



Global By-laws

The by-laws outline regulations and procedures of the International Council on Social Welfare hereafter called "the Council". They are to be read in conjunction with the Constitution of the Council which takes precedence if there are any inconsistencies.

By-laws adopted 15th September 2007, amended 28th June 2009, amended 15th June 2010, amended 13th July 2012

1. MEMBERSHIP

1.1 As specified in the Constitution, there are four categories of membership:

- Category A: National Member Organisation as specified in clause 5 of the Constitution;
- Category B: International Member Organisation as specified in clause 6 of the Constitution;
- Category C: Other Member Organisation as specified in clause 7 of the Constitution;
- Category D: Associate Member Organisation as specified in clause 7 of the Constitution.
- Category E: Distinguished member Organisation as specified in clause 7 of the Constitution

2. APPLICATION FOR MEMBERSHIP

2.1 An application for membership shall be in writing and shall contain the following information relevant to the applicant:

- Constitution and By-laws or other basic rules;
- Copy of certificate of national registration;
- Latest annual report or evidence of programmes and activities;
- Most recent annual financial statements;
- List of principal officers and staff; and
- List of member organisations (if the application is for Category A National Member Organisation or Category B International Member Organisation status).

2.2 Prior to determination of any application for Category A, C or D membership, the Executive Director must submit the application to the relevant Regional President for review. Prior to determination of any application for Category B membership, the Executive Director must submit the application to the President for review. The Management Committee determines all membership applications taking into account the recommendation of the Regional President or President. The Management Committee may determine membership in the absence of a review by a Regional President. All membership shall be provisional for two years.

- 2.3 Under clause 5 of the Constitution, the Management Committee may admit more than one National Member Organisation in a country if this is justified by reason of geography, size or diversity of population.

3. TERMINATION OR SUSPENSION OF MEMBERSHIP

- 3.1 The Management Committee may terminate or suspend membership of any Member Organisation for any of the following reasons:
- 3.1(a) The Member Organisation no longer meets the criteria for membership of the Council as specified in the Constitution and outlined in the "Guidelines and Criteria for the Consideration of Membership Applications";
- 3.1(b) The Member Organisation has brought the Council into disrepute; or
- 3.1(c) Where required by Membership Fee Payment Rules.

4. GENERAL ASSEMBLY

4.1 Composition

The General Assembly consists of delegates appointed under the Constitution clauses 5, 6 and 7 plus the President, the Vice President, the Treasurer and the Immediate Past President.

4.2 Methods of operation

- 4.2(a) The General Assembly shall meet at least once every two calendar years at a place and date to be determined by the General Assembly at the previous meeting or subsequently by the Management Committee.
- 4.2(b) The name(s) of delegate(s) of a Member Organisation to the General Assembly must be submitted in writing by the chief executive of the Member Organisation to the Executive Director of the Council.
- 4.2(c) The provisional agenda for any General Assembly meeting must be distributed to Council Member Organisations by the Executive Director not later than ninety days before the date of the meeting. The Executive Director must be notified in writing of proposed additions and amendments to the agenda not later than 30 days prior to the meeting and the Executive Director must then notify all Member Organisations of any such changes at least 15 days prior to the meeting. The General Assembly shall decide on the final agenda at its opening session.
- 4.2(d) Meetings of the General Assembly shall be chaired by the President. In his/her absence, the Vice President will chair the meeting and in his/her absence the General Assembly will appoint another General Assembly delegate to chair a meeting.
- 4.2(e) The Executive Director will distribute a copy of the draft minutes of each General Assembly meeting to all Member Organisations within three months of the meeting. Final minutes shall be adopted by the General Assembly at its next meeting.

4.3 Voting entitlements, proxy voting and quorum

- 4.3(a) Voting is governed by the provisions specified in clauses 12 and 13 of the Constitution.
- 4.3(b) Other than specified in 4.3 (d), only National Member Organisation and International Member Organisations delegates have voting rights in the General Assembly.
Each National Member Organisation and International Member Organisation may exercise its voting entitlement in a General Assembly meeting by way of a proxy vote given in writing to the delegate of another Member Organisation. For such a proxy vote to be valid, authorisation must be in writing on the specified proxy voting form and must be given to the Executive Director of the Council before the commencement of any meeting in which it is to be exercised. A General Assembly delegate can exercise proxy votes on behalf of a maximum of five Member Organisations.
- 4.3(c) A quorum for any meeting of the General Assembly is as set out in clause 12 of the constitution.
- 4.3(d) The President, Vice President, Treasurer and Immediate Past President may not be delegates of a member. They may vote but may not carry proxies.
- 4.3 (e) In the event of a tied or equal vote on any matter before the General Assembly the President or chair appointed under By-law 4.2 (d) shall have a deliberative (first) vote and a casting (second) vote.

4.4 **Observers**

After consultation between themselves, the President and the Executive Director may invite observers to attend General Assembly meetings. Under clause 7.2 of the Constitution delegates from Category C and D Member Organisations are entitled to attend and participate in meetings of the General Assembly but may not vote.

5. THE SUPERVISORY AND ADVISORY BOARD (THE BOARD)

5.1 **Composition and terms of office**

The Supervisory and Advisory Board (the Board) comprises the Regional Presidents, the President (non-voting), Vice President (non-voting) and the Treasurer (non-voting). A Regional President shall be elected for an initial term of two years with the possibility of standing for a further consecutive term. Where a Regional President is appointed to fill a casual vacancy for a period of less than a year the period shall not count for the purposes calculating a term as mentioned in the previous sentence.

5.2 **Methods of operation**

- 5.2(a) The Board will meet annually at a place and date decided at the previous meeting or by the Management Committee.
- 5.2(b) The Executive Director will send the provisional agenda to members of the Board not later than sixty days before the meeting. The Executive Director must be notified of proposed additions and amendments to the agenda not later than 30 days prior to the meeting and must then notify all the Board members at least 15 days prior to the meeting. The Board will decide on the

final agenda at its opening session.

- 5.2(c) Meetings of the Board shall be chaired by the President. In his/her absence, the Vice President will chair the meeting and in his/her absence the Board will appoint another member of the Board to chair a meeting.
- 5.2(d) The Board, in addition to its regular meetings, can make decisions by postal or electronic means. The members of the Board must be sent a proposed resolution with an explanation of the reasons for the proposal, at least ten days in advance of the date set for the decision. Evidence must be received by the sender that a majority of the Board members have received the proposed resolution. A date for response must be given. Voting is governed by the provisions specified in clauses 12 of the Constitution.
- 5.2(e) A copy of the draft minutes of any meeting must be distributed as soon as possible after the close of the meeting to all Board members and the Management Committee. Final minutes may be adopted by electronic vote. All Council Member Organisations shall receive a copy of the minutes.

5.3 **Voting entitlements, proxy voting and quorum**

- 5.3(a) Quorums and voting are as specified in clauses 12 of the Constitution.
- 5.3(b) Other than the President, Vice President and Treasurer, Board members have one vote each.
- 5.3(c) A Regional President may appoint in writing a substitute representative from the same region to attend any meeting of the Board.

5.4 **Observers**

After consultation between themselves, the President and the Executive Director can invite observers to attend meetings of the Board.

6. **THE MANAGEMENT COMMITTEE**

6.1 **Composition and Terms of Office**

- 6.1(a) The Management Committee comprises:
- The President,
 - The Treasurer,
 - A Member Organisation delegate elected by delegates of Member Organisations that pay five or less shares,
 - A Member Organisation delegate elected by delegates of Member Organisations that pay six or more shares.
- 6.1(b) After the election of the two Member Organisation members of the Management Committee, the General Assembly will elect one of them as Vice President. The General Assembly may delegate the election of the Vice President to the board.
- 6.1(c) As a general principle, a Regional President should not be elected to one of the Member Organisation positions on the Management Committee.
- 6.1(d) As a general principle, at least three regions should be represented on the Management Committee.

6.1(e) The members of the Management Committee shall commence their terms on January 1st of the year following the General Assembly meeting in which he/she is elected and serves a full four-year term. Members of the Management Committee are not eligible for a second consecutive term.

6.1(f) Where a person is appointed to fill a casual vacancy for a period of less than a year the period shall not count for the purposes of 6.1 (e) above.

6.2 **Methods of Operation**

Meetings of the Management Committee shall be chaired by the President. In his/her absence, the Vice President will chair the meeting and in his/her absence the Management Committee will determine who will chair a meeting.

6.3 **Voting entitlements, proxy voting and quorum**

6.3(a) Quorums and voting are as specified in clauses 12 of the Constitution.

6.3(b) Members of the Management Committee have one vote each. The President shall have a regular (deliberative) vote and a second (casting) vote when there is an even vote.

6.4 **Functions of the Management Committee**

6.4(a) The members of the Management Committee shall maintain close contact among themselves and with the Executive Director and should:

- Aim to ensure decision-making processes are in the interests of Member Organisations;
- Promote the objectives of the Council; and
- Implement programmes efficiently.

6.4(b) The functions of the Management Committee are to:

- Ensure the Council functions according to the Constitution, By-laws, decisions of the General Assembly and the Board;
- Represent the Council at the global level;
- Prepare the Global Budget Framework and report on the financial position of the Council to the General Assembly and the Board;
- Approve and monitor the annual budget including allocations from donor funds;
- Oversee the financial and general management of the Council;
- Approve contracts;
- Submit to the official auditors draft annual financial statements and authorise the signing of the annual accounts;
- Determine membership applications on the basis of By-law 2;
- Supervise the Executive Director;
- Approve and amend personnel policies;
- Suspend the membership of, or declare vacant any position on, any Council committee where a person holding a position ceases to have the support of their Council Member Organisation;
- Fill a vacancy on any committee by appointing a person to serve until the next meeting of the General Assembly or Board;
- Determine what fundraising or income generation activities should be undertaken; and
- Approve the appointment of Special Representatives.

7. EXECUTIVE DIRECTOR AND THE SECRETARIAT

- 7.1 The Executive Director is responsible for implementing the decisions of the General Assembly, Board and Management Committee and for keeping the Management Committee informed of issues that are important to the proper functioning of the Council.
- 7.2 The Secretariat consists of the Executive Director and staff of the Council. The Executive Director is the Chief Executive Officer of the Council, reports to the Management Committee and is accountable through the Management Committee to the General Assembly and the Board.
- 7.3 The Executive Director shall attend all meetings of all organs, may participate but may not vote.
- 7.4 The Executive Director is responsible for the hiring and dismissal of all staff subject to the Statement on Appointment of Staff and Consultants. In respect of the employment of regional personnel, the Executive Director shall consult the relevant Regional President.
- 7.5 The Secretariat assists committees in their tasks, coordinates the work programmes of committees, prepares and organises meetings of the General Assembly, the Board and the Management Committee.
- 7.6 The Executive Director is to be appointed by the Management Committee after advising General Assembly of the selected candidate. The term of the Executive Director is the same as that of the Global President, i. e. 4 years, and the Executive Director can be reappointed.
- 7.7 In the absence of an Executive Director the President shall appoint a person to monitor and perform the functions assigned to the Executive Director in the Constitution and By-laws.

8. COMMITTEES

- 8.1 Committees, including a chair, shall be appointed by the General Assembly or the Board or the Management Committee for a specific period, with specific terms of reference and within the limits of the functions of the organ appointing the committee.
- 8.2 The Elections Committee shall be responsible for:
- Examining and verifying delegates' credentials; their right to vote; and the validity of proxies;
 - Preparing the nominations and elections of the President, Vice President, Treasurer, members of the Board and the Management Committee;
 - Organising and supervising the election process.

9. ELECTIONS

- 9.1 The elections of the Board and the Management Committee shall be prepared by the Elections Committee with the assistance of the Executive Director. Elections (with the exception of the Vice President) at global and regional level where possible will be held simultaneously with all positions on one ballot paper.

- 9.2 At global level all National Member Organisations may nominate candidates for the positions of President, Treasurer, two members of the Management Committee and subsequently Vice President. All voting delegates to the General Assembly may vote in elections for those positions. Delegates hold votes as specified in the clauses 5.5 and 6.3 of the constitution.
- 9.3 At regional level all Member Organisations that have been allocated to a particular region may nominate candidates for election in that region as Regional President, Regional Treasurer, Regional Vice President or members of ExCo for that region and all voting delegates of the General Assembly from that region may vote in elections for those positions.
- 9.4 Where a nominee is from a Member Organisation the nomination must have the written consent of the candidate and his or her Member Organisation.
- 9.5 Supplementary nominations may be called for and received when no nominations for a position have been received by the specified deadline or all candidates for a position withdraw after the deadline.
- 9.6 The following timetable shall apply to the election process (deadlines shown relate to the period before the first day of the General Assembly meeting at which the elections are to be held. The days are counted from the day of sending to the day before a meeting):
- 9.6(a) 180 days before: all Member Organisations must be informed of all vacancies for which they are eligible to nominate candidates, and be invited to submit nominations;
- 9.6(b) 70 days before: all nominations must reach the Elections Committee;
- 9.6(c) 50 days before: all nominations shall be notified to all Member Organisations with voting rights;
- 9.6(d) Electronic voting will occur over a period of 20 days with voting closing 30 days before a meeting of the General Assembly;
- 9.6(e) Persons elected will be notified immediately by the Executive Director on the advice of the Elections Committee;
- 9.6(f) If a position is not filled the Management Committee may take action to fill the position. The person will hold office until the next election unless the Management Committee decides otherwise.
- 9.7 Elections will be supervised by the chair of the Elections Committee with assistance from the members of the Committee and the Executive Director. Individual voting will be secret but numbers must be declared. Except for the position of Vice President elections shall be conducted by secret, electronic written ballot in the order President, Treasurer, two members of the Management Committee, Regional Presidents and Regional Treasurers. The election of the Vice President will occur at the General Assembly meeting following the elections.
- 9.8 A vacancy between elections on the Management Committee shall be filled by the Board. A vacancy for a position of Regional President will be filled by

the Regional ExCo unless there is no functioning Regional ExCo in which case the vacancy may be filled by the Management Committee.

- 9.9 If any person having been elected to any position in the Council and ceases at any time thereafter to have the support of the Council Member Organisation he or she is part of, the Member Organisation shall notify the Executive Director in writing. The Management Committee shall then be empowered to suspend that person from the position or to declare it vacant and make an appointment to fill the position.

10. MEMBERS OF COMMITTEES WHO ARE NOT PERFORMING THEIR DUTIES

- 10.1 Any member of any committee who consistently fails over a period of three months to respond to emails or letters from the President or the Executive Director shall be removed from his or her position. In addition, in the case of a Regional President who consistently fails to communicate or respond to members in his or her region the majority of members in the region may request the Management Committee to remove that person from office after making all attempts to discuss the matter with the Regional President and advising members in that region of the impending.

11. PROGRAMMES AND ACTIVITIES

- 11.1 The General Assembly shall approve a four year Global Programme as specified in clause 9 of the constitution.
- 11.2 The Global Programme shall be a framework for future activities at the global level and within regions and shall be proposed by the Executive Director after consultation with the Board and the Management Committee.
- 11.3 At least once every two calendar years, the Council shall organise a global conference. The holding of consecutive conferences in the same Region shall be avoided.

12. REVENUES AND EXPENDITURES

- 12.1 The Management Committee shall be responsible for determining the levels of membership fees and the allocation of them between global and regional budgets.
- 12.2 50% of membership fees from each region except from International Member Organisations shall be allocated to the respective region by 1st December in the calendar year in which they are paid.
- 12.3 Based on the Global Programme, the General Assembly shall adopt a two year Global Budget Framework which shall apply to Council activities at the global level and within regions.
- 12.4 The Regional Treasurers shall submit annual regional programmes and budgets to the Executive Director by 30th September.
- 12.5 The Treasurer shall submit the Global Budget Framework to the General

Assembly together with comments and recommendations.

13. REGIONS

- 13.1 Regions may be established by the Board.
- 13.2 The Board shall decide on the number of regions and on the distribution of Member Organisations over the regions on the basis of views expressed by the Member Organisations and after consultation with the regional ExCo.
- 13.3 A region may seek legal incorporation or registration of their region with the approval of the Regional Executive Committee and the Management Committee. The documents for legal incorporation or registration must not be in conflict with the Council's Constitution and By-laws and must be approved by the Management Committee. Any proposed amendments to incorporation or registration must receive the prior approval of the Management Committee. Incorporation or registration documents must recognise that the region is part of the Council and that it can only exist with the agreement of the Council. Copies of the registration documents are to be lodged with the Executive Director of the Council.
- 13.4 Where a regional Executive Committee has not been elected, the Regional President shall ensure there are at least a Vice President of the region and a Regional Treasurer. The Regional ExCo shall comprise the Regional President, Regional Vice President, Regional Treasurer and up to three other members elected by the Regional General Assembly.
- 13.5 The Board shall establish standard Regional By-laws, especially in relation to membership and organs, which apply to all regions. Each Regional Executive Committee may propose draft amendments to these By-laws and may also propose additional Regional By-laws for application in its own region. Any such proposals shall take effect if approved by the Board. Any Regional By-laws and constitution must not be in conflict with the Constitution and with these By-laws.
- 13.6 Regional Presidents**
- 13.6(a) Each Regional President is a member of the Board and is responsible for contributing to the development and implementation of the global programme and in particular, the timely development of a regional programme which is linked to the global programme.
- 13.6(b) Each Regional President also has the responsibility to:
- Ensure that regional policies and activities are within the framework of the Council's objectives and programme plans;
 - Ensure the proper functioning of the activities of the region;
 - Represent regional interests to the General Assembly and the Board;
 - Represent the Council at the regional and global level as required;
 - Chair the meetings of respective regional organs;
 - Develop a regional plan for presentation to the Regional ExCo;
 - Assist the Regional Treasurer in the preparation of the regional budget which is related to the regional plan;
 - Recommend acceptance, rejection or further consideration of membership applications from within the region;
 - Proactively seek to recruit members in the region.

- 13.7 Each Regional Treasurer is responsible for:
- Preparing the regional budget, in consultation with the Regional President; and
 - Overseeing financial transactions and business at regional level according to budgetary provisions.

14. THE PRESIDENT

- 14.1 The President shall commence his or her term on January 1st of the year following the General Assembly meeting in which he or she is elected and serves a full four-year term. The President is not eligible for a second consecutive term.
- 14.2 The President:
- 14.2(a) Is the highest elected officer and representative of the Council.
- 14.2(b) Is a member of the General Assembly: Constitution clause 9.1 (a).
- 14.2(c) Is a non voting member of the Board: Constitution clause 10.1 (a) and By-law 5.1.
- 14.2(d) Is a member of the Management Committee: Constitution clause 11.1 (a) and By-law 6.1 (a).
- 14.2(e) Shall review all applications of prospective International Member Organisations: By-law 2.2.
- 14.2(f) Chairs meetings of the General Assembly: By-law 4.2 (d) and meetings of Council organs: By-laws 5.2 (c) and 6.2, attended by the President unless another person has been appointed to chair a specific committee.
- 14.2(g) May invite observers to meetings of the General Assembly or the Board in consultation with the Executive Director: By-laws 4.4 and 5.4.
- 14.2(h) Shall, in the event of the absence of an Executive Director appoint a person to monitor and perform the functions assigned to the Executive Director in the Constitution and By-laws: By-law 7.6.
- 14.3 Should the President be incapacitated or, for any reason is unable to fulfil the functions of the office, the Vice President shall assume the President's role until the President can resume the position.

15. THE TREASURER

- 15.1 The Treasurer shall commence his or her term on January 1st of the year following the General Assembly meeting in which he or she is elected and serves a full four-year term. The Treasurer is not eligible for a second consecutive term.
- 15.2 The Treasurer:
- 15.2(a) Is a member of the General Assembly: Constitution clause 9(a).

- 15.2(b) Is a non voting member of the Board: Constitution clause 10.1 (a) and By-law 5.1.
- 15.2(c) Is a member of the Management Committee: Constitution clause 11.1 (a) and By-law 6.1 (a).
- 15.2(d) Shall submit the Global Budget Framework to the General Assembly together with comments and recommendations: By-law 11.5.

16. USE OF NAME AND LOGO

- 16.1 The name and logo of the Council may be used by Member Organisations in good standing on letterhead and publications.
- 16.2 Where a National Member Organisation wishes to use the name or logo in relation to a particular event the Member Organisation must first seek and gain approval of the Regional President. Any use of the Council name or logo should not imply that the Council endorses the event unless the region is a partner in the event.
- 16.3 An organisation that has had its Council membership suspended or terminated for any reason must not use any form of the Council's logo or name on any of its publications.
- 16.4 Any Member Organisation that misuses the Council's name or logo in a way that could bring the Council into disrepute will be subject to immediate suspension or termination.
- 16.5 Council regions may use the name and logo of the Council on publications or events that are sponsored by the region.
- 16.6 Use of the Council logo must conform to a style guide available from the secretariat.
- 16.7 The logo may not be used for any commercial purpose or endorsement.

17. DEFINITIONS

- 17.1 A postal ballot and electronic voting can include any form of electronic transmission in the form of a document or email or fax.
- 17.2 Publications include all forms of document communication including electronic.

18. AMENDMENTS

- 18.1 Amendments may be made to the By-laws under the decision making processes set out in clauses 12 and 16 of the constitution.