR4.3	Member organisations are represented within EASPD by Nominated Representatives and both the organisation and the Nominated Representatives and any other staff member of that member organisation are expected at all times to uphold this Code of Conduct in dealings with EASPD.
IR4.4	Members, elected officers and staff of EASPD should always strive to do the right thing – i.e. to follow the law, act honourably, and treat fellow members and staff with courtesy and respect.
IR4.5	<b>Conflicts of Interest:</b>
IR4.5.1	All members of EASPD owe a loyalty both to their employing member organisation and also to EASPD itself, which may produce conflicts of interest. This is especially true for elected Officers and Board members, but it also affects members competing for/ submitting bids, contracts etc.
IR4.5.2	All members should be aware of that they may be faced with a conflict of interest. Wherever possible such conflicts should be declared and recorded. Those taking decisions should strive to avoid involving any personal or organisational benefit and absent themselves from any such vote.
IR4.5.3	Elected officer holders should recall that at all times they are expected to promote the best interests of EASPD as a whole, rather than their own organisation.
IR4.5.4	In the matter of handling complaints, it follows that no-one should investigate a complaint if they are the person complained against. If a member of the Executive, Board or ICC is in such a position, s/he shall be excluded from all investigations and decisions, and, in the case of an ICC member, be replaced by a Board nominee for this decision.
IR4.6	<b>Financial Integrity and Responsibility</b>
IR4.6.1	All members have a duty to ensure that EASPD's money is appropriately spent, its financial records are complete and accurate, audits internal controls are effective.
IR4.6.2	Whilst the Board and Treasurer have a particular responsibility in this area along with the Secretary General and Head of Finance, all members jointly carry that responsibility and should report

	any financial irregularities to the Secretary General and / or the Board.
<b>IR4.7</b>	<b>Legal Obligations</b>
IR4.7.1	All members should comply with all applicable legal requirements and understand the major laws and regulations that apply to their work.
IR4.7.2	EASPD relies on the good judgement of members to uphold a high standard of integrity for themselves and the Association. The Association expects all members, elected officers and employees to be guided by both the letter and the spirit of this Code. Failure to do so may result in action being taken by management or the ICC (as appropriate) against the staff or member.
IR4.7.3	Anyone reporting a possible breach of this Code to EASPD should be treated with care and courtesy and members undertake not to take punitive action against them. Member organisations also accept that they should not impede or undermine anyone involved in investigations about a possible breach of this Code.
<b>IR5</b>	<b>Termination of membership</b>
IR5.1	A <b>Member may choose to leave</b> the Association at any time of year and should notify its decision to leave in writing to the Secretariat. When a member organisation decides to leave it remains liable to pay the full membership fee for that year.
IR5.2	The Statutes specify the reasons and decision making <b>process by which an organisation's membership can be terminated</b> (Article 10). If the member disputes the reasons given for termination, the process for resolving that dispute shall be as follows:
IR5.2.1	Where the dispute involves an organisation (or individual representing an organisation) the Secretary General and then/ or President shall first make informal attempts to resolve the matter, (e.g. by requesting that a named individual from that member organisation should no longer attend EASPD meetings, or by agreeing on actions to be taken to fulfil prior obligations.)
IR5.2.2	If such actions do not resolve the matter then the dispute should enter the EASPD Complaints Procedure. The full text of the Complaints Procedure is set out in IR6 below.
IR5.2.3	Any recommendation of the Independent Complaints Committee (ICC) will go to the Board for action. Any action by the Board arising from this may be appealed by the member to the General Assembly.
IR5.2.4	In any appeal to the General Assembly, the member shall have the right to be present and make oral and written representations to the General Assembly. Notice of any such appeal along with papers detailing the relevant matters leading to the Board's decision shall be sent to members not later than two weeks before the meeting date.

	IR5.2.5	The General Assembly shall hear the matter and decide by vote on the proposed sanction. The decision of the General Assembly is final and no appeal is allowed.
<b>IR6</b>	<b>EASPD Complaints Procedure</b>	
IR6.1	Objectives of the Complaints procedure	
	IR6.1.1	Through the creation and adoption of this Complaints Procedure (CP), EASPD intends to ensure that complaints are taken seriously within the organisation and are handled efficiently and fairly in a transparent and procedurally correct manner.
	IR6.1.2	The Complaints Procedure recognises that complaints may range in seriousness. It attempts to provide a flexible but consistent approach capable of dealing with all kinds of complaint. The outcome of a complaint and any action arising from it should be proportionate to the seriousness of the complaint and be enforceable. <i>The complainant should always be told of the outcome of their original complaint.</i>
	IR6.1.3	The Complaints Procedure is internal to EASPD and agreeing to abide by its procedures is a condition of continued membership of the Association. It does not remove any of the rights of the Board or members under Belgian law (the applicable legal code), but it does provide EASPD and members with a road map and specific tools for dealing with complaints effectively and quickly.
	IR6.1.4	The Complaints Procedure makes clear the role of the General Assembly as the ultimate decision making body of the Association but recognises that in almost all cases such matters should be dealt with at a lower level.
	IR6.1.5	The Complaints Procedure is based on the <b>EASPD Code of Conduct</b> which all members and staff must follow (See IR4 above).
	IR6.1.6	The Complaints Procedure creates an <b>Independent Complaints Committee (ICC)</b> to investigate and consider complaints and try to bring matters to a conclusion, but only when all earlier efforts have failed.
IR6.2	<b>Who can make a complaint?</b>	
	IR6.2.1	Anyone who represents their organisation, which is a member of EASPD.
	IR6.2.2	Anyone using EASPD goods and services (e.g. training, conferences, projects etc).
	IR6.2.3	Staff or contractors working for EASPD who wish to complaint about the conduct of a member and/or their staff.
IR6.3	The Complaints Procedure is not intended to deal with criminal acts such as serious sexual or physical assault or abuse. Such matters should be referred to the relevant police force.	
IR6.4	The formal Complaints Procedure consists of four itemised steps (listed below). However, <i>before using these formal steps</i> it is recommended that	



	<p>anyone wishing to make a complaint would in the first instance contact the Secretary General (Secretary General) by phone, email, video conference or speak directly to the Secretary General in order to explain what they want to complain about. If the complaint is about the Secretary General, then the complainant should contact the President directly in a similar manner. This initial informal contact is designed to offer a chance to resolve matters quickly and informally in a low-key manner.</p>
IR6.4.1	<p>This Complaints Procedure will be posted on the EASPD website and complainants are free to use the complaints form they will find there, if that would help them at this first informal stage, but using the form at this stage does NOT start the formal complaints procedure, unless the final section of the form is completed.</p>
IR6.4.2	<p>The Secretary General or President are committed to listening to this first 'informal' expression of a complaint and they will try to resolve it.</p>
IR6.4.3	<p>However, if the complainant is not satisfied with the result of this first 'informal' attempt to resolve the problem, it is then open to them to follow the more formal four step procedure below. This will mean putting the complaint in writing (if this has not yet been done) and it will start the clock of set timescales to resolve the complaint.</p>
IR6.5	<p><b>The formal Complaints Procedure consists of four itemised steps</b> (listed below)</p>
IR6.5.1	<p><b>Step 1:</b> The complainant shall send the formal complaint to the Secretary General (Secretary General) in writing, who will try to resolve the matter within an eight week period.</p>
IR6.5.2	<p><b>Step 2:</b> If the complainant is not satisfied after Step 1 – or if the complaint involves the Secretary General – the complainant shall send the formal complaint in writing to the President who will reply within four weeks and take such action (e.g. meetings, investigations, negotiations/ mediation etc) as appropriate to resolve the matter. The timeframe for completing Step 2 is 12 weeks from the President being first notified or notified at the unresolved end of Step 1.</p>
IR6.5.3	<p><b>Step 3:</b> If the President fails to resolve the complaint then all details of the complaint are passed to the Independent Complaints Committee (ICC) who shall investigate and decide on the complaint within 12 weeks of it receiving the details. If the complaint involves the conduct of the President (or the Secretary General <i>and</i> the President), then the complainant may send their complaint directly to the ICC.</p>
IR6.5.4	<p><b>Step 4:</b></p>

	In the specific circumstance where the complaint involves alleged misconduct of/by the Board and, having reached Step 3, if the complainant is still not satisfied with the decisions of the ICC, it shall be open to the complainant to have the matter considered at a General Assembly of the Association. The General Assembly is the highest decision making body within the Association and its decision on the matter shall be final and binding. Invoking Step 4 would be highly unusual and would relate to very serious complaints.
<b>IR6.6</b>	<b>Decisions and sanctions:</b>
IR6.6.1	As a matter of common sense, all ICC decisions are case specific and do not bind its decisions in other cases.
IR6.6.2	The ICC is independent and decides how it will consider each complaint separately. Its objective is to resolve the complaint to the satisfaction of all involved in a manner which is consistent with the EASPD Code of Conduct. This will often involve negotiations and mediation as well as having an investigation of the facts of each case. The decisions of the ICC and its conclusions in each case will be sent to the Board which is required to implement them.
IR6.6.3	If the matter goes to the General Assembly, the Board and President are bound to implement the General Assembly's decision.
IR6.6.4	If the complaint is 'successful' (i.e.: if the complaint is upheld totally or in part) and is against a member of staff it will be a matter for the Management of EASPD to take any disciplinary action, in compliance with any decisions/recommendations from the ICC, bearing in mind Belgian employment law and employee rights.
IR6.6.5	If the (successful) complaint is against the Secretary General (who is a member of staff) the Board shall take action in compliance with any decisions/recommendations from the ICC, bearing in mind Belgian employment law and employee rights.
IR6.6.6	If the (successful) complaint is against the President, other officer or a Board member (who are a <i>not</i> members of staff but elected officers) the Board is required to implement any decisions/recommendations from the ICC.
IR6.6.7	If the (successful) complaint is against the Board itself the ICC may decide that certain actions are undertaken. The ICC's decisions must be approved by the General Assembly.
IR6.6.8	If the (successful) complaint is against another EASPD member (either a named individual and/or an organisation) then the Board must act upon the decisions of the ICC.
IR6.6.9	In very serious cases, for example if the member organisation refuses to comply with the ICC's decision, then that refusal in

	itself shall become a sufficient reason for termination of membership by that organisation, regardless of the nature of the previous proposed sanction. (Termination of membership is covered in Article 10 of the EASPD Statutes.)
IR6.6.10	In the event that the ICC decision is to recommend the removal of a member organisation from membership, then the provisions of Article 10.2.2 shall apply - in that it is referred to the General Assembly for final decision and 66% of the votes of those present or represented are required to support such a motion for Association membership to be terminated.
IR6.6.11	In the event that the ICC decision is to recommend the removal from the Board of a Board member then the provisions of Article 12.1.4 shall apply - in that it is referred to the General Assembly for final decision and 66% of the votes of those present or represented at a meeting of the General Assembly are required to support such a motion for that Board membership to be terminated.
<b>IR7</b>	<b>The General Assembly</b>
IR7.1	The General Assembly is the highest decision making body in the Association and the powers of the General Assembly and frequency of meetings are set out in Article 12 of the Statutes. Dates of General Assembly meetings will be scheduled well in advance in accordance with an agreed annual timetable and in consultation with members. All General Assembly meetings are open to all categories of membership and (subject to the approval of the President/Chair of the meeting) non-members.
IR7.2	<b>Notice periods and voting rights</b> for General Assembly meetings are set out in Articles 12 and 18. The business or decisions of any meeting of the General Assembly shall not be invalidated where any member fails to receive notification of it.
IR7.3	<b>Formal binding votes</b> at General Assembly meetings shall involve only the Legal or Nominated Representatives of UMO's (4 votes) and SAMOs (1 vote) present, along with postal, electronic votes and proxies duly notified beforehand to the Secretariat. ( <b>This is termed henceforth as an UMO/SAMO vote.</b> )
IR7.3.1	UMO/SAMO votes shall <i>always</i> be held for: <ol style="list-style-type: none"> <li>1. All financial matters that are reserved for the GA (e.g. budget audited accounts etc)</li> <li>2. Approval of annual report and long/ short term strategy</li> <li>3. Any election of an Executive Officer or Board member, which shall normally be a secret written vote (except as 7.3.4 below provides).</li> <li>4. Any matter relating to any changes in Internal Rules, Statutes or matters affecting the powers of the General Assembly.</li> </ol>

IR7.3.2	Before any formal vote in the General Assembly the Chair will inform/remind the meeting about who may vote on the proposal.
IR7.3.3	An UMO/SAMO vote may be made by a show of coloured voting cards (this is the default method unless otherwise provided for) or by secret written vote. The Chair shall have to order a secret vote if requested by 25% of the Legal or Nominated Representatives present.
IR7.3.4	The Chair shall have discretion, where an election is called and the <i>sole candidate is unopposed</i> , to invite the General Assembly to vote by a show of voting cards instead of a secret written vote. The result of that vote will stand unless a secret written vote is called for.
IR7.3.5	The Chair may ask for the general view of the meeting by a show of hands on a non-binding proposal.
IR7.4	The Board shall approve an agreed format and procedure for proxy and postal votes to be legitimately held and used in a meeting, including a suitable procedure for e-voting. The proxy mandate may be open (allowing the proxy person to vote in any manner), or it may direct how a vote shall be cast on a motion before the General Assembly.
IR7.5	<b>The Agenda</b> for all meetings of the General Assembly shall be sent out to all members 14 days in advance.
IR7.6	<b>Minutes of the General Assembly</b> shall be posted on the Members side of the EASPD website (as ‘unadopted’) within 28 days of the meeting having taken place, as well as being sent out to all members eligible to attend. (Article 18). On adoption at the next General Assembly, the adopted version will replace the unadopted version on the website and be kept in a formal record. However, in urgent situations, the minutes of a General Assembly Meeting can be read out and adopted at the end of that meeting, provided the meeting is still quorate.
IR7.7	The General Assembly will receive the adopted Minutes of the Board (Article 18) via being posted on the EASPD website within 14 days of their adoption by the Board, or, additionally, by such other means as the Board may decide.
IR7.8	<b>The quorum for a meeting of the General Assembly</b> is one quarter of the membership (Article 18.3) being present or represented. ‘One quarter of the membership’ shall first be calculated by totalling all the UMO/ SAMO <i>votes</i> currently in membership. If the number of votes present or represented at any General Assembly exceeds one quarter of that total, then the meeting is quorate. Secondly and alternatively, if the number of <i>organisations</i> present or represented at any General Assembly exceeds one quarter of the total number of <i>organisations</i> then in membership, then the meeting is quorate. If neither of these tests is met, the General Assembly meeting is inquorate.
IR7.9	In the event of an inquorate meeting of the General Assembly the President shall have discretion to call a <i>replacement General Assembly meeting</i> to be held within 28 days with the same agenda as the inquorate meeting,

	provided that 14 days notice is given to all members of the place and time of the new General Assembly. At this <i>replacement meeting</i> the quorum (for that meeting alone) of the General Assembly shall be one sixth of the membership, as calculated following the principles in Article 18.3.1 and 18.3.2 above. This provision shall apply even if the agenda of the inquorate (and so also the replacement) General Assembly contains proposals to modify the Statutes or Internal Rules.
IR7.10	In the event of an inquorate General Assembly at which the winding up and closure of the Association was proposed (Article 21.4), a notice of a new General Assembly with an identical motion on the Agenda shall be called with a minimum of 28 days notice to the membership. At that meeting no quorum is required for business to be duly transacted and the Association may be disbanded in an orderly manner (if the motion is approved) and the provisions of Article 22 (the disposal of any remaining assets) followed.
<b>IR8</b>	<b>Role of the General Assembly (ordinary matters)</b>
IR8.1	The role of the General Assembly is set out in Article 12. In order for the General Assembly to fulfill its designated role the following routine items are required to be produced to the General Assembly for consideration and/or approval at some point in any year.
IR8.2	All applications for membership and details of any members choosing to leave.
IR8.3	A long-term Strategic Plan (for approval/ amendment) and subsequent annual updates on progress.
IR8.4	<b>Reports from the Board</b> on all relevant financial and operational matters and in particular:
IR8.4.1	In the first half of the financial year, the audited accounts for the previous year (to approve them and discharge the liabilities of the Board members and auditor(s), the latter if applicable.)
IR8.4.2	In the second half of the financial year, the workplan and budget for the next year, showing how this workplan and budget aligns with the short & longer term objectives agreed.
IR8.4.3	to accept the Treasurer's confirmation that the Financial Procedures and associated financial authority limits (see Annex A) are adequate for the coming year (or to agree a proposal to amend them as may be needed).
IR8.4.4	to agree the appointment or dismissal & remuneration of the auditors as recommended by the Board.
IR8.4.5	To receive Annual reports from the Chair of every Members Forum and any other committee established by a General Assembly vote.
<b>IR9</b>	<b>Role of the General Assembly (extra-ordinary matters)</b>
	The General Assembly shall be required on occasion to act on the following:
IR9.1	Any <b>proposed alteration to the Statutes or the Internal Rules</b> of the Association (including Annexes to the Internal Rules).

IR9.2	Any proposal arising from the work of the Independent Complaints Committee.	
IR9.3	Any appeal against a Board decision to refuse admission to membership.	
IR9.4	Any motion to terminate the membership of a member organisation.	
IR9.5	To approve or terminate appointments to the Independent Complaints Committee and their terms of office.	
	IR9.5.1	The Board shall invite candidates to stand for election to the ICC. All candidates shall be considered by the Board which shall pass on to the General Assembly the names of all candidates who pass Board scrutiny.
	IR9.5.2	From the list of candidates approved by the Board, the General Assembly shall initially elect three members.
	IR9.5.3	The General Assembly shall also elect a fourth 'reserve' ICC member, so that the 4 elected ICC members have equal gender balance.
	IR9.5.4	Candidates for ICC positions may not be Board members, nor EASPD staff members but they must be a Legal or Nominated Representative of a member organisation
IR9.6	The creation or dissolution of any Members Forum or other substantive committee reporting to the General Assembly.	
IR9.7	Any change to: 1. the powers of the Board or Executive Committees, 2. the role of the Secretary General, 3. the General scheme for the representation of the Association to third parties.	
IR9.8	The election and dismissal of Board members and Executive Officers of the Association.	
IR9.9	Any proposal from the Board made under Article A13.3.5 to permit a named person to complete their current Board Mandate following the withdrawal of support for their EASPD related activities from their original proposing member organisation.	
IR9.10	Any matter arising from a failure to follow the Code of Conduct.	
IR9.11	Any proposal to dissolve the Association.	
<b>IR10</b>	<b>Elections to the Board of EASPD</b> Details of the composition of the Board are contained in Article 13 of the Statutes.	
IR10.1	Elected membership of the Board normally operates in cycles of four year periods time to coincide with the (re-) election of the President, unless as may be otherwise agreed by a vote of the General Assembly.	
	IR10.1.1	Places on the Board of EASPD require candidates of senior rank (e.g. director, Board member, CEO etc) from member organisations who shall also provide proof of support for their candidacy from their proposing organisation. If that candidate is elected they must then serve in the best interests of EASPD as a whole. That place on the Board does not belong to the

	proposing organisation and if for any reason the BM steps down or the proposing organisation withdraws its support, it is then a matter for the Board and General Assembly to decide if and when any election may take place to replace that person. The proposing organisation has no right to 'replace' the outgoing BM with another person on the Board.
IR10.2	The following restrictions apply to the length of Board membership in the various possible Board roles. After any four year break in time served on the Board in any capacity the 'clock is re-set' ie: any previous time served does not count towards Board service eligibility calculations going forward from the break.
IR10.2.1	All elected Board members may serve for 2 consecutive terms of 4 years maximum. Then, after a 4 year absence from the Board, that person may stand again for office in any capacity.
IR10.2.2	All Executive Officers - except the President - may serve for a maximum of 8 years as an Executive Officer within an absolute maximum of 12 consecutive years as a Board member. After a four year break they may stand again for the Board in any capacity.
IR10.2.3	The President may serve a maximum of 8 years as President within an absolute maximum of 16 consecutive years as a Board member and/or Executive Officer and/or President. Then, after a 4 year absence from the Board, that person may stand again for office in any capacity.
IR10.3	Elections and co-options
IR10.3.1	Co-Chairs of Members Forums shall be <b>directly elected</b> by the membership at a meeting of the General Assembly. Any reduction/increase by the Board and General Assembly in the number of Members Forums shall result in a corresponding increase/decrease in the number of Board Members without portfolio being elected.
IR10.3.2	<b>5 Board Members without portfolio</b> shall be <b>directly elected</b> by the membership at a meeting of the General Assembly, though this number may vary with the number of Member Forums operating at any election time.
IR10.3.3	<b>Up to 5</b> Board members shall <b>be co-opted</b> according to a process and criteria approved by the General Assembly, provided always that the number of Board members shall not exceed 21 persons and that the election of Board members shall always precede any co-option of Board members.
IR10.4	Unless otherwise provided for, all Officer and Board posts shall be voted for by an electoral college consisting of Legal or Nominated Representatives of Umbrella Member Organisations (UMOs) who shall have four votes each and Single Agency Member Organisations (SAMOs) who shall have one vote each.

IR10.5	The Board shall propose a system for Board elections and co-options to the General Assembly for approval. Postal ballots, appropriate e-voting procedures and powers of duly held proxies may be used for elections and any other duly notified General Assembly business.	
IR10.6	After admission to the Board (by election or co-option) all Board members are required to represent the best interests of the whole Association rather than their own organisation or country. Whilst nomination for and election to the Board arises from an individual's status as the Legal or Nominated Representative of a member organisation, their role as Board Member confers upon them a personal obligation to act in the best interests of EASPD. Where this obligation gives rise to a conflict of interest or policy position with their employing organisation in any General Assembly meeting, it shall be permissible for that Board Member to request that another senior person from their member agency (e.g. such as the Legal Representative (if different from the Board Member) or the CEO) to attend and address the General Assembly on behalf of that member organisation and, if appropriate, vote.	
IR10.7	<b>In the event of a vacancy</b> among elected Executive Officers or Board members, the place shall normally be filled by an election in the next General Assembly, unless the General Assembly shall decide otherwise. When this happens the partial mandate completed by that new Board Member shall not be counted as 'time served on the Board' in any later time calculation of eligibility for elected office. In the event of a vacancy among co-opted Board members, the place may be filled for the remainder of that four year term following the co-option process and criteria proposed by the Board and approved by the General Assembly. The business of the Board shall not be invalidated by a vacancy or vacancies in the Board, or by the failure of any Board member to receive details of the Board meeting.	
IR10.8	No more than 4 Board members (including Executive Officers) can have the same nationality. If this happens the order of precedence for appointment shall be: 1. Elected Executive Officers, 2. Elected Board members with the most votes, 3. Co-opted Board members.	
IR10.9	Article 13.3 deals with situations where Board members change jobs and stipulates conditions for continuation or termination of Board membership.	
IR10.10	<b>Disqualification as a Board member:</b>	
	IR10.10.1	Every Board member shall be required to uphold the good name and reputation of EASPD and to act on its behalf in accordance with these Internal Rules.
	IR10.10.2	Any Board Member may make themselves liable for disqualification from the Board if: 1. they have been found guilty of a serious crime, 2. they have seriously transgressed EASPD's own Internal Rules



	<p>or EASPD's statutes,</p> <p>3. they fail to attend (without offering any adequate apology) any meetings of the Board for four consecutive meetings,</p> <p>4. complaints by other EASPD members concerning their improper conduct in work connected with EASPD are found to have been justified (for example by the recommendation of the Independent Complaints Committee).</p>
IR10.10.3	The Board may vote to remove a Board member, after due consideration and after hearing from the affected person, provided 66% of those present (including any duly held proxy) support the proposal. Any such decision must go to the General Assembly whose decision is final.
<b>IR11</b>	<b>Powers and role of the Board</b>
IR11.1	Details of the powers and responsibilities of the Board are contained in Article 13 of the Statutes.
IR11.2	<b>All responsibilities and powers</b> not specifically otherwise allocated in Internal Rules or Statutes to a different body (e.g. General Assembly, Members Forums, other named committees) within EASPD fall within the powers of the Board. Specifically these include:
IR11.2.1	overseeing the work of the Association, directing its development and being accountable to the membership of the Association via the General Assembly for the efficiency and effectiveness of the Association's work, within the limits set by EASPD's objectives.
IR11.2.2	monitoring progress on targets it has set, revising these each year in pursuit of its overall objectives and reporting on these to the General Assembly at least annually.
IR11.2.3	having overall responsibility for the prudent management of the Association's finances and for the safe and proper employment of its staff and/or contractors. In particular, the Board shall have powers to approve contracts, employ staff and enter into legally binding obligations on behalf of the Association, but only in pursuit of EASPD's objectives.
IR11.2.4	being responsible for ensuring that EASPD's statutory responsibilities in respect of its operations are fulfilled (e.g. accounts are audited, returns made to the necessary legal bodies etc). Board members are required to conform to the Belgian regulations covering the running of International Non-Profit Associations.
IR11.2.5	In the event that the Association is wound up or merged into another organisation following a resolution of the General Assembly, the Board is responsible for the orderly transfer of EASPD's assets and discharge of its liabilities.
IR11.2.6	Decisions of the Board – if a consensus cannot be reached the Chair may call for a vote. In the event of a tie the Chair shall

	have a casting vote (i.e. a second/ additional vote) to produce a majority decision.
IR11.2.7	The Board may, at its sole discretion, approve Observer(s) to the Board to provide legal and employer's oversight of staff employed by another agency but working at EASPD or to provide any other such advice or expertise to the Board. Any such Observer(s) may speak but not vote at Board meetings (Article 13.2.6).
IR11.2.8	The Board, being conscious of the importance of Board Members acting always in the best interests of the Association as a whole and not of their own organisation, may upon its own decision, or after a recommendation from the Executive Committee, propose to the General Assembly that a named Board Member shall be permitted under Article 13.3.5 to continue as a Board Member until the end of their mandate.
<b>IR11.3</b>	<b>Meetings</b>
IR11.3.1	The Board shall meet twice per year outside the AGM of the Association, but it may increase this as the need arises.
IR11.3.2	'Meetings' may be held face to face or electronically via the internet, telephone or video.
IR11.3.3	Meetings may be called by the President or upon the request of 20% of the Board with due notice (normally 14 days) of the time and place given to Members.
IR11.3.4	In unusual circumstances and upon the decision of the President (or, failing that, two Vice Presidents) or upon the demand of a majority of the Board members a valid extraordinary meeting of the Board may be called at very short notice (minimum notice of 48 hours) provided that every effort is made to facilitate the inclusion of all Board members by whatever means and the Board members are given prior notice of the urgent Agenda item(s).
IR11.3.5	In exceptional circumstances valid decisions of the Board may also be made by unanimous written decisions (by fax, in written correspondence or email).
<b>IR11.4</b>	<b>Quorum of the Board</b>
IR11.4.1	No business may be transacted at a meeting of the Board unless a quorum is present.
IR11.4.2	The quorum for a meeting of the Board is 50% of the total Board being present or represented by valid proxy. (Article 18.4).
IR11.4.3	Where there are vacancies on the Board, it may still act, provided that, if its membership falls below five, its actions then are limited to admitting new members to EASPD, adopting new Board members (if permissible) and calling a General Meeting of the Association.

	IR11.4.4	If, within four hours from the time appointed for the holding of the Board meeting, a quorum is not present, the meeting shall be dissolved.
	IR11.4.5	A quorum of Members must be present throughout the meeting of Board. Should the Chair, after a count of the number of Board Members present, declare there is no longer a quorum, the meeting shall be adjourned and the remaining business postponed to the next ordinary meeting, unless the Chair indicates an earlier date.
<b>IR11.5</b>	<b>Adjournment of Meetings</b>	
	IR11.5.1	The Board may adjourn any meeting to another day or time or venue, with the consent of any meeting at which a quorum is present, but no business shall be transacted at any adjourned meeting other than business, which might have been transacted at the meeting at which the adjournment took place.
	IR11.5.2	An adjournment may be decided by the Chair or by a decision passed on a motion which shall be moved and seconded without comment and put without discussion.
	IR11.5.3	Whenever a meeting is adjourned for twenty-one days or more, notice shall be given in the same manner as the original meeting.
<b>IR11.6</b>	<b>Recording and records of Meetings</b>	
	IR11.6.1	The name of every member attending a meeting of the Board shall be recorded.
	IR11.6.2	No part of any Board meeting shall be filmed, recorded by tape or cassette or broadcast in any manner without the express permission of the meeting.
	IR11.6.3	A draft record of all Board Meetings must be taken and circulated to all those who attended or were eligible to attend and be formally adopted (amended if need be and agreed) at the next meeting. . However, in urgent situations, the minutes of a Board Meeting can be read out and adopted at the end of that meeting, provided the meeting is still quorate. Any such agreed minutes can be sent out to the members in the normal manner
	IR11.6.4	The Board, Members Forums and other committees may use electronic means (e.g.: video conferencing, teleconferencing, email etc.) to meet and record their decisions, but where this happens the minutes shall record the method of meeting.
<b>IR12</b>	<b>Ordinary duties of the Board</b>	
<b>IR12.1</b>	Each year, at the time specified, the Board shall review the following matters and (where necessary) send to the General Assembly for formal approval:	
	IR12.1.1	In the first half of the year audited accounts for the previous year;
	IR12.1.2	In the second half of the year the budget and proposed workplan for the next financial year;

IR12.1.3	A summary of all significant financial matters relating to the current year's performance, including project bids/ results;
IR12.1.4	A report showing what progress has been made in the last six months against targets set in the short and long term plans previously agreed by the Board and General Assembly;
IR12.1.5	If deemed necessary by the Board, the Board may make a temporary appointment of an Executive Officer from within its own membership. At the next meeting of the General Assembly, this Executive Officer vacancy will be filled by election for the remainder of the four-year period.
IR12.1.6	The Board has overall responsibility for the prudent management of the Association's finances and for the safe and proper employment of its staff and/or contractors. In particular, the Board shall have powers to approve contracts, employ staff and enter into legally binding obligations on behalf of the Association, but only in pursuit of EASPD's objectives.
IR12.2	The Board shall approve and <b>keep under review</b> all of the following:
IR12.2.1	a set of <b>Approved Operational Practices</b> governing the acceptance of gifts in kind, donations and legacies, with or without conditions attached. These are found in Annex B of the Internal Rules,
IR12.2.2	A set of rules regarding <b>the awarding by EASPD of tenders or other contracts / subcontracted work</b> to organisations, including members of the Association. These are found in Section C of Annex B of the Internal Rules which shall at all times be operated in the latest version approved by the General Assembly.
IR12.2.3	A set of rules regarding <b>payments made to members of the Association or their staff</b> for services rendered to the Association or expenses incurred in fulfilling duties on behalf of EASPD. These are found in Section D of Annex B of the Internal Rules.
IR12.2.4	The annual confirmation from the Treasurer to the Board that <b>the Financial Operational Procedures in Annex A remain fit</b> for purpose of the coming year in the light of the foreseen developing financial situation, or consider a proposal that they be amended as needed, which shall at all times be operated in the latest version approved by the General Assembly.
IR12.3	<b>Reports from the Executive Committee.</b> The Board shall receive from the Executive Committee (or the Secretary General where the timings of meeting requires it) regular reports on the participation of the Association in significant bids or project tenders, demonstrating how such activities support the objectives set out in the short or longer term plans agreed by the Board and General Assembly.

IR12.4	The Board shall receive the adopted <b>Executive Committee minutes</b> of their last meeting.
IR12.5	The Board may admit to all or part of a meeting any expert or advisory person to assist the Board's considerations, but such a person may not vote. The invitation to attend should come from the Chair or a Vice President, or Secretary General, or as may be fitting, from the whole Board.
<b>IR13</b>	<b>Extra-ordinary duties of the Board</b>
IR13.1	The role and responsibilities of the post of Secretary General (Secretary General) shall be defined by the Board and approved by the General Assembly, with arrangements made by the Board for setting and revising the terms and conditions of employment and remuneration of that post by the Executive Committee or some other ad hoc Board Committee (Article 15.5) which shall be approved by the Board.
IR13.2	The Board shall make arrangements for the appointment of the Secretary General and, after due process, shall formally confirm the appointment.
IR13.3	The Board is the competent body to represent the Association, vis-à-vis third parties and in judicial actions. (Article 17.1) Without prejudice to the general power of representation of the Board, at least two Board Members, including the President or in his absence any of the Vice-Presidents, acting jointly, can represent the Association vis-à-vis third parties. Those persons representing the Association are required to keep the Board informed of their actions to the greatest practicable extent. Without prejudice to the general power of representation of the Board. EASPD shall also be validly represented in any judicial actions (as plaintiff or defendant) by at least two Board Members, including the President or in his absence any of the Vice-Presidents, acting jointly, both mandated by the Board. The membership should be advised of any such legal action(s), once completed, at the next meeting of General Assembly. Without prejudice to the foregoing, the Board has obtained the approval of the General Assembly for a general scheme for <b>how the Association may legitimately be represented to third parties.</b>
	IR13.3.1 In dealing with the media and/or external bodies (eg the European Commission, other NGO's or professional associations) the position of the Association on any topic may be represented by the President, any Vice President or the Secretary General. Whenever possible the topic will have been discussed in advance by the Board or ExComm and a position agreed. Copies of what was said to the media will be circulated to all Board members and/or posted on the Association's website. Where circumstances make this impossible to achieve, Board members will be advised as soon as possible after the media event.
IR13.4	In the event of a proposal being passed to <b>amend the Association's Statutes or Internal Rules</b> the Board shall send the text of any proposed amendment as well as the date of the General Assembly meeting which will

	decide the matter to the members at least two months in advance of the General Assembly meeting (Article 21).	
IR13.5	In the event of the General Assembly passing a <b>resolution to dissolve the Association</b> , the Board shall be responsible for the orderly disposal of any residual assets and discharge of its liabilities in accordance with Article 22.	
<b>IR14</b>	<b>Duties of each Board member (including all Executive Officers)</b> These are all <i>in addition</i> to the duties of ordinary members of the Association.	
IR14.1	ensuring that EASPD has a clear sense of direction and priority;	
IR14.2	ensuring that EASPD's finances are well managed and healthy;	
IR14.3	contributing to the setting and monitoring of EASPD's strategic objectives and yearly targets;	
IR14.4	ensuring that EASPD operates legally and in accordance with its objectives;	
IR14.5	promoting the work of EASPD to others;	
IR14.6	supporting the work of EASPD staff at all levels in achieving agreed objectives;	
IR14.7	ensuring that the proposed work plan for the Association is supported by reasonable plans for adequate resourcing of the work plan;	
IR14.8	ensuring the good governance of the Association and the proper working of Board in accordance with the Statutes of the Association and Internal Rules.	
<b>IR15</b>	<b>Duties of the Executive Committee and all Executive Officers</b> These are all <i>in addition</i> to the duties of Board members of the Association.	
IR15.1	The <b>Executive Officers</b> of the Association shall be the President, the Vice Presidents and the Treasurer.	
	IR15.1.1	No one person can fill more than one of these Executive Officer posts at the same time.
	IR15.1.2	All the Executive Officers must be of different nationalities.
IR15.2	The (up to) five Executive Officers make up the <b>Executive Committee</b> (ExComm) with the Secretary General in attendance (ex officio) unless directed otherwise by the President, who normally chairs the ExComm.	
IR15.3	The <b>terms of reference for the ExComm</b> are:	
	IR15.3.1	To monitor progress within EASPD on the objectives set by the Board and the General Assembly in between meetings of the Board.
	IR15.3.2	Where necessary to act on behalf of the Board in reacting to external events which call for a response from EASPD and to guide the President/Secretary-General in making such response(s) in line with IR13.
	IR15.3.3	To provide support to the Secretary-General in any management or policy issues arising within EASPD.
	IR15.3.4	To receive, comment and if possible approve draft responses by EASPD to external consultation papers, political and policy developments and issues affecting membership.
	IR15.3.5	To consider applications for membership of EASPD and make recommendations on applications to Board on these.

IR15.3.6	To receive and comment on financial reports on the income and expenditure of EASPD and to consider draft budgets to forward to Board with recommendations where required on any financial aspect of EASPD's operation.
IR15.3.7	To formally authorise the control arrangements of the Association's bank accounts and make arrangements for the proper authorisation of decisions with significant financial or legal implications in line with Annex A Approved Financial Procedures.
IR15.3.8	To ensure the proper level of oversight of EASPD's operations in between meetings of Board consistent with the effective management of the Association.
IR15.3.9	In the absence of any decision of the Board, to propose the representation of EASPD on external bodies and to take responsibility for the implementation of the short term Plan agreed by the Board and/or General Assembly.
IR15.3.10	To undertake any other such duties as the Board or General Assembly may specifically delegate to it.
<b>IR16</b>	<b>Powers of the Executive Committee</b>
IR16.1	Under the lead of the Treasurer, to review and if necessary, revise and propose to the Board changes to the control arrangements of the Association's bank accounts, cheque signatories and authorisation for named individuals contained in Annex A.
IR16.2	In specific conjunction with the Treasurer, the Executive Committee must monitor all expenditure in connection with the annual budget and any other budgets (e.g.; for projects or bids leading to contracts with funding bodies such as the European Commission) which have previously been approved by the Board, including any leases, contracts or other agreements which form part of such budgets, and to take any action which may be needed. The Executive Committee shall report back to the Board on progress, problems and/or actions taken with regard to approved budgets.
IR16.2.1	All transactions and contracts (except unsolicited donations) will either form part of budgets that have been approved by the General Assembly or budgets which have yet to be approved. In the case of budgets yet to be approved, the Treasurer and/or the Executive Committee shall, as soon as is practicably possible, bring forward such 'new' budgets for formal approval by the Board and the General Assembly. Different monitoring conditions attach to approved and yet to be approved budgets, as detailed below and in Section A3 of Annex A.
IR16.2.2	For all matters relating to budgets that have been approved by the General Assembly, the Executive Committee shall monitor compliance with the conditions set out in A3.1 of Annex A.

IR16.2.3	For all matters relating to budgets that have not yet been approved by the General Assembly, the Executive Committee shall monitor compliance with the conditions set out in A3.2 of Annex A.
IR16.2.4	For all matters relating to bids to projects and grant applications that are in line with the current Strategic Plan the Executive Committee shall monitor compliance with the conditions set out in A3.3 of Annex A.
IR16.2.5	For all matters relating to bids for projects and grant applications that are in not line with the current Strategic Plan the Executive Committee shall monitor compliance with the conditions set out in A3.4 of Annex A.
IR16.3	To act for the Board in any urgent financial/legal matter, if it is not possible to convene a meeting of the Board in the period required and the matter falls outside the remit of 'daily management' which is within the responsibility of the Secretary General. In all such decisions the Board remains responsible for any decision taken.
IR16.4	If necessary, to call on Board members for a meeting of the Board outside usual meeting procedures.
IR16.5	To arrange for the periodic review of the terms and conditions of service of the Secretary General and the Secretary General's remuneration (unless the Board shall direct otherwise). The Board remains responsible for the conduct of any review and is required to approve any decisions which may arise from it.
IR16.6	To act on behalf of the Board in any matter which it may from time to time delegate to this Committee.
IR16.7	To approve the publication of a formal statement of the Association's views on any subject (e.g. a consultation document or a new policy) in the absence or impossibility of the Board or a General Meeting expressing its own view.
IR16.8	To consider situations referred to it by Board Members whose original proposing or employing organisation has withdrawn support for that Board Member and/or declares that they are no longer the Legal Representative/Nominated Representative of that member body. After due consideration of all the circumstances the Executive Committee may propose to the Board that the provisions of Article 13.3.5 should be applied and that the named person should be allowed to complete their mandate as Board Member.
<b>IR17</b>	<b>Role and duties of the President</b>
IR17.1	The post of President shall be filled by someone who is the Legal or Nominated Representative of any member organisation.
IR17.2	The President shall normally be elected at the AGM of the Association for a period not exceeding two consecutive terms of four years as President, or otherwise as the Statutes may from time to time allow. The Board shall establish a procedure to allow for postal, proxy and e-voting for elections.
IR17.3	The <b>President will be responsible</b> for:



IR17.3.1	leading the Board and Executive Committee and chairing meetings of the General Assembly, the Board and Executive Committee;
IR17.3.2	servicing as a spokesperson for the Association
IR17.3.3	acting as a support person (signatory, approvals etc.) to deliver financial controls in line with Annex A, Approved Financial procedures and Annex B, Approved Operational Practices;
IR17.3.4	together with the Treasurer and the Secretary-General, to identify and optimise opportunities to bid for direct funding to support the activities of the Association;
IR17.3.5	supervise and support the Secretary-General and appraise his/her work at least annually;
IR17.3.6	to support the Secretary General in the performance of his/her tasks and to provide an annual appraisal to the Secretary General against the targets the Board has set;
IR17.3.7	To act under the provisions of Complaints Procedures as person in charge for resolving complaints (informal and formal roles);
IR17.3.8	The normal duties of a Board and Executive Committee member.
<b>IR18</b>	<b>Role and duties of a Vice-President</b>
IR18.1	The (up to 3) Vice President(s) shall be elected at the AGM of the Association for a period not exceeding two successive terms of four years. The Board shall establish a procedure to allow for postal, proxy or e-voting for each election.
IR18.2	None of the three possible Vice Presidents may have the same nationality as the President. The election of the President precedes the election of the 3 Vice Presidents.
IR18.3	The Vice President(s) will be responsible for:
IR18.3.1	chairing meetings in the absence of the President;
IR18.3.2	assisting the President in serving as a spokesperson and/or representative for the Association;
IR18.3.3	any other Presidential duties (see IR17.3) as the President may request;
IR18.3.4	execute the responsibilities of the President when s/he is not able to do so;
IR18.3.5	Acting as Co-Chair to the Member Forum of their choice if they so choose;
IR18.3.6	the normal duties of a Board and Executive Committee member.
<b>IR19</b>	<b>Role and duties of the Treasurer</b>
IR19.1	The Treasurer shall be elected as Treasurer at the AGM of the Association for a period not exceeding two successive terms of four years.
IR19.2	The Treasurer may not be of the same nationality as the President or any of the Vice Presidents.
IR19.3	The Treasurer will be responsible for:

IR19.3.1	acting as a signatory on the Association's bank account(s) and other duties, as provided for in Annex A Approved Financial procedures;
IR19.3.2	working with the President and the Secretary-General/other senior officer(s) to ensure that the Association's finances are well managed and audited and incorporated into EASPD's annual report;
IR19.3.3	presenting the audited accounts and budget to the Board and General Assembly for approval;
IR19.3.4	updating the Board and General Assembly on financial progress during the year;
IR19.3.5	Acting as Co-Chair to the Member Forum of his or her choice if he or she so chooses
IR19.3.6	the normal duties of a Board and Excomm member.
<b>IR20</b>	<b>Promoting Good Governance</b> The following safeguards shall be observed by all Board members acting in any capacity (in addition to any requirements contained in Annexes A & B).
<b>IR20.1</b>	<b>Executive officer posts:</b>
IR20.1.1	All candidates for a position in the Executive Committee shall complete the form 'Declaration of Interests'. This declaration will be made available to all members prior to the elections.
IR20.1.2	If the successful candidate's circumstances change during their period of office in a way which might affect their performance of that role, the Board (and if necessary, the General Assembly) shall be made aware of this and any appropriate action taken.
IR20.1.3	Any Executive Officer, acting in their capacity as an Executive Officer, will not carry out or accept paid tasks for other EASPD members (other than his/her own organisation) or for any work of any nature paid for by EASPD without the express consent of the Board. The Executive Officer concerned will not participate in the deliberation and vote on such consent decision.
IR20.1.4	The President, acting in his/her capacity as EASPD President, will not carry out or accept paid tasks for members (other than his/her own organisation), or for EASPD without the express consent of the Board. The President will not participate in the deliberation and vote on such consent decision.
<b>IR20.2</b>	<b>Board members:</b>
IR20.2.1	All candidates for election to Board positions shall complete the form 'Declaration of Interests'. This declaration will be made available to all members prior to the elections.
IR20.2.2	If any of the circumstances of any Board Member (elected or co-opted) change during their period of office in a way which might affect their performance as a Board member, the President and

	the Board (and if necessary the General Assembly) shall be made aware of this and any appropriate action taken.
IR20.2.3	Members of the Board (elected or co-opted), acting in their capacity as EASPD Board members, will not carry out or accept paid tasks for other EASPD members (other than their own organisation), or EASPD without the express consent of the Board. The Board member concerned will not participate in the deliberation and vote on such consent decision.
IR20.2.4	Payments to any member of the Board (including the President and Executive Committee) or their organisation for work done on behalf of EASPD should be treated with particular care. Such payments must never be related to their work as a Board member, which is always unpaid. Payment may not be made to any Board or Executive Committee member in a <i>personal capacity</i> , apart from the re-imbursalment of necessary expenses incurred whilst acting on behalf of the Association.
IR20.3	<b>Chairs of Members Forums &amp; other committees:</b>
IR20.3.1	All candidates for such a position shall complete the form 'Declaration of Interests'. This declaration will be made available to all members prior to the elections or other later appointment.
IR20.3.2	If the successful candidate's circumstances change during their period of office in a way which might affect their performance as a Chair of Member Forum, the President and the Board (and if necessary the General Assembly) shall be made aware of this and any appropriate action taken.
IR20.4	<b>Ordinary Members:</b>
IR20.4.1	New members will subscribe to a declaration – as part of the form requesting for membership – stating their commitment to these principles of general good governance and agreeing to the duties of membership.
IR20.4.2	All members (including all the above) must follow the EASPD Code of Conduct without exception.
IR20.5	<b>Secretary General:</b>
IR20.5.1	The Secretary General shall not become a board member of a member organisation.
IR20.5.2	The Secretary General can become a board member of a stakeholder or other organisation relevant to the field with the permission of the President and where there is demonstrably no clash of interests.
IR20.5.3	The Secretary General shall not carry out tasks (paid or unpaid) for other organizations without the permission of the President obtained prior to starting the work.
IR20.6	<b>Staff of EASPD:</b>

IR20.6.1	EASPD staff shall not become board member of a member organisation.
IR20.6.2	EASPD staff can become board member of a stakeholder or other organisation relevant for the field with the permission of the Secretary General and where there is demonstrably no clash of interests.
IR20.6.3	EASPD staff shall not perform tasks (paid or unpaid) for other social care organisations where there may demonstrably be a clash of interests, without the permission of the Secretary General obtained prior to starting the work.
<b>IR21</b>	<b>Member Forums, other substantive committees and Task Forces</b> The Board may propose the creation or dissolution of such Forums and other substantive committees to the General Assembly for approval. The Board may of its own volition create short term Task Forces.
IR21.1	<b>Definitions:</b>
IR21.1.1	<b>Members Forums</b> are committees of members (chaired by a Board member) responsible for the implementation of the work of the Association in implementing the Long Term Strategy and the short term annual plan in a specific area of the Association's operation.
IR21.1.2	Member Forums shall each have two equal Co-Chairs - one elected at a meeting of the General Assembly, who will be an EASPD Board Member by virtue of that election. The other Co-Chair will either be an Ex Officer who chooses to be Co-Chair of that Member Forum or, failing this, an internal Co Chair elected by a later decision of that Member Forum. This internal Co-Chair election will normally take place at the Forum meeting <i>after</i> the Board is elected. Co-chairs (other than Executive Officers) must be elected by the members of each Members Forum. For internal election purposes 'Membership' of a Member Forum shall be defined as those organisations / individuals who have signed the two year Member Forum membership declaration. 'Members' do not need to be Legal or Nominated Representatives to vote in Member Forum Co-Chair elections. Postal, e-voting and proxy votes will be allowed in the usual way.
IR21.1.3	If there is no candidate elected by the General Assembly as Co-Chair of an Member Forum, the new Board shall consider if that Member Forum should continue or close down. If it decides it should continue the Board will seek to appoint a Member Forum Co-Chair either from within its own ranks or by co-option (if available). The Member Forum will later be expected to elect its own internal Co-Chair as provided for in IR21.1.2.
IR21.1.4	In the event that the elected Members Forum Co-Chair (i.e. the Board Member) cannot attend a Board meeting, a Co-Chair may,

	with the consent of the President/ Vice President chairing that Board meeting, attend and speak (but not vote) on Board matters relating to their Members Forum.
IR21.1.5	Each Member Forum shall have a defined area of competence and produce for the Board an agreed and costed workplan. No Member Forum can of itself commit the Association to expenditure or a public policy position without either Board and/or Ex Comm approval.
IR21.1.6	<b>Substantive Committees</b> may be created by the Board, subject to General Assembly approval, to address on-going aspects of the Association's operation in the furtherance of good governance, (for example, an Independent Complaints Committee, an Audit and Risk committee, a Remuneration Committee etc). These will report to the Board.
IR21.1.7	<b>Task Forces:</b> are ad-hoc work groups dealing with an issue or topic for a limited period of time. They are created / dissolved by a decision of the Executive Committee or the Board and their work is included in the Board's reports to the General Assembly, (for example a Task Force for a Conference, or to deliver a specific report to an external body.)
IR21.2	<b>Competences:</b>
IR21.2.1	All Members Forums and other committees should contribute to the political agenda of the organisation, support innovation and facilitate exchange of information and models of good practice.
IR21.2.2	All position papers and or political statements for external use representing the views of the Association should be sent to the Executive Committee for approval. If considered necessary, the Executive Committee will pass the position papers to the Board for approval as a statement of the Association's position.
IR21.2.3	All Members Forums and other committees should develop an (annual) workplan including a budget to be approved by the Executive Committee and Board.
IR21.2.4	The chairs of Members Forums and other committees will regularly inform the Secretary General with regard to the proceedings and work done by the working parties and will produce an annual report on work undertaken for the Board and General Assembly.
IR21.3	<b>Functioning:</b>
IR21.3.1	The Secretariat will provide specific and quantified administrative support by allocating relevant staff time.
IR21.3.2	Together with the staff member and the two Co-chairs, and with administrative support, the two Co-Chair s of each Members Forum are responsible for organising meetings and regular consultations with and correct involvement of the members of the group.

IR21.3.3	All members (UMO & SAMO) can send representatives to Members Forums and other committees or Task Forces. Ideally, these representatives should commit to Members Forums for a minimum period of 2 years.
IR21.3.4	Members Forums, committees and Task Forces have the competence to invite advisors or experts on a permanent or ad-hoc basis, providing no cost is involved to EASPD.
IR21.3.5	EASPD will not normally cover travel or hotel costs for the members of Members Forums, Committees or Task Forces, unless approved by the Secretary General.
IR21.3.6	Members Forums, Committees or Task Forces cannot legally bind the organisation to any action or contract.
<b>IR22</b>	<b>Role and duties of Secretary General (Article 15)</b>
IR22.1	The role and responsibilities of the post of Secretary General shall be defined by the Board and approved by the General Assembly and reviewed as needed.
IR22.2	The <b>current description of the Secretary General role is in Annex C</b> to these Internal Rules and may be amended following a review as provided for in IR22.1 above.
IR22.3	The Secretary General shall have executive responsibility for the affairs of EASPD under the direction of the President and the Board. Various duties may be delegated to other employed staff, but the Secretary General is responsible for their satisfactory completion.
IR22.4	In brief, the Secretary General role encompasses the daily management of the Association's affairs, implementation of the long and short term strategy, internal and external relations, financial and personnel management, including recruitment and training of staff, policy development and project management.
IR22.5	The Secretary General functions as Secretary to the Board and Executive Committee and attends all such meetings <i>ex officio</i> .
IR22.6	The Secretary General assists the President in external relations and identifies and attempts to secure opportunities for the Association to bid for core or project funding, in pursuit of the long and short term objectives of the Association.
	<b>End of Internal rules</b>

# ANNEX A

## EASPD Approved Financial Procedures

Approved by the Board on  
Approved by the General Assembly on

### A1 Purpose:

A1.1 The purpose of this document is to define financial procedures that ensure correct and transparent financial management of EASPD and that the appropriate measures are in place to ensure that all payment procedures, approvals to commit the Association, approvals to sign all contracts, bids and project applications are complied with for approved and non-approved budgets.

A1.2 The accounting policies are the main principles, bases, conventions, rules and practices that specify how financial management is reflected in the financial statements of the organisation.

A1.3 The accounts follow the appropriate accounting standards as required by the applicable Belgian accounting legislation.

A1.4 EASPD's financial system encompasses all the personnel, resources, systems and activities that work together to implement, in an effective manner, the financial and accounting functions of the Secretariat.

A1.4.1 The accounting software that EASPD currently uses for its accounting transactions is WINGS. This software includes the analytical accounting and sales module as well.

A1.4.2 The analytical system of WINGS is designed for managing grants in a financially efficient and project-relevant manner. It allows to manage several projects with a monitoring over several financial years and to trace back all financial activities where all projects costs and revenues can be easily identifiable.

A1.4.3 The implementation of sound financial and accounting systems is designed in such a way as to ensure that:  
1) All financial transactions are executed only upon proper approval and authorisation  
2) Only valid transactions are recorded accurately to permit preparation of financial statements conformed to generally accepted international accounting standards.

A1.4.4 The organisation provides an annual financial report under the responsibility of the treasurer, validated by the external chartered accountant and certified by the external auditor.

### A2 Financial Functions

A2.1 The **Secretary General** is ultimately responsible, under the supervision of the board, for the day-to-day financial management and draws up the guidelines for the future through budget preparation.

A2.2 The **EB** (External Chartered accountant): is responsible for the budgets and liquidity forecasts in close cooperation with the FO (preparation), the audit and supervision of the accounting processing of the non-profit organisation's

	finances, and for the financial accounting systems that are used within the non-profit organisation.				
A2.3	The <b>FO</b> (Financial Officer) is responsible for the booking and preparations of payments, and since October 2018 responsible for all the accounting records and the analytical accounting.				
A2.4	The <b>MO</b> (Membership Officer): is responsible for the whole management of the membership fees.				
A2.5	The <b>TR</b> (Elected Treasurer): monitors the implementation of the budget and good governance regarding financial matters. The TR meets with Secretary General, EB, B and FO at regular intervals. The TR proposes adjustments where necessary and then reports to the Executive Committee, to the Board and to the General Meeting.				
A2.6	The <b>BV</b> (External Auditor): checks the financial statements and annual accounts and provides a certified report on this.				
A2.7	The <b>PO</b> (Project Officer): day to day management of the project monitors finances and validates invoices in line with financial guidelines of the project.				
A2.9	The <b>LRs</b> (EASPD legal representatives – President, all current Vice-presidents and the Treasurer) are ‘masters’ of the EASPD accounts and have the following systems in place for the management of all EASPD accounts at Belfius:				
	A2.9.1	<i>As ‘masters’ of the accounts:</i>  All of the ‘masters’ must sign to change or grant rights on the different accounts and only all of the masters’ signatures can together open new accounts or close existing ones.			
	A2.9.2	<i>For payments and transactions between EASPD accounts.</i>  Mandate is given to the <b>President, Secretary General</b> and <b>FO</b> . They can sign alone.			
	A2.9.3	<i>For payments and transactions to other bank accounts:</i>  Mandate is given to the President, Secretary General and the 2 <b>TMs</b> (Team Managers).  1) For all transactions and payments under €30,000, any two of the persons holding a mandate should sign together. 2) For payments and transactions equal to and over 30,000 EUR, the President or the <b>Secretary General</b> should be one of the two signatures.			
	A2.9.4	<b>Secretary General</b> and the 2 <b>TMs</b> have a Visa Card linked to the Belfius bank account.			
	A2.9.5	<b>FO</b> has a Maestro Business Belfius bank Card.			
<b>A3</b>	<b>Compliance schedule for all contracts, bids/projects approval &amp; all payments procedures (it being understood that to the extent the Statutes or Internal Rules would provide stricter provisions for specific matters, these stricter provisions will prevail (e.g. Annex B C8 and C9 and Annex C C5.1))</b>				
<b>A3.1</b>	<b>Budgets already approved by the General Assembly</b>				
	A3.1.1 involving a value to EASPD alone of>>>>	Under €5k	€5K and more	€30k and more	Over €75k



	Body with power to <b>approve</b> commitment to agreement/ purchase order etc	Secretary General			
	Power to <b>represent</b> EASPD (i.e. sign agreement purchase order etc)	Secretary General or President			
	<b>EASPD's own Internal payment protocols</b> ie power to authorise the payment	Any 2 signatures from President, SG, Team Managers holding bank account payment mandate (see Annex A A2.9.3)		2 signatures of the persons holding bank account payment mandate (see Annex A A2.9.3) of which one must be President or Secretary General	
<b>A3.2</b>	<b>Budgets NOT yet approved by the General Assembly</b>				
	A3.2.1 involving a value to EASPD alone of >>>>	Under €5k	€5K and more	€30k and more	Over €75k
	Body with power to approve commitment to agreement/ purchase order etc.	SG	Ex Comm	Board	
	Power to represent EASPD (i.e. sign agreement purchase order etc)	SG or President		Any 2 Board members – of which one is the President	
	Internal payment protocols i.e. power to authorise the payment	Any 2 signatures from President, SG, Team Managers holding bank account payment mandate (see Annex A A2.9.3)		2 signatures of the persons holding bank account payment mandate (see Annex A A2.9.3) of which one must be President or Secretary General	
<b>A3.3</b>	<b>Bids &amp; Project applications in line with EASPD's Strategic Plan</b>				
	A3.3.1 BID/PROJECTs - involving a value to EASPD (alone) of >>>>	Under €5k	€5K and more	€30k and more	Over €75k
	Body with power to approve and sign bid/project <i>application</i>	Secretary General			
	Body with power to approve bid/project <i>agreement</i>	Secretary General			Ex-Comm
	Body with power to sign bid/project <i>agreement</i>	Secretary General			
	Internal payment protocols i.e. power to authorise the payment	As for approved budgets above in A3.1			

<b>A3.4</b>	<b>Bids &amp; Project applications NOT in line with the Strategic Plan</b>				
	A3.4.1 involving a value to EASPD alone of>>>>	Under €5k	€5K and more	€30k and more	Over €75k
	Body with power to approve bid/project application	Ex-Comm	Board	General Assembly	
	Body with power to sign approved bid/project application	Secretary General			
	Body with power to agree to and sign successful bid/project agreements	Secretary General			
	Internal payment protocols, i.e. power to authorise the payment	As for budgets not yet approved by the GA above in A3.2			
<b>A4</b>	<b>Operating Costs and Income:</b>				
A4.1	<b>Income Management:</b> This mainly concerns membership fees and registrations for conferences, (for management of grants to EASPD see the Section A6 below).				
	A4.1.1	<b>MO</b> manages the outgoing invoicing for membership and conferences fees. <b>MO</b> issues the invoices in the sales management system of Wings and they are sent by electronic mail to the customers.			
	A4.1.2	<b>MO</b> is also responsible for sending reminders twice a year to the customers based on the due date of payment. Every month the invoices drawn up are incorporated automatically in the accounting system of Wings.			
<b>A5</b>	<b>Expenditure Management:</b>				
A5.1	Apart from the general expenses such as the rent, wages, telephone cost, and so on which are fixed by a mutual agreement, all requests for purchase have to be approved by <b>Secretary General</b> by email or signature on the quotation.				
	A5.1.1	For a purchase exceeding 3.000, - €, bids from 3 different suppliers should be provided.			
	A5.1.2	The <b>Secretary General</b> has the authority to choose the best offer in terms of price and quality.			
	A5.1.3	The <b>PO</b> who ordered the purchase is responsible for checking if the quantity and the amount mentioned on the invoice are correct and match with the quotation terms approved by <b>Secretary General</b> . If so, the <b>PO</b> has to paste the following label on the invoice and complete it with the correct analytical code related to the project, the date and signature of approval.			
		PROJ	HEAD	SUB-HEAD	PSHIP SOURCE

	signature	project
A5.2	If invoices and offers are not matching, the project manager has to take action with the supplier for the necessary corrections to make. If the supplier agrees with the proposed adjustment and correction (e.g. credit note and / or new invoice), then the invoice follows the normal procedure. If no agreement can be obtained, <b>Secretary General</b> takes the final decision.	
A5.3	All the approved invoices and expenses notes are forwarded to Financial officer ( <b>FO</b> ), who will record them in the accounting system WINGS. Once an accounting code is assigned for each single invoice and expense note claim, they are transferred to the <b>Secretary General</b> for a second check and for his approval for payment.	
A5.4	If the invoice is not approved by <b>Secretary General</b> , it will be returned to the relevant staff member for re-checking.	
A5.5	If <b>Secretary General</b> approved, the invoice will be signed by the Secretary General and goes to the <b>FO</b> for payment, after which it will be signed by 2 persons holding a mandate:	
	A5.5.1	For all transactions and payments relating to a GA approved budget under € 30.000, two of the persons holding a mandate should sign together (that is – any two from the following: the President, the Secretary General and the two Team Managers) see Sections A3.1 and A2.9.3 above in Annex A.
	A5.5.2	For all transactions and payments relating to a GA approved budget equal to or over € 30.000, the President or the Secretary General should be one of the two signatures, see Sections A3.1 and A2.9.3 above in Annex A.
	A5.5.3	For any transactions and payments relating to budgets which have not yet been approved by the General Assembly, Sections A3.2 and A2.9.3. above in Annex A shall apply.
A5.6	All paid invoices must be stamped “PAID +date of payment”, validated by <b>Secretary General/TM</b> and classified based on the code recorded in the accounting system.	
<b>A5</b>	<b>Grants from projects</b> In terms of projects, there are 2 possibilities: EASPD is either a coordinator or a partner.	
A5.1	If the non-profit organisation is coordinator, based on the conditions mentioned in the agreement signed by all the parties, EASPD receives directly the funds from the European Commission or European Agencies or other donators and distributes the income between itself and other partners involved in the project according to the signed partnership agreement.	
A5.2	If EASPD is a partner, it receives its income through the organisation appointed as coordinator according to the signed partnership agreement.	
A5.3	<b>Secretary General</b> and <b>PO</b> take care of the application for projects in accordance with what is set out in A3.3 and A3.4 of Annex A. If a project is approved, the Secretary General will be informed of this in writing by the subsidy provider. This is then communicated to <b>FO</b> .	

A5.4	<b>Staff and other cost allocation methods to projects:</b>	
	A5.4.1	<b>PO</b> has to provide to <b>FO</b> the financial structure defined in the grant agreement to create the appropriate analytical codes for each project in the accounting system.
	A5.4.2	Regarding the allocation of the staff cost, the representation of the time spent monthly on the various projects are recorded by the staff members in an excel file. Based on the time spent on the project, a % of the part attributable to the project is calculated automatically in the excel file.
	A5.4.3	On this basis, allocation keys are implemented in the analytical accounting system by the staff member. Consequently, staff cost is divided into the analytical accounts accordingly to the relevant project. It is also ensured that the overhead costs are neatly distributed over the projects as appropriate. By using an analytical accounting system, the costs are precisely allocated, and double allocation is avoided.
	A5.4.4	Depending on the funding body, a distinction is made between eligible, ineligible and personal contribution costs. This procedure is directed, monitored and supervised by the <b>Secretary General, PO</b> and the <b>EB</b> .
	A5.4.5	The reporting to the Commission or the coordinator is provided by the <b>PO</b> based on the financial data from the accounts. The rule is that the accounting data must be perfectly in line with the reporting. A signature of <b>Secretary General</b> under the report must guarantee this.
<b>A6</b>	<b>Grant Management</b>	
	A6.1	For each project, a revenue account is created in the accounting system including analytical codes as well for each single project by <b>FO</b> . Once the subsidies received: they are deposited into the account and are included in the accounts at that time.
	A6.2	At the end of a project and at the end of the financial year, the most accurate estimate is made for the subsidy amounts still to be received (or repaid). These are booked as receivables (or as debt) in the accounting system by <b>EB</b> . For projects longer than one year, it is also ensuring that income and expense are recorded in the accounting period to which they relate.
<b>A7</b>	<b>Valuation rules of EASPD</b>	
	A7.1	<b>Valuation rules on depreciation and amortization:</b>
	A7.1.2	The valuation rules were drawn up by the Board of the association and meet the requirements of prudence, honesty and good faith. Account is taken of the principles of continuity, prudence, consistency, individual valuation, and allocation of costs and income to the year to which they relate. The rules are applied consistently and systematically year after year. They do not depend on the result for the financial year. Deviations are mentioned and explained in the notes to the annual accounts.
	A7.1.3	General: the starting point for the valuation is the acquisition value. Every component of the assets is valued at its acquisition value, and shown on the balance sheet at that amount, minus the depreciation

	allowed, except if application of that valuation rule does not lead to a realistic and faithful picture, in which case a derogation is allowed. Acquisition value is deemed to mean the purchase price, which may contain additional expenses as well as the purchase price, such as transport costs, registration fees, installation expenses, etc. If the acquisition value is unknown, for example in the event of a donation in kind, then the item is entered into the account at its market value.
A7.1.4	Certain fixed assets may be <i>revalued</i> if the value of the asset exceeds the book value in an indisputable and lasting way. If the value of an asset is indisputably and lastingly below the book value, then additional or exceptional depreciation or a write-down of its value may be carried out.
A7.1.5	Items are entered as assets from an acquisition value of € 500, -. If various components of a larger item each have a value of less than this threshold value, they may be amalgamated and entered nevertheless as assets (e.g. furnishing of an office with tables, chairs and cabinets; purchase of monitor, PC, printer and scanner which jointly form a workstation, etc.).
A7.1.6	software is depreciated over 3 years; - plant, machinery and equipment over 3 years; - furniture over 10 years. All depreciation is linear.
<b>A7.2</b>	<b>Valuation rules on amounts receivable:</b>
A7.2.1	Write-downs are applied to receivables, if there is doubt about all or part of the receivable will be paid on the due date. Write-downs may also be applied if their disposal value on the date of the end of the financial year is lower than their book value.
A7.2.2	In practice, when the accounts for the financial year are closed, overdue customer invoices and amounts receivable are examined for their creditworthiness.
A7.2.3	A write-off will be posted for any part of amounts receivable and invoices that are still overdue from the previous financial year and can no longer be collected in their entirety or in part.
A7.2.4	Membership subscriptions that are still overdue from the previous financial year are transferred to dubious debtors, where they will remain for a year. If they are still unpaid at the end of that year, they will be written-off as expenses.
<b>A8</b>	<b>Budget and liquidity</b>
A8.1	The budget is drafted annually by <b>Secretary General</b> and <b>EB (supported by FO)</b> based on the results from the previous years and adjusted by the expectations of the coming year in terms of income and expenditure.
A8.2	The Treasurer will approve the draft budget for presentation to the Board and General Assembly.
A8.3	The liquidity will be monitored by the FO and Secretary General, regular information will be provided to the treasurer. It should be pointed out here that it is extremely difficult to draw up a realistic budget, since at the time of design it is not known what number of projects will be executed in the budget year. In the budget, only the approved projects are included, projects that are pending are only mentioned as information.
<b>A9</b>	<b>Value Added Tax</b>

A9.1	EASPD has applied for and now uses a passive VAT number because of changes in the EU VAT regulations from 1.02.2019 onwards.
A9.2	For intellectual services, inside the EU, the VAT is due in the country where the receiver of the service is located. The supplier of the service has to have a VAT number to be able to defer the VAT to BE.
A9.3	For goods, if the threshold of 11.200 EUR excl. for purchases in another EU member state is exceeded, the VAT also becomes due in the country where the receiver of the goods is located.
A9.4	<b>EB</b> will supervise the implementation.

## ANNEX B

### EASPD Approved Operational Practices

	Approved by the Board on Approved by the General Assembly on
<b>Section A</b>	<b>This document sets out approved practices in the following areas:</b>
Section B	Acceptance of gifts in kind, donations, legacies
Section C	The awarding of tenders or other contracts
Section D	Working with and making payments to members of the Association
<b>Section B</b>	<b>Procedures - Gifts in kind, hospitality, donations, legacies</b>
B1	<b>Purpose &amp; definitions</b>
B1.1	The purpose of this Approved Operational Practice is to protect EASPD, its Board and staff and to avoid any conflict of interest that places staff or the Association in a position that may call into question the probity of such conduct. The protection of the professional integrity of staff and the reputation of the Association is paramount.
B1.2	The Policy recognises that the environment in which EASPD operates requires the formalisation of common understandings. It also recognises the practical realities that there will be circumstances where the receipt of small gifts will be appropriate, that on occasion refusal of gifts could cause offence and that there are circumstances in which it is appropriate to accept offers of hospitality. Appropriate and proportionate monitoring must be in place. All gifts must be reported to the Secretary General and gifts to the Secretary General must be reported to the President.
B1.3	Gifts or donations are defined for the purposes of this policy as items or monies that are given or received for which no payment or service was given or received in return. Hospitality is defined for the purposes of this Policy as any food, drink, accommodation or entertainment provided free of charge or heavily discounted.
B1.4	It is important to distinguish between situations where non- financial services are provided to the Association as a means of paying a bill or making a non-financial contribution to a function (e.g. a conference or seminar). Whilst not gifts, such transactions are monitored by the Executive Committee to ensure an equitable and proper exchange.
B2	<b>Gifts, donations &amp; legacies</b>
B2.1	Any donation to EASPD with a value of more than €100,000 must by virtue of applicable law be authorised by the Minister of Justice or his delegate.
B2.2	The <b>guiding principles</b> relating to the acceptance of gifts, legacies, hospitality or other benefits are:
B2.2.1	The Association, its staff and Board members must not accept gifts, hospitality or other benefits of any kind from a third party where it might be perceived that their personal integrity is being compromised, or that the Association or an individual might be placed under an obligation.

	B2.2.2	No favour or preference which is not generally available should be sought, accepted or given.
	B2.2.3	There should be no direct or perceptible indirect link to any formal procurement process for goods or services, admission to a Project bid or other favourable financial circumstance.
	B2.2.4	Staff and Board members must not make use of their official position to further their private interests or those of others.
	B3	Gifts of a nominal or small value (<€50) from organisations can normally be accepted without question. These may be mementoes of the donor's own institution/organisation or a token 'thank you' for services rendered (e.g. helping at a conference). According to the circumstances and nature of the gift, it will be a matter of discretion whether the gift is retained by the individual or passed on to the EASPD Secretariat.
	B4	Acting on behalf of and with the prior approval of the Executive Committee, the President or Treasurer may sign for the acceptance by the Association of a significant gift, donation or legacy, where the sum involved is greater than €5,000. For gifts, donations or legacy sums lower than or equal to that (but above the nominal amount in B3 above) the approval and (if needed) the signature of the President or the Secretary General shall suffice. In accepting any gift, donation or legacy, the Association, the Board and its staff must always ask; "Does accepting this runs any risk that it could be seen as a bribe or inducement or that the freedom to act or the reputation of the Association could in any way be damaged?"
<b>Section C</b>	<b>Procedures - the awarding of tenders and other contracts</b>	
	C1	EASPD's own financial procedures require set approvals for EASPD to spend money on purchases, hire or lease contracts and tenders for the provision of services.
	C2	Those involved in making decisions or recommendations should declare any possible clash of interests with the decision and should either exclude themselves from the process entirely, or proceed with great caution, being open about any link and, if possible, absent themselves from the final decision.
	C3	Tenders in which EASPD is purchasing an external service should, where appropriate, be advertised to the membership and details of the tender placed on the EASPD website. Wherever possible bids should be independently considered / evaluated by a minimum of two people (either staff or members of the Association familiar with the bid but not associated in any way with the tenders submitted). The final recommendation should be scrutinised by a third person before acceptance.
	C4	Those involved in the process should ask themselves at every stage "If challenged, could we show that this decision was made in an open, transparent and fair manner?"
	C5	EASPD often operates in a fast moving situation where a speedy decision/response is needed and decisions made, resulting in an organisation ultimately receiving grant or project funding because they were included, and others excluded. This might also involve EASPD as a partner to the bid/ tender/ project. Under such circumstances, EASPD must make a pragmatic judgement in order to submit the best possible bid, but always try to widen the inclusion of new partners where practical and possible, without weakening the bid.



C6	With regard to the power to approve the entering into of agreements for the purchase of goods, services, works etc for GA approved Budgets the general provisions set out in Internal Rule 16 and the detailed provisions of A3.1 in Annex A above shall apply.
C7	With regard to the power to approve the entering into of agreements for the purchase of goods, services, works for budgets which have NOT yet been approved by the General Assembly the restrictive provisions set out in Internal Rule 16 and the detailed provisions of A3.2 in Annex A above shall apply.
C8	The Board shall have the power to approve the entering into of collaboration agreements with third parties and the membership of EASPD in other organisations and the entering into of loan agreements, provided these are in accordance with the short term plan and its budget or the longer term strategic plan approved by the General Assembly.
C9	The Board alone shall have the power to acquire or divest real estate or real estate rights.
<b>Section D</b>	<b>Procedures- Working with and making payments to members</b>
D1	There are many circumstances in which EASPD might make payments to members. Examples of this are: travel & accommodation costs to meetings and conferences, expenses necessarily incurred whilst fulfilling duties for the Association, payment for services rendered. All of these payments should be open, proportionate and capable of a reasonable explanation, if challenged.
D2	Payments should normally be made to the member organisation, unless there are compelling reasons for it to be made to a person. Where this happens the reasons should be noted on the payment paperwork and signed by the head of the EASPD accounts department. If the sums involved are significant (€500+) then the approval of the Secretary General should always be obtained.
D3	Payments to member organisations for all other work done by them at the request of, or with the agreement of, EASPD should require the explicit knowledge and consent of the Secretary General. Depending on the sums involved and the nature of the work undertaken, the Secretary General will consider if the payment should be brought to the attention of the ExComm. All such agreements and consequent payments shall be subject to the provisions of IR16, A2 and A3 of Annex A.
D4	Appropriate paperwork justifying the payments made and describing the work undertaken should always be provided, including where necessary details of VAT or other taxes included in the payment.
D5	There is nothing inherently wrong with EASPD asking member organisations to complete a piece of work for payment, possibly without a tender process provided this is in line with public procurement legislation, depending on the circumstances, time and expertise involved. However, where this happens, the terms of the contract must be clearly agreed and written down and the payment made must be appropriate for the amount of work involved. As ever, the test must be “Are the terms of this contract, the sums involved and the way it was awarded correct, reasonable and honest if it were to be challenged?”
D5.51	Where EASPD has offered an open market tender for a piece of work, the award of the tender shall be conducted in the normal professional

	<p>manner by the relevant staff /officers. If the tender is awarded to a member organisation, the Executive Committee shall scrutinise the decision and review it if needed and ensure compliance with Section A2 and A3 of Annex A. If relevant circumstances apply, Board approval may be needed (e.g. if the contract is part of a budget which has not yet been approved by the GA).</p>
D6	<p>Payments to member organisations as part of EU or other funded project work should be treated like any other and scrutinised and approved in the normal manner. Where member organisations are involved in collaborative project work with other agencies in which EASPD is also involved as partner or as the Lead organisation, the financial and payment procedures of that project partnership must follow the rules set by the funding organisation (e.g. Erasmus+, Horizon 2020, charitable Foundations etc) and the requirements set out in IR20 and section A3 of Annex shall not have precedence or apply to the payments to the members.</p>

## ANNEX C

### Job description of the post of EASPD Secretary General

	Approved by the Board on Approved by the General Assembly on
<b>Preamble</b>	<p>The European Association of Service Providers of Persons with Disabilities is an international Non-Profit Association that has members in the majority of EU and Council of Europe countries.</p> <p>The General Assembly is the sovereign body of the Association. Each Association member is able to participate in the General Assembly. General Assembly members choose the members of the Board and the Executive Officers of the Association: the President, up to 3 Vice Presidents and a Treasurer.</p>
<b>General description of role</b>	<p>The Secretary General of the Association is responsible to the Board and is in charge of all day to day operations of the Association including the management of the Secretariat. The Secretary General acts as Secretary to the Board, Executive Committee and General Assembly and is responsible in ensuring the Association complies with all relevant laws and regulations. The role of the Secretary General includes external and internal elements. The chief responsibilities are as follows:</p>
<b>C1</b>	<b>Long term strategy and plans:</b>
C1.1	Responsible for drafting the long-term strategy, strategic options, and any action plans in close cooperation with the Executive Committee, which are presented to the Board for approval by the General Assembly, (the latter to the extent required on the basis of the law and the Statutes).
<b>C2</b>	<b>Management:</b>
C2.1	Responsible for the day to day management, representation of the Association and execution of the Annual Action Plan and decisions of the Board and the Executive Committee.
<b>C3</b>	<b>External relations:</b>
C3.1	Act as spokesperson for EASPD mandated by the President and in close cooperation with the President.
C3.2	S/he organises and is responsible for the representation of the Association in external bodies and structures as agreed with the President.
C3.3	Responsible for establishing and maintaining relations with relevant external bodies.
<b>C4</b>	<b>Financial Management:</b>
C4.1	Manages the financial affairs and the budget of the Association in cooperation with the Treasurer and under the direction of the Board and Executive Committee.
C4.2	Scrutinises the correctness of and, if appropriate, sends the papers on for payment to be made in accordance with the provisions of Annex A all major financial transactions (e.g. monthly salaries, transfers of partners budgets in projects, payment of invoices).

C4.3	Responsible for procedures on budget and yearly accounts as decided by the General Assembly and has power to sign contracts, payments and agreements relating to any budget as laid out in section A3 of Annex A.
C4.4	S/he ensures adequate multi-year financial planning.
<b>C5</b>	<b>Personnel management</b>
C5.1	Responsible for recruiting, training and managing all staff on behalf of the Board, who will authorise the appointment of all staff before recruitment commences. The Secretary General shall also have the power to terminate employment contracts and to vary such contracts (in accordance with applicable Belgian law).
C5.2	Human Relations management – ensure that EASPD’s employment practices comply with good practice and all relevant rules and regulations.
C5.3	S/he ensures fair and equitable employment conditions.
<b>C6</b>	<b>Support for policy development</b>
C6.1	Arranges the necessary support to the Members Forums and other Committees, gives advice to the Executive Committee and the Board on the appointment by co-option of any Member Forum Co-Chair where none has so far been elected by the General Assembly.
C6.2	Monitors and reports any relevant developments on specific fields and advises governing bodies (as time may allow) on potential actions the Association might wish to consider.
<b>C7</b>	<b>Project management &amp; contractual issues</b>
C7.1	Is responsible for all projects in which EASPD has the lead role and arranges support for the project leaders in the Secretariat
C7.2	Signs contracts with partners, European Commission, local events and conference organisers (in line with section A3 of Annex A) & reports back to Board (& annually to General Assembly) on commitments signed and that all are in line with annual work plan and long term strategy, in line with financial limits agreed.
C7.3	Reports to the governing bodies on any challenges or difficulties with any projects.
C7.4	Responsible for identifying and evaluating development and project opportunities with external funding agencies in line with the values and action plans of EASPD.
C7.5	Where appropriate, develops bids for such funding with or without other agencies.
<b>C8</b>	<b>Action Planning:</b>
C8.1	Commits and binds the organisation in actions, events and projects in line with the values and Action Plan of EASPD in accordance with section A3 of Annex A.
<b>C9</b>	<b>Secretarial Roles:</b>
C9.1	Participates in meetings of the Board and the Executive Committee and General Assembly on an <i>ex officio</i> basis.
C9.2	Reports on a regular basis to the Board, and, in turn, these reports are summarised and passed to the General Assembly by the President, or the Secretary General.
<b>C10</b>	<b>Complaints Procedure &amp; Code of Conduct</b>
C10.1	Is responsible for specific steps within the Complaints Procedure as decided by the General Assembly.

C10.2	Monitors and reports on compliance with the Code of Conduct as decided by the General Assembly and alerts the Board where this appears to have been broken.
<b>C11</b>	<b>Management and review</b>
C11.1	The Secretary General will receive a formal annual appraisal of his role conducted by the President (or in the absence of the President, a Vice President) acting on behalf of the Board.
C11.2	The Board will make arrangements for the periodic review of the terms and conditions of this post and of its annual remuneration.
<b>C12</b>	<b>Desired Outcomes</b> Under the leadership of the Secretary General EASPD is:
C12.1	Established as an important player at an international level concerned with the improvement of services for people with disabilities.
C12.2	A well respected association with accountable and transparent governing processes.
C12.3	Has a professional secretariat in which staff are motivated, supported and respected.
C12.4	A reliable partner at an international level.
C12.5	An example of effective co-operation to all members of the Association.
	[End]

## ANNEX D

### Approved Election and co-option procedures

	Approved by the Board on Approved by the General Assembly on
<b>D1</b>	<b>Scope:</b>
D1.1	These election procedures shall cover the election and/or co-option of all Board members in the normal routine of elections.
D1.2	For elections or co-options out of the normal routine (e.g. to replace a retiring Board member) these procedures shall provide a general guide to conduct and will make specific provision where this is considered necessary.
<b>D2</b>	<b>Sequence: elections and co-options</b>
D2.1	At any election the General Assembly shall elect by show of hands an election supervisory group of three people to oversee the elections and the counting of the votes in company with the Secretary General. Members of the election supervisory group are allowed to vote in elections.
D2.1	At the General Assembly covering all Board elections, the sequence for elections shall be as follows: <ol style="list-style-type: none"> <li>1. Election of the President</li> <li>2. Election of the Vice President(s)</li> <li>3. Election of the Treasurer</li> <li>4. The simultaneous election of all Member Forum Chairs and Board Members without portfolio</li> </ol> <p>Where only one candidate has been proposed Internal Rule 7.3.4 shall apply:  <i>“The Chair shall have discretion, where an election is called and the sole candidate is unopposed, to invite the General Assembly to vote by a show of voting cards instead of a secret written vote. The result of that vote will stand unless a secret written vote is called for.”</i></p>
D2.2	At a post-election meeting the Board shall consider the matter of co-options to the Board. It will bear in the mind the results of an earlier skill-set survey of the new Board and the number of co-option places available.
D2.3	By the next meeting of the General Assembly the Board will propose to the General Assembly co-opted Board members, with brief explanations why these co-options have been chosen. These proposals will be subject to General Assembly approval, after which the co-opted members will take up their Board place.
<b>D3</b>	<b>Candidate information:</b>
D3.1	All candidates for any post on the Board (President/Vice President/ Treasurer, Board Members (Member Forum Co-Chair/ without portfolio) must complete / provide the following: <ol style="list-style-type: none"> <li>1. Candidate Information form, cv, picture, reasons for standing etc</li> <li>2. Employers Declaration Form (confirming the candidate will be given time &amp; support by the organisation to fulfil the role)</li> <li>3. Candidate Declaration form (confirming their understanding or the role, promise to complete Declaration of Interests etc).</li> </ol>

D3.2	The Board shall set a timetable for such elections so as to ensure that all member organisations will receive all the information about election candidates at least 7 days before the date of the General Assembly. Candidate information will also be posted on the members side of the EASPD website.
D3.3	At the meeting of the General Assembly at which voting takes place the President may, at his/her discretion allow each candidate a brief period of time to address the General Assembly about their candidacy. If this happens all candidates must be offered the same period of time, irrespective of whichever list or lists (see D4.3 below) they are on. There is no <i>requirement</i> for candidates to speak if they do not wish to.
<b>D4</b>	<b>Voting procedures:</b>
D4.1	For the posts of President, Vice Presidents and the Treasurer, the winner shall be the candidate with the most votes, with Nominated representatives of UMO having four votes and of SAMOs one vote. The voting slips will make this distinction clear. Postal voting, voting by proxy and e-voting procedures may be used in such votes.
D4.2	Any Vice President and Treasurer elected may serve as Co-Chair to the Members Forum of their choice.
D4.3	The election of Member Forum Co-Chairs and Board Members without portfolio shall take place on a ballot paper consisting of two lists – one for elected Member Forum Co-Chairs and the second list for Board Members without portfolio – if needed. Nominated representatives of UMO’s have four votes and of SAMO’s one vote. The four votes of UMO’s must be cast for a single candidate and may not be split over different candidates.
D4.4	Candidates for each Member Forum shall be grouped together in a single ballot. Votes may only be cast for one Member Forum chair in each separate Member Forum election. The winner in each Member Forum shall be the candidate with the most votes.
D4.5	If there is only one candidate standing for the Co-chair of a Member Forum by the given closing date, then that candidate is not automatically elected but must still achieve more votes in favour of their candidacy than the alternative option on the ballot paper which shall be a simple ‘no’ vote for the Co-Chair of that Members Forum. By this means any single candidate elected will still have a demonstrable mandate for that role.
D4.6	Candidates for Board Members without portfolio will be listed in alphabetical order of surname in a single candidate list. Legal or Nominated Representatives must vote for no more than 5 <i>different</i> candidates. Votes cannot be clustered on one or more candidate. The winners shall be the top 5 candidates with the most votes.
D4.7	Candidates may enter their name in both lists. Where this happens and the candidate is elected both as Member Forum chair and comes in the top 5 Board Members without portfolio list, the Member Forum vote shall have precedence and the next person down on the Members without portfolio list shall be elected instead.
D4.8	In the event of a tie for any Member Forum Co-chair place, the President shall give each candidate the opportunity to withdraw. If neither candidate withdraws the matter will be resolved by the President by the toss of a coin. If relevant to the outcome, this decision may be taken before the process described in D4.7 above.
D4.9	<b>Postal and/ or e voting.</b> A member may request to vote in elections and other General Assembly motions by post or by electronic voting if they cannot attend

	<p>themselves in person. The election ballot papers and/ or the blank voting agenda record (for agenda items to be inserted and votes to be recorded) will be sent by the Secretariat only upon the request of the member organisation. It will be emailed directly to the Legal Representative who must personally sign the completed document(s) and either post them or scan them and email them to the Secretariat at least two days before the General Assembly takes place. If this happens the name of that organisation will be removed from the list of members who receive ballot papers at the General Assembly.</p>
<b>D5 Elections at other times:</b>	
D5.1	<p>Vacancies on the Board may occur for many reasons (retirement, illness, job change resulting in ineligibility to remain etc). When a vacancy occurs for an elected Board Member place this will normally be filled by an election at the next General Assembly, unless the General Assembly shall decide otherwise. The Board shall have discretion about acting to fill any Board vacancy arising for a co-opted Board place</p>
D5.2	<p>The procedure at such elections will follow the usual pattern, save that where only one candidate is proposed Internal Rule 7.3.4 shall apply:  <i>“The Chair shall have discretion, where an election is called and the sole candidate is unopposed, to invite the General Assembly to vote by a show of voting cards instead of a secret written vote. The result of that vote will stand unless a secret written vote is called for.”</i></p>
D5.3	<p>Where a Board member is elected for only part of a 4 year mandate, (as in D5.1 above) the time served by the replacement elected Board member for the remainder of that mandate shall not be included in any time calculation for time served on the Board, when considering his/her future eligibility to stand for another term as a Board member.</p>
<b>D6 Co-options: principles</b>	
D6.1	<p>The Board has the power to propose to the General Assembly the co-option of up to 5 additional members to the Board, after all other elections have taken place, for a 4 year period, provided that the Board size does not exceed 21. There is no <i>requirement</i> placed on the Board to propose co-options and the benefits of making any co-options must be identified in the clearest possible manner. A co-optee’s membership of the Board will cease at the end of the 4 year cycle but the new Board may propose their return to the General Assembly if considered appropriate in the prevailing circumstances.</p>
D6.2	<p>Co-opted members are full members of the Board with equal rights, status and responsibilities as any other Board member. Once co-opted, co-optees must act, as other Board members do, in the best interests of the Association as a whole.</p>
D6.3	<p>Co-options may only take place after a full review of the skill-set of the current Board which will identify potential gaps in the range of functions which the Board should ideally cover. Co-options should, amongst other matters, seek to fill these gaps in the collective skill-set of the Board, wherever possible.</p>
D6.4	<p>In addition to the above, EASPD’s Board, when proposing any co-options for approval by the General Assembly, shall also take into account the following factors and shall be able to demonstrate <i>in relation to each proposed co-option</i> the reasons why this particular individual has been put forward for co-option and how s/he will enhance the Board’s capacity to function.</p>
D6.4.1	<p>Any co-option must enhance the Board’s make-up so as to better reflect the diversity of the sector.</p>



D6.4.2	The sector's workforce is 80% female, co-options should assist the Board in better reflecting the gender balance, especially where elections have produced a male majority board.
D6.4.3	Elections may have produced a poor geographical balance on the Board or other inequalities (eg high GDP countries v low GDP countries). Co-options may help correct this.
D6.4.4	EASPD is a broadly based organisation, bringing together different sectors and subsectors. Co-option may be used to ensure Board competence to cover as many of these as is possible and ensure their perspective is included.
D6.4.5	It may arise that a Members Forum failed to attract a nomination for the Board. If this occurs and if the Board, after due consideration and consultation, supports the continuance of that Members Forum, the Board may use a co-option place to provide that Members Forum with a suitable Chair. The Board may also propose to the General Assembly that this Members Forum be abolished.
D6.5	In making co-option proposals the Board must also take into account that there should be no more than 4 people on the Board from the same country.
D6.6	The Board is also entitled to use co-options strategically, as a means of extending the reach of the Association into areas which the Board have identified in the future plans as strategically important for EASPD to occupy.
<b>D7</b>	<b>Co-options - Process:</b>
D7.1	After elections the Secretariat, together with the Executive Committee, will compile an overview of the Board's skill set and identify any areas where the elected Board Members do not collectively or satisfactorily cover a specific desirable skill/area of knowledge (e.g. lobbying/PR, employment law, research, etc).
D7.2	In addition, the Secretariat will provide the Board with a breakdown of other considerations having regard to the criteria listed in D6.4 above.
D7.3	From the information provided, the Board will advise all EASPD members of the person(s) specifications(s) which are needed to fill any gaps identified by co-option. <b>Applications are invited from any Legal or Nominated Representative who consider they meet these criteria.</b> It is expected that the Secretariat and the Executive Committee will be proactive here and assist in producing a list of possible co-optees for the Board to consider.
D7.4	Having considered the applications, the Board will formulate its final proposals to the General Assembly for the adoption of a number of co-optees it considers necessary to enhance its required competence, explaining in the case of each proposed co-optee why this is so.
D7.5	At the next General Assembly, the Board will make its co-option proposals, having provided all EASPD members with details of the chosen applicants and the reason(s) why the Board has made this choice.
D7.6	The Board may choose <i>not</i> to fill every possible co-option place or replace any co-optee who steps down from the Board.

End of Annexes