

Internal Regulations for CAN Europe's administrative structure

As amended and adopted by the General Assembly of 28 April 2015

The Board of CAN Europe discussed the composition of the Board and suggests a number of amendments to the Internal Regulations that guide the composition of the Board. This discussion has become even more relevant as a number of Board Members will be resigning from the Board in the coming months. The General Assembly is therefore requested to approve the proposed four amendments (all additional text), which are highlighted in yellow in the text below.

The General Assembly is also requested to identify possible new Board members for CAN Europe, in line with the suggested changes to the Internal Regulations.

The current composition of the Board until the next General Assembly is:

Name	First elected	Last elected	n° of mandates	End of mandate
Jurgen Maier	March 2005	April 2013	3	April 2016
Mahi Sideridou	March 2005	April 2013	3	April 2016
Raphaelle Gauthier	March 2005	April 2013	3	April 2016
Jason Anderson	November 2009	April 2013	3	April 2016
Petr Hlobil	November 2010	April 2013	2	April 2016
Reinhold Pape	November 2010	April 2013	2	April 2016
Celine Charveriat	April 2013	April 2013	1	April 2016
Karla Schoeters	April 2013	April 2013	1	April 2016

Internal Regulations for CAN Europe's Administrative Structure

April 2010

This document lays down the rules which govern the operations of CAN Europe in terms of its internal and legal accountability, in addition to the details set out in the official statutes of the organisation, as published under Belgian law.

The two main bodies overseeing the work of the organisation are the General Assembly (GA) of the members of CAN Europe and the Board of Directors. The organisation itself is made up of the Director and other staff as required.

The General Assembly

The General Assembly of the members of CAN Europe is the highest decision-making body of the organisation. It meets twice every year, once in March or April, once in September or October. Its sessions serve on the one hand as an opportunity to discuss strategy on political issues and regarding other concerns of the network, and on the other hand as the formal point for input on affairs of the organisation.

The members will be invited by e-mail at least one month in advance of the meeting by the Director, in the name of the Board of Directors. The invitation will be accompanied by a draft agenda. All relevant documents for the formal part of the GA will be sent out or posted online at least two weeks before the meeting.

The GA will in its formal part deal at the two sessions with a number of recurring elements that differ between the spring and the autumn meetings.

Tasks for the spring GA

- Accounts and annual report: the Board of Directors presents the annual report of activities of the past year as well as the audited accounts to the GA for approval; The GA gives their approval on the report and accounts and relieves the Board of Directors;
- Membership of the Board of Directors: the GA appoints or dismisses members of the Board of Directors (see below for procedures);
- New members for CAN Europe: the GA reviews new applications for memberships, approves new members or rejects applications. The GA can also decide the exclusion of existing members.
- Progress report on the current year;
- Draft work plan for the coming year: the Board of Directors presents a draft work plan for the coming year for comment and approval by the GA.

Tasks for the autumn GA

- Progress report on the current year;
- Budget and work plan for next year: the Board of Directors presents the budget and the work programme for the coming year to the GA for comment and approval;
- Membership of Board of Directors: the GA appoints or dismisses members of the Board of Directors (see below for procedures);
- Membership fee - the GA reviews the membership fee structure and decides whether changes are required;
- New members for CAN Europe: the GA reviews new applications for memberships, approves new members or rejects applications. The GA can also decide the exclusion of existing members.

The Board of Directors

The main function of the Board is to oversee the operations of the organisation, as it is ultimately responsible for the lawful implementation of all aspects of CAN Europe's activities. The Board is answerable to the GA as the highest authority of the organisation and needs to report to the General Assembly each year and seek to be relieved of its responsibility for the operation of the previous year.

The Board hires the Director and oversees his/her work. The Director reports to the Board and through the Board to the GA. An essential task for the Board is to decide on the strategic directions of future work of the office, both in terms of its substantive work but also concerning financial decisions and fund-raising as well as membership issues. This includes providing feedback on draft strategic planning documents for future work, approaching potential donors and alerting the Director to potential fund-raising opportunities and reviewing membership applications and giving guidance to the GA on refusal or acceptance.

The Board does not engage in the day-to-day work of the organisation, but it provides support and guidance to the Director. For example, members of the Board assist the Director in choosing suitable candidates for other vacancies. Members of the Board do not interact with other staff of the organisation in their capacity as Board members, except for cases where the second stage of a written grievance procedure is reached or unless they are mandated to do so. It is left to the discretion of the Director to take staff requests to the Board. Staff should be informed about Board discussions and decisions. Where appropriate, upon request by the Board and/or the Director, staff members will be asked to participate in Board meetings.

Composition of the Board

The GA decides the number of people on the Board (minimum of three) and votes on its composition.¹ Candidates for Board membership should preferably be top-management professionals who do not interact with members of the Secretariat on a regular basis. Candidates can come from non-member organisations, but at least three quarter of Board members must always be from CAN Europe members groups. Members of the Board are elected for a period of three years, but can be elected for consecutive terms. Board members should not stand for election for more than two consecutive terms (i.e. they should not sit on the Board for more than six consecutive years), and near the end of their second term their potential replacements should be sought out. Members of the Board can at any point in time signal to the rest of the Board that they can no longer serve on the Board. They will be allowed to resign officially at the next GA, at which they will be relieved of their duties. They will officially serve as members of the Board until that moment.

To allow the Board to operate at full strength, any GA can decide on new and additional members to the Board by election. In this case, such members will be elected for a term of three years. In case of an upcoming election on the composition of the Board, the network is informed of this event at least four months in advance, if circumstances allow. The Board can propose suitable candidates to the members, provided that such candidates give their consent. Any full member of CAN Europe can propose one or more suitable candidates for the election, until at least one week before this election. All candidates need to present themselves in person for the vote at the GA in question.²

At each meeting of the Board all members of the Board are requested to re-confirm that they have the time and the personal commitment to fulfil this role. Board members that are unable to attend a meeting shall give notice to the rest of the Board on the subject of their further service on the Board. Any Board member

¹ At its session in spring 2005, the GA decided to set the number of Board members at eight. This number can be lower if departing Board members cannot be replaced immediately

² Nomination of candidates should be accompanied by sufficient personal detail, such as home address, date of birth, place of birth, current function and relation to the network. At the GA, each nominee should present him or herself and inform the members about their reasons for wanting to serve on the CAN-Europe Board and the specific added value they would bring to the function. Board members will be voted through a secret and anonymous ballot. Successful candidates should provide a copy of their ID card or passport for registration with Belgian authorities.

can question the availability or raise issues of conflicting interests of another Board member for the full duties of the Board. A Board member questioned in this way will be given the opportunity to explain their position. The Board requires participation (either by being physically present, or through video or phone conference) of more than 50% of its members to have quorum.

Two Board members will have specific roles.

The Board Chair a) shall chair and help prepare Board meetings; b) shall strive to make sure that the Board respects its commitments; c) can act as a sounding board for the Director at his/her request; d) can represent CAN Europe at the Director's request; e) can help set yearly objectives for the Director, evaluate progress against them and give feedback to the Director.

The Board Treasurer oversees the finances of the organisation. He/she presents the financial accounts for the previous year, as well as the budget for the coming year during the relevant Board meetings and General Assemblies.

The Board Chair and Board Treasurer are elected for a two-year term during a face-to-face Board meeting. Any Board member can put himself or herself forward as a candidate, stating their motivation and confirming that they will dedicate sufficient time to these duties if elected. To be elected, a candidate needs to receive at least 50% of the votes of represented Board members.

Once elected, both the Chair and Treasurer have to give a brief report on their activities and re-affirm their personal and time commitment to their roles at each Board meeting.

Meetings of the Board

The Board meets at least twice a year, both at least one month before the GA, to discuss a number of set items (see list below). Any Board member or the Director can request an extraordinary meeting (face-to-face or over the phone) outside of these two meetings. The Director requests the availability of the members of the Board for the next meeting at least two months in advance.

The range of documents required depends on the nature of the session in question (see list below). For any meeting, the Board will receive a progress report on the work of CAN Europe in the current year, which includes activities compared against the work plan for that year as well as a financial report. For each meeting, the Director prepares the respective documents, with the support of the staff and Board members, where needed. The Director sends these documents, including a draft agenda, to all members of the Board (regardless of their availability for the meeting) at least one week in advance of the meeting. Any Board member can request specific items to be discussed at the meeting. If a proposed item requires a Board decision, then it should be communicated to the Director at least one week in advance of the meeting, so as to be included in the agenda. Otherwise, these can be communicated to the Director at any time in advance of the meeting including at the beginning of the meeting itself. Any board member that cannot attend a meeting should send comments in writing in advance.

Tasks for the spring Board meeting: "review of the past year"

- Adopt minutes of the previous meeting;
- Review the progress report on the work plan for the current year;
- Review the work of the Board and reaffirm its composition;
- Review the annual activities report for the previous year and forward it to the GA;
- Approve the financial accounts for the previous year and forward them to the GA;
- Review an outline of the work plan for the following year and forward it to the GA;
- Identify funding opportunities for the following year;
- Review membership applications and forward them to the GA;

- Review the draft GA agenda and forward it to the network;
- Attend to other issues as required.

Tasks for the autumn Board meeting: “looking into the next year”

- Adopt minutes of the previous meeting;
- Review the progress report on the work plan for the current year;
- Review the work of the Board and reaffirm its composition;
- Approve the work plan for the coming year;
- Approve the budget for the coming year;
- Review membership fees and forward recommendations to the GA;
- Review membership applications and forward them to the GA;
- Review the draft GA agenda and forward it to the network;
- Attend to other issues as required.

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