
Handicap International Federation

RULES OF PROCEDURE

Update following the general assembly meeting of 6 February 2023

**By Jean-Noël Dargnies, President and Pascal Pollet, General Secretary
duly authorised**

These rules of procedure were adopted by the federal general assembly on September 18, 2011. Future amendments will be proposed by the federal board of trustees, pursuant to article 18 of the bylaws of the Federation.

For the purpose of these rules of procedure, terms written with a capital letter have the meaning ascribed to them in the Federation's bylaws.

1. Updated list of Member Associations of the Federation:

The present list is provided pursuant to article 7.1 of the Federation's by-laws. Members of the Federation as of September 18, 2011 are the following:

- (a) Handicap International in France, based in Lyon,
- (b) Handicap International in Belgium, based in Brussels,
- (c) Handicap International Luxembourg, based in Luxembourg
- (d) Handicap International – Section Suisse in Switzerland, based in Geneva,
- (e) Handicap International e.V. in Germany, based in Munich,
- (f) Handicap International U.K. in Great-Britain, based in London,
- (g) Handicap International in Canada, based in Montreal, and
- (h) Handicap International in the U.S.A., based in the District of Columbia.

2. Criteria and method for calculating the number of Representatives to the federal general assembly:

The criteria mentioned below are provided pursuant to article 9.1.2 of the Federation's by-laws.

The criteria for deciding the number of Representatives to the federal general assembly to be allocated to each Member Association, are the following:

- Relative portion of net fundraising for each of the Member Associations. The net fundraising corresponds to the income from fundraising from which we have subtracted the direct costs, indirect costs (communication) and HR costs for the fundraising.
- Relative portion of the institutional funding contribution obtained from national public and private institutional donors by all the Member Associations.
- Public awareness (latest barometer): taking into account the results of a survey carried out by an external firm in accordance with the ordinary rules governing public awareness surveys.
- Size of the country: this criterion is used to assess the differences in the Member Associations' population volumes.

The number of representatives is set at 40 and the distribution is made on the basis of:

- 1/ The average net fundraising of the last three financial years.
- 2/ The average gross institutional funding of the last three financial years.
- 3/ A public awareness criterion measured by an external firm, of which the percentage is expressed by a number of points on a scale between 0 and 30. The total number of points being 100.
- 4/ A bonus/surcharge system based on the size of the country in question and expressed in a number of points spread between -20 and 5, the sum of the points being equal to 0.

The percentages and points allocated to each country on the basis of the criteria are added up in order to obtain an overall total of 300.

The amount obtained by each country corresponds to a percentage of the total applied to the total number of 40 representatives, to give the number of representatives, to the nearest rounded figure, of each Member Association.

3. List of Representatives

Each Member Association shall draw up a list of its Representatives, starting with its president as its legal representative (except when the latter is a member of the federal board of trustees). In the event that the number of Representatives needs to be amended subsequent to the termination of the membership of a member association or one or more associations joining the Federation, pursuant to the provisions of article 7.2 of the Federation's by-laws, Representatives shall be struck off, starting with the last Representative on this list.

4. Terms and conditions relative to the payment of expenses to Representatives

Travel expenses incurred by Representatives in attending federal general assembly meetings shall be met by each Member Association on production of receipts.

Terms and conditions relative to the payment of expenses to federal board of trustee Members

Travel expenses incurred by the members of the federal board of trustees in attending federal board of trustee meetings will be met by the Federation on production of receipts.

6. Terms of powers delegated by the federal board of trustees to the Global Managing Director

Article 10.2 of the Federation's Bylaws stipulates that the Global Managing Director of the Federation acts by delegation from the Federal Board of Trustees, to which he is accountable.

Due to the size of the Federation, the nature of its activities, its geographical scope of intervention and the organisation of the Humanity & Inclusion Federal Network, the Board of Trustees must enable the Federation to meet its multiple obligations and implement actions to ensure continuity of operations on a daily basis throughout France and abroad.

The implementation of an efficient system of delegation of powers and responsibilities to the Global Managing Director (with the option of sub-delegating part of his powers) demonstrates the President's desire, acting both in his capacity as President and on behalf of the Board of Trustees, to prevent and manage the risks associated with the Federation's activities in a sustainable manner over the long term.

The delegation of powers and responsibilities granted to the Global Managing Director must be in writing. It must be authorized by the board of trustees. It specifies the scope and limits of the powers delegated, the conditions for exercising them and their validity.

7. Presidents Group

The Presidents Group is composed of the President of the Federation and all the Presidents of the Member Associations. The function of Secretary of the Presidents Group shall be assumed in turn by a President of a Member Association designated by his or her peers (one-year rotating mandate). The agenda of the meetings is set by mutual agreement between the President of the Federation and the Secretary of the Presidents Group. The Presidents Group meets at least once every quarter to contribute to better communication and cohesion between the Member Associations and the Federation.

More specifically, the Presidents Group has two missions:

- Appoint each year, after the General Assembly of the Federation, two Presidents of Member Associations who shall be ex-officio members of the Federation board of trustees for a period of one year, with the objective of rotation among the different Member Associations.
- Contribute to the prevention and resolution of conflicts, as described in Article 8 of this document.

8. Process of prevention, regulation and arbitration between the Federation and a Member Association

This process is proposed pursuant to article 10.2 of the Federation's bylaws and is broken down as follows:

Stage 1. Concerting

In order to ensure the most constructive and effective collaboration possible within the federal network, difficulties that have not been resolved between the appropriate executive levels according to normal operating procedures will be referred to the national director and Global Managing Director, who will be joined, if necessary, by the national President (representing the national board of trustees).

In the event of disagreement between them, or if no solution is found, the Federation President (acting on behalf of the federal board of trustees) will contribute towards finding a consensual solution, and arbitrate if necessary. The Federation President may delegate this responsibility to a member of the federal bureau.

Stage 2. In case of an emergent conflict

If a national board of trustees identifies a decision taken by the federal board of trustees, which it deems inconsistent with its national legal and regulatory constraints, the President of the national board of trustees will submit the case to the President of the Federation who will decide whether the decision should be reconsidered.

In the event of serious difficulty between a Member Association and all or part of the network, the Presidents Group has a conciliatory role; it may be seized for this purpose by the President of the Federation, by the President of a Member Association, by the Global Managing Director or by the International Coordinating Committee; it hears the parties as well as their proposals for resolving the crisis; then, from among the proposals on the table, it chooses the one that seems most appropriate; finally, it makes a recommendation to the President of the Federation, who remains the decision-maker (on behalf of the federal board of trustees) in order to reach a settlement.

Stage 3. Unresolved or worsening disputes

In case of an unresolved dispute between a national board of trustees and the federal board of trustees, the federal board of trustees will alert the Member Association's representatives to the federal general assembly to the need to take appropriate measures within the Member Association itself in order to break the deadlock and remedy the problem within a reasonable timeframe.

As a last resort, the federal general assembly shall vote on the exclusion of the member association, pursuant to the Federation's by-laws.

9. Written consultation of the Representatives

As specified in article 9.2 of the Bylaws, the Representatives may also express themselves by written consultation, both in ordinary matters, with the exception of the approval of the accounts, and in extraordinary matters. The Federal Board of Trustees shall decide on this method of consultation of the Representatives.

In this case, the text of the proposed resolutions as well as the documents necessary to inform the Representatives shall be sent to each of the Representatives at the last postal or electronic address notified to the Federation, by any other written means of communication (letter, electronic mail, etc.). The Representatives shall have a period of [fifteen (15) days] from the date of dispatch of the draft resolutions to send their vote by any means to the Federal Board of Trustees represented by its President. For each written consultation, the Federal Board of Trustees may decide to use one or more external online voting solutions (identical to those provided for in the case of a general meeting (cf. article 10, below) enabling Representatives to cast their votes validly. Any Representative who has not responded within the above time limit shall be considered to have abstained.

The President must inform the Representatives by any means of the result of this consultation by sending them by simple mail and/or by electronic mail the minutes of the votes cast and the resulting decisions within fifteen (15) days of the expiry of the deadline for consulting the Representatives.

10. Voting at the general meeting

Proxy voting by email:

Proxy voting by email is authorized for general meetings.

Representatives wishing to vote by proxy receive a form by email at the same time as they receive the notice of meeting and the text of any resolutions. On Handicap International's headed notepaper, the form indicates the place, the date, the nature of the general assembly meeting (ordinary, extraordinary, combined). For each of the proposed resolutions set out in the order they were put before the general meeting, a member voting by proxy has the possibility of voting "for" or "against" or casting an "abstention" vote.

In order for the proxy voting form to be valid, it must be filled in by the Representative and indicate his or her identity, his or her vote for each of the resolutions, his or her signature as well as, if applicable, ID provided by the Association. The email including the ballot must be sent by the Representative to the email address indicated in the transmitted form. It must arrive at the Association at the latest on the day before the general meeting at 3 p.m., Lyon time. Each Representative can only vote once; the first form received from each Representative shall be taken into account in the event of successive votes. An acknowledgement of receipt shall be automatically sent to the voters upon receipt of their ballot.

A special section is reserved in the voting form for any amendments and/or resolutions raised during the session, thus giving the member the possibility to abstain or cast their proxy vote, where applicable, in relation to these points, from their own premises and deliver them to the President of the meeting or any other person of his or her choice. If the Representative does not indicate anything, he or she shall be considered as having voted against the adoption of the new amendments and/or resolutions.

At the end of the voting, all the emails which have been received shall be printed and collected in order to fill in the attendance sheet and to ensure the statutory required meeting quorum has been met. As for the ballot papers, which are anonymous, they shall be printed and collected separately so that they can be taken into account when calculating the majority.

Voting by teleconference or videoconference:

When voting is held by teleconference or videoconference, the following conditions must be complied with:

- The hardware and software used must be technically capable of ensuring that the participants can be identified and guarantee their effective attendance at the general meeting whereby the resolutions must be retransmitted in an ongoing manner;
- The initialed attendance sheet must be supplemented by a printed attendance sheet for members participating by videoconference;

The minutes of the general assembly resolutions and decisions thereto must mention the occurrence of any technical incident regarding the teleconference or videoconference in the event in which the incident disrupted the smooth running of the general assembly meeting.