

STICHTING OXFAM INTERNATIONAL

RULES OF PROCEDURE - Revision 6

The calling and conduct of meetings

1. Notice of an Annual General Meeting and annual Board meeting must be given to all Affiliates by the Chair at least thirty (30) clear days in advance of the date of the meeting.
2. Additional general and Board Meetings may be called on the written request of not less than 30% of the Voting Trustees to the Chair, or by the Chair, and upon the giving of not less than thirty (30) clear days' notice to Trustees.
3. Any Affiliate which did not receive notice of a meeting and because of this was not present, and which disagrees with the resolution which is passed in its absence may, within 21 days of receiving notification of the resolution, by written request call for an additional meeting to reconsider the resolution. Upon such request being made and until the additional meeting is held, the implementation of the resolution shall be deferred.
4. Minutes of previous meetings should be approved by the Chair before circulation to Trustees and taken as read. The meeting shall be asked to approve the minutes of the previous meeting as an accurate record of that meeting.
5. Points of order shall be dealt with immediately they are brought to the notice of the Chair, who must not accept new topics. The Chair's decision on a point of order is final.
6. Any resolution on which a vote is called for shall be both proposed and seconded before being put to the vote. Voting shall normally be by a show of hands, but upon the request of any Voting Trustee shall be by secret ballot. Blank or spoiled ballot papers shall be deemed not to have been cast. Any dispute regarding a vote for which no provision has been made in either these Rules or the Constitution shall be decided by the Chair.
7. Subject to Article 10 d and 10 e of the Constitution, the Board may consider and pass resolutions without Trustees being physically present, provided that:
 - a. due notice has been given to all Trustees;
 - b. such resolutions have been duly moved and seconded;
 - c. all Trustees have been given the opportunity to participate in the discussions on the resolution;
 - d. all Trustees have been given the opportunity to vote by voice or in writing

on the resolution;

- e. 'in writing' shall include by telegram, fax, telex, email or other technology receivable in permanent printed form
 - f. a resolution thus passed shall take effect from the time that a report of the discussion and the resolution, countersigned by the Chair, has been circulated to the Trustees."
 - g. any resolution must be subject to the quorum requirement for participation of fifty per cent (50%) of the Trustees who are entitled to vote.
- 8. Persons other than the Trustees and the Executive Director may only attend Board meetings with the consent of the Chair. They only speak with the approval of the Chair but may not vote.
 - 9. If any Voting Trustee is unable to attend a meeting another person who is a voting member of the Affiliate Board of the absent Voting Trustee may be delegated by the Affiliate to attend in their place; if a Non-Voting Trustee is unable to attend another staff person of the Affiliate of the absent Non-Voting Trustee may be delegated by the Affiliate to attend in their absence. It shall be the responsibility of each Affiliate to notify the Board in writing in advance of any meeting of all such changes in representation.
 - 10. If an Affiliate's Voting Trustee is not able to attend a Board or Annual General Meeting that Affiliate's Board may give written authorization to the Non-Voting Trustee of that Affiliate to vote on its behalf, provided that this is approved by the Board.
 - 11. Each Affiliate must notify the Board if a vacancy from their Affiliate occurs.
 - 12. The Board shall use English as its working language, on the understanding that the language preference of an Affiliate or Affiliates must be taken into account by calling in interpreters and/or translators as reasonably required.

Office bearers – Nominations, Elections and Terms

- 13. Nominations for Chair, Deputy Chair and Treasurer, agreed to by the nominee and seconded, shall be received by the Secretariat and circulated to all Trustees not less than 21 days before the Annual General Meeting
- 14. The Chair, Deputy Chair and Treasurer shall be elected by preferential transferable ballot by each Voting Trustee marking the ballot paper to indicate that Trustee's order of preference among the candidates. If, on the first ballot, no candidate receives more than 50% of the first preference votes, the second preferences of the candidate who has the least number of first preference votes shall be added to the number of votes cast for the other candidates and this process shall continue until one candidate receives more than 50% of the votes cast.

15. The Chair, Deputy Chair and Treasurer shall serve for a term of two years extendible for a further two years to a maximum of four consecutive years, provided that he/she remains the Chair of the Affiliate's Board or the delegated volunteer alternate member, subject to Article 12b of the Constitution. For the purposes of this rule a year shall mean the period between the ending of one Annual General Board meeting and the next and may therefore be of more or less duration than a calendar year, provided that pursuant to the adoption of these Rules the Chair be immediately appointed for a further two year term (from the 2000 Board meeting) and that beginning with the next election of officers the terms be for three years and renewable for another two years.
16. No Affiliate shall provide successive Chairs.

Notices

17. Any notice which has a legally binding effect and which has been served by fax or other information technology shall be immediately confirmed by registered mail.

Contributions to budget

18. Affiliates must pay their contributions to the budget immediately after its approval and no later than the beginning of the financial year to which it relates. The formula for sharing the Budget will be established by the Board.
19. The Board has power to make special arrangements with any Affiliate which, from time to time, is unable to meet its financial obligations, including criteria for accepting reduced contributions for any period not exceeding three years, during which time the other Trustees would contribute the shortfall pro rata according to the sharing formula as agreed by the Board. If an Affiliate is unable to return to its full contribution after not more than three years, its eligibility to continue as an Affiliate must be examined and dealt with under the mediation procedure below.

Definition of Oxfam International "Internal" income

20. Affiliates' internal ' income should be counted and reported on the basis of the following criteria:
 - 20.a Any donations made out in the Affiliate's name should count as income.
 - 20.b In the case of general donations, the gross value should be counted; in the case of specific donations, the net value should be counted.
 - 20.c Income from earmarked donations and endowments can be counted either on a receipt or on an expenditure basis.

- 20.d Financial transfers for which the Affiliate is legally responsible should be counted as income.
- 20.e All net profits, dividends, interest and any other net benefits from sales, deposits, financial transactions, investments or trading ventures that accrue to the Affiliate should count as income.
- 20.f Donations of voluntary services and donations of goods for direct use in the Affiliates' programs and income from other Affiliates are excluded

[Explanatory Notes to Definition

- Any donations" means donations from all sources; individual, private, public, organizational, corporate, government, multilateral, etc..
- "General donations" are those funds received from the public without any restrictions and which are not related to any specific appeal or fundraising event. Specific donations are those funds received in response to special appeals or fundraising events.
- Any earmarked income can be reported either at the moment of receipt or at the point of expenditure. Affiliates should report according to their national legislation and/or their organisational policy.
- The net benefit derived from sales of goods or fixed assets which have been donated to the Affiliate for its own benefit should be included as income.
- When fixed assets previously owned by the Affiliate for their own use are sold, the net difference between their book value and the sale price should be counted as income.
- Goods donated for use in programs (i.e. food aid, etc.,) is to be excluded from the internal OI definition of income.
- Reporting income from endowments (and other donations) for multi-year use, whether at moment of receipt or at expenditure, does not need to be standardised. Affiliates should report this income according to local legislation and/or the Affiliate's policy.
- "Financial transfers" are defined as funds received from an external source to be transferred directly for the benefit of a specified external beneficiary.]

Accounts

21. The Voting Trustee or Executive Director of any Affiliate shall have the right at any time upon giving reasonable notice to inspect the account books and financial and other records of the Foundation.

Executive Director and the Secretariat

22. The Executive Director is responsible for the preparation and service of the notices and agendas of all Board meetings and of any supporting papers or statements required for them and for ensuring that accurate minutes of all meetings are prepared, agreed and circulated to all Trustees.
23. The Executive Director shall normally be in attendance at all Board meetings.
24. The Executive Director shall be primarily responsible for ensuring that income and expenditure follows the approved budget and for reporting to the Board (or to the Chair and Treasurer between Board meetings) any significant departures in actual performance.
25. The Executive Director shall act as teller for any secret ballot of votes for any purpose other than one which affects him/her personally. In such case the Chair shall appoint another person as teller.
26. The Executive Director shall work from a Secretariat at such location, or locations, as the Board shall decide
27. The functions of the Secretariat shall include the monitoring of public statements and publications produced by Affiliates which shall supply it with such of them as it may anticipate will be required to carry out this function and such others as the Secretariat may reasonably request.
28. The Secretariat shall open and operate bank accounts in the name of Oxfam International. Signatories for the bank accounts within specified financial limits shall be designated by the Board.

Monitoring and Dispute Mediation

29. On-going monitoring will be carried out inter alia through formal deposition of documentation with the Secretariat.
30. The Executive Director shall normally be the person to whom any complaint by any Affiliate about the foundation or the conduct of any other Affiliate shall first be made. He/she shall be entitled to request such further information from any parties to the complaint as may be reasonably required to mediate or resolve it.
31. In the event of any dispute regarding the meaning, interpretation or violation of the Constitution, Rules, Code or any other code which the Board may adopt, or between

Board meetings any disagreement on a matter of principle which affects an Affiliate:

- 31.1 The Executive Director must at an early stage use best endeavour to mediate between the disputing parties before making any formal recommendations.
- 31.2 If an Affiliate disagrees with that recommendation and gives notice within 21 clear days of the date it was made to the Chair of its intention to appeal, the Chair shall either reserve the matter for a decision at the next annual general Board meeting, or in the case of urgency and at the sole discretion of the Chair, may call an Extraordinary Meeting of the Board to make the decision
- 31.3 If an Affiliate disagrees with the Board's decision and so indicates by giving notice to the Chair within 21 clear days of that decision, the disputing parties may submit the matter to independent arbitration. The arbitrator shall either be such a person as the disputing parties within 21 days following service of the said notice mutually shall agree, or in the absence of agreement, as the Chair shall appoint within the 14 days next following. The decision of the arbitrator shall be final and binding upon the parties and shall include the allocation of the cost of the arbitration as the arbitrator sees fit.
- 31.4 In cases of violations of agreements, attempts will always be made to resolve disputes without resorting to sanctions. However, if sanctions become necessary an incremental scale will be adopted which could include the supervision of the offending Affiliate, the appointment by the Oxfam International Board of members of the Board of the offending Affiliate for a specific time and withdrawal of its voting rights in Oxfam International. The ultimate sanction would be withdrawal of the agreement to use the name 'Oxfam' and of the licence to use the Trade Mark, and expulsion from Oxfam International as provided under Article 20 of the Constitution.

Reports by Affiliates

32. Each Affiliate shall prepare a written report for circulation before each annual Board meeting including but not confined to the following:
 - 32.1 national, political and economic background issues, either local or international, impacting on the Affiliate's ability to fulfil its objectives
 - 32.2 financial report of the Affiliate, including funds received for programmes from other Oxfams and programme funds provided to other Affiliates on an Oxfam by Oxfam basis
 - 32.3 changes in direction, management and policies

- 32.4 overall composition of Affiliate's staff, both domestic and overseas, including, in the domestic context, representation of ethnic minorities, disabled people and women
- 32.5 the scope and activities of the volunteer base
- 32.6 the scope of relief and development activities, including their impact on the empowerment of partners and highlighting gender issues
- 32.7 a description of the Affiliate's activities with respect to Oxfam International's priority areas
- 32.8 items for collaboration and proposals to Oxfam International.

Member liaison with the Secretariat

- 33. Each Affiliate shall nominate a staff member who shall be responsible for liaison with the Foundation on International Oxfam matters and whose name shall be given promptly to the Executive Director.

New Affiliations -

General:

- 34. All criteria for new Affiliates shall apply as laid down in the Code.
- 35. New Oxfams will only be developed within a strategic framework to achieve the purposes of Oxfam International. This may be done either by building new Affiliate organisations or by negotiating the affiliation of existing agencies. Control of the process will lie with the Board.
- 36. All new applications will be assessed from a management perspective by the Board in relation to Oxfam International's capacity fully to integrate a new Affiliate at that moment. It is the Board's prerogative to delay or reject applications on this ground, which otherwise meet all other criteria.
- 37. The Board will prioritise those applications with the greatest added value for achieving OI's strategic objectives of influencing the international political agenda on global social justice issues.
- 38. Applications from existing organizations carrying the Oxfam name but who are not a full Affiliate (e.g. Oxfam New Zealand before 1996) or national organizations which have been part of a current supra-national Oxfam International Affiliate (e.g. Ireland and Germany) will be given priority if and when they meet all membership criteria.
- 39. The Board may furthermore delay, reject or prioritize one application over another on the basis of the diversity objective. Applications from organizations from language,

cultural or geographical areas, which compared to global patterns have little or no representation in Oxfam International, will be prioritized on the basis of their greater added value to Oxfam International's diversity.

40. In accepting the application of a new Affiliate the Board should be confident that the applicant conforms to the key characteristics of the Oxfams; e.g. it is a non-governmental organization with a commitment to search for excellence in the area of poverty alleviation and the struggle against injustice, based on a broad trans - or inter-national experience. It should furthermore be explicit that the applicant is prepared and able to comply with the Statement of Common Purpose (as agreed at the Melbourne 1995 Board meeting) and the common working principles, agreed by the Program Directors and endorsed by the Board at the Ottawa 1996 meeting, set out in para 52 below.
41. The applicant must also commit itself unconditionally to the harmonization/program collaboration process.
42. Until a new group or developing agency has reached full affiliation status, an agreement must be arranged between it and Oxfam International which, inter alia, clearly sets out acceptable lines of accountability and control during its formative period with a sponsoring Oxfam, and sets out a time limit within which the new organisation might expect to become eligible for full affiliation. At the end of that period a review must be arranged by the Secretariat together with the sponsoring Oxfam and the new organisation. This will determine whether the new group can fulfil the criteria and should be recommended for full affiliation or whether the extension or the cancellation of the interim agreement should be recommended.

Applications for affiliation from existing organisations:

43. Any applicant which fulfils the affiliation criteria may be admitted immediately as an Affiliate at the discretion of the Board.
44. If an application were received from an organisation in a territory where there is already an existing national Oxfam, any development would only be carried out with the consent of the existing Oxfam.
45. In a country where there is no Oxfam, a group or organisation which shares common guidelines and values may make contact with one of the Oxfams and express interest in affiliation. Its development towards fulfilment of the criteria for affiliation should, after consultation with the Board, be facilitated by the Secretariat together with the relevant Oxfam(s) as the lead agency.
46. In some circumstances it may be necessary to take a more proactive stance in searching for suitable groups in order to gain sufficient size and representativeness within a given territory. The development of such groups should be undertaken by the Foundation, together with an appropriate existing Oxfam or Oxfams.

47. Funding to assist the development process may be available from the sponsoring Oxfam in return for any funds raised by the new Oxfam during its period of formation (CAA/Oxfam New Zealand model). Alternatively funds may be sought through the Secretariat.

The development of new Affiliates:

48. No national Oxfam may take steps independently to develop a new Oxfam without the agreement of the Board, although Affiliates may undertake research and make proposals to the Board within the agreed strategic framework.
49. Responsibility for the development of new Oxfams will reside at the following levels:
 - 49.a Board - strategic framework and control of process
 - 49.b Affiliates - sponsorship of new Oxfams
 - 49.c. Secretariat - processing of applications; support and monitoring of the development of new Oxfams within the agreed strategy.
50. On instruction from the Board, the Secretariat will actively seek to facilitate the establishment of new Affiliates. The Secretariat will work closely with the relevant sponsoring and facilitating Affiliate.

Grantee Relationships

51. When a new Affiliate has been accepted, existing Affiliates should be able to continue existing grantee relationships in that country into the future.

However, all Oxfams with grantee relations in its country will be committed to the principle of program collaboration. In a case where other Oxfams have already grantee relationships in the country of a new Oxfam Affiliate, new grantee relationships should only be established following consultation with the local Oxfam.

In cases of disagreement, the mediation process referred to in Article 28 et seq. above will be invoked. The program collaboration process should generally aim at finding ways to increase coordination and collaboration between all Oxfams with grantee relationships in that country.

Program Working Principles

52. These working principles set common standards which all Oxfam programs aim to achieve:
 - 52.a. The Oxfams will at all times work through local and accountable organizations and /or towards strengthening or facilitating the establishment of such organizations or structures.

- 52.b. Exceptionally, where and when local capacity is insufficient, the Oxfams will help people directly, through consultants (preferably from the *South*), field staff, emergency workers and / or co-operants or other support people recruited for their professional capacity. These staff or support people will be brought in (only when local capacity is insufficient or inappropriate) preferably from *Southern* countries, but also from the *North* and can where necessary be involved in operational tasks. They will work simultaneously on strengthening local capacity, which means they will be accountable, facilitate local ownership, and work with a short or long-term withdrawal strategy.
- 52.c. The category of volunteers who are brought in for their own learning experience are accountable to the local organization who has agreed to “adopt” them for specific tasks during a specific time-span.
- 52.d. Oxfams and organizations / structures supported by the Oxfams will organize planning, management, implementation and evaluation of projects in such a way that people from participating groups or communities can (optimally) run or (minimally) significantly influence that project at different levels. Oxfams will base their partnership on a relationship where they support partners to achieve partner aims; where partners themselves propose, conceive, plan, manage implement and co-evaluate the projects in a direct way. Explicit procedures should be in place to ensure that women and, where relevant, other marginalized people can significantly influence the projects. This includes systems to encourage diversity and to allow for and resolve disagreements, complaints or conflicts.
- 52.e. Gender and diversity issues (such as issues around class, ethnicity, ability, language, age, etc.) are explicit parts of any level of strategic planning, management, implementation, evaluation or withdrawal strategies, whether this be done by local organizations / structures, or by the Oxfams themselves.
- 52.f. The constant search for better practice is developed as part of the organizational culture of the Oxfams and is facilitated in local organizations / structures. This involves using and developing participatory processes and instruments at different levels: strategic renewal, planning, monitoring, (self) audit of organizations, programs and projects, (self) evaluation, external evaluations and impact assessment. Linking and learning across projects, organizations and countries should be stimulated.