

STICHTING OXFAM INTERNATIONAL
OXFAM INTERNATIONAL RULES OF PROCEDURE

The Rules of Procedure

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Part I Interpretation

Rule 1

1.1. In these Rules of Procedure, terms have the meanings given in the Constitution. Otherwise, the following meaning shall prevail:

- a. 'Affiliate Business Meeting' shall mean the meeting of Affiliates as provided for in Article 12.
- b. 'Article' shall mean an Article in the Constitution.
- c. 'Assembly members' shall mean the persons identified as Assembly Members by virtue of Rule 16.
- d. 'Board Officers' shall mean the persons designated to hold the roles of Chair, Deputy Chair, and Treasurer of the Board.
- e. 'Constitution' shall mean the Oxfam International Constitution as approved.
- f. 'Rule' shall mean the rules within these Rules of Procedure.

1.2. In the event of any conflict between the Constitution and these Rules of Procedure, the Constitution prevails.

1.3. Headings shall not affect the meaning. In the headings, references to Articles are to Articles of the Constitution, and are provided for convenience only.

1.4. Article 23 of the Constitution provides transitional provisions up until the first meeting of the Assembly. Part XIV (Transitional Provisions) of these Rules of Procedure shall also apply up until the first meeting of the Assembly, following which Assembly this Rule 1.4. and that Part XIV (Transitional Provision) shall be removed from the Rules of Procedure.

Part II Affiliates and Prospective Affiliates (Article 6)

Appointment of Affiliates and Affiliation Agreement (Article 6. a)

Rule 2

Affiliation Agreement

2.1. The Affiliation Agreement referred to in Articles 6.a. and 6.b. shall be subject to approval by the Affiliate Business Meeting.

Prospective Affiliates

2.2. Article 6.d provides: "The Rules of Procedure shall provide for further rules on the procedure to become a Prospective Affiliate".

Prospective Affiliates shall have the right, subject to complying in full with the Constitutional Documents and the relevant Memorandum of Understanding and/or license agreement for Prospective Affiliates:

- 2.2.1.** to attend the Affiliate Business Meeting as a non-voting member, and to send one participant to the Assembly as a voting Delegate;
- 2.2.2.** to participate in Oxfam communities of practice, platforms and forums, including the specific right of the Prospective Affiliate's Executive Director to attend the Executive Directors Forum;

2.2.3. to have access to Oxfam materials, including the Oxfam International Intranet (Compass or any replacement), subject to compliance with general confidentiality provisions of the Foundation and the terms of any license agreement;

2.2.4. to apply for funding from the Foundation.

Prospective Affiliates shall have the obligation:

2.2.5. to operate in a manner consistent with the Oxfam Constitution;

2.2.6. to work in collaboration with the Foundation and other Affiliates towards compliance with Oxfam International standards and policies, including governance and financial standards;

2.2.7 to be independent of Government.

Affiliate liaison with OI Secretariat

2.3. Each Affiliate and Prospective Affiliate shall nominate a staff member who shall be responsible for liaison with the Foundation on matters related to the Constitution. Affiliates and Prospective Affiliates shall transmit without delay to the OIED the name of their liaison officer.

Part III Board (Articles 7, 8 and 9)

Composition of the Board, positions, and Committees

Size of the Board, Independent and non-independent members, the effect of suspensions and vacancies, term of office.

Rule 3

Decision on size and on balance between Independent and non-independent members

3.1.

3.1.1. Article 7. a. provides: 'The Board consists of up to 13 members. Upon proposal of the Governance and Nominations Committee, the Affiliate Business Meeting shall decide on the total number of non-independent members and how many members shall be Independent. The Rules of Procedure shall provide for further detail in this respect. The office of Chair can only be held by a person who is an Independent member.'

The initial Board size as at the date of entry into force of this constitution shall be 9 members, of which 4 are Independent and 5 are non-independent. The size of the Board shall remain 9, subject to amendment by the Affiliate Business Meeting to a maximum of 13.

3.1.2. Article 7. c. provides that the Board may appoint members in the period between two Assembly meetings when there is a vacancy in its number at its own discretion, 'if it considers such appointment necessary to fill any competency or diversity gaps and/or to address any changes in the balance of Independent and non-independent members.'

If a vacancy arises because of the departure of an Independent member, then, the Board shall replace the member with another Independent Member. If the vacancy arises because of the departure of a non-independent member, then the Board shall replace the member with another non-independent Member.

3.1.2. The Board shall normally replace the member within 60 days of the vacancy arising.

The Board shall notify the Assembly Members of the appointment within 30 days.

3.1.3. In deciding whether or not such appointment is necessary, and the process for appointment, the Board will consider the length of time that has elapsed since the previous Assembly, and the time to run till the next scheduled Assembly.

[Explanatory note not forming part of this Rule: see also Rule 16.8]

Effect of suspension and dismissal of a Board member

3.2. The suspension of a Board member in accordance with Article 7 shall not give rise to a vacancy, whereas the dismissal of a member shall give rise to a vacancy.

Decision by the Affiliate Business Meeting to change the number of Independent and non-Independent members and/or to change the size of the Board

3.3. If the Affiliate Business Meeting decides to keep the size of the Board the same, but to change the balance between Independent and non-independent members, then the change shall not require a member to end their term early but shall take effect when the relevant terms come to their end. The same principle shall apply if the Affiliate Business Meeting decides to reduce the size of the Board. If the Affiliate Business Meeting decides to increase the size of the Board within the numbers permitted by the Constitution, it shall specify the number of new Independent or non-independent members, as the case may be, and shall specify when the increase takes effect. Normally it would take effect at the next Assembly. But if the increase takes effect before the next Assembly, then the procedure for the appointment of the additional Board members to be recruited as a result of such decision shall follow the process outlined in the Constitution and these Rules of Procedure for the appointment of additional members, with the additional Board members serving until the next Assembly, when their appointment may be approved by the Assembly, or if the Assembly does not approve the appointment, any term of office for such additional member lapses at the Assembly.

[Explanatory note not forming part of the Rule: see also Rule 16.8]

Dismissal of a non-Independent member under Article 7. h

3.4. If a non-Independent member of the Board is dismissed in accordance with Article 7. h, then that member may be replaced with another non-Independent member in accordance with the procedure in Rule 5.11 for a vacancy of a non-Independent member.

How is it determined whether or not there is a vacancy?

3.5. A vacancy shall be deemed to have arisen if a serving Board member leaves the Board for any reason.

Appointments and Term of Office

3.6. The process for appointments is set out in the Constitution and these Rules of Procedure.

Per Article 7.e, the Governance and Nominations Committee shall propose a rotation schedule for approval by the Board, such that under normal circumstances no more than 1/3 of Board members shall be appointed, whether by new appointment or renewal, in any one year.

Eligibility for appointment as a non-independent member

3.7. Non-independent members must be a Board member at the time of nomination of the Affiliate that proposes that member or of another Affiliate that agrees the Proposal, unless the Board agrees

that a person who has served as a Board member in the last 3 years prior to that proposal may be appointed. The member does not cease to be eligible solely as a result of ceasing to be a member of an Affiliate Board.

Eligibility for appointment as an Independent member

3.8. Criteria for eligibility as an Independent member are provided in the Constitution. If an Independent Board member ceases to meet these criteria while serving on the Board, their term of office on the Board automatically expires. The Board shall determine whether or not the criteria cease to be met. The eligibility of the Independent and non-independent members will normally be reviewed annually as part of the regular Board governance processes.

Governance and Nominations Committee role in nominations

Rule 4

4.1. The Governance and Nominations Committee shall be composed of a minimum of 3 Board members, who may choose to co-opt other individuals as members, whether Board members or not. The Executive Directors Forum may propose up to two (non-voting) members. The Committee may not have more than one member from any one Affiliate. The Committee shall have at least one Independent and at least one non-independent member of the Board.

4.2 To avoid conflicts of interest, where the co-opted member or the non-independent member is from an Affiliate, they shall not vote to nominate any Board member from their Affiliate.

4.3 The Board shall select the Board members on the Governance and Nominations Committee and shall have the right to appoint the Committee Chair. If the Committee Chair is not present at a meeting, the Committee may itself appoint a meeting chair from among its members.

4.4. Vacancies on the Governance and Nominations Committee

If a Board member of the Governance and Nominations Committee leaves the Board, and as a result there are fewer than 3 Board members serving on the Committee, that member shall be replaced as soon as possible.

4.5. The Governance and Nominations Committee shall endeavour to work by consensus, but if consensus is not reached, the issue shall be remitted to the Board for decision.

Provision of information to the Assembly about the reasons for selection of candidates

4.6. Candidate information will be held confidentially and in line with General Data Protection Regulation Requirements, subject to which the Committee's conclusions and report will be made available to the Board as provided by Article 7.c.

Rule 5

Guidance on the Board competency framework to ensure diversity

5.1. Article 7.b provides: 'To ensure diversity, the Governance and Nominations Committee maintains a board competency framework that shall require approval from the Assembly. The Rules of Procedure may provide further guidance on this matter.'

Where the Governance and Nominations Committee does not consider it has succeeded in matching the requirements of the then applicable Board competency framework, it shall explain its reasons to the Board. The Board shall provide a report to the Assembly as to the Committee's work at the same

time as or before the appointments for approval are provided to the Assembly. If the appointment is to a vacancy, then the Board shall report to the Assembly Members if it considers that the appointment does not match the requirements of the then applicable Board competency framework and shall explain why it made the appointment.

Board selection process

5.2. Article 7.c.2. provides ‘all other members of the Board (the non-independent members) out of a nomination prepared by the Governance and Nominations Committee out of names proposed for nomination by the Affiliates’. For further details see Rule 5.5 below. The Governance and Nominations Committee may determine its own process for identifying potential Independent members, provided it conducts an open process. As a sub-committee of the Board, it shall take into account any suggestions of the Board and will inform the Board of the individuals it recommends. Preferred candidates will be subject to due diligence checks in line with Oxfam International’s policies and processes which may include good governance code issues prior to referral for approval by the Assembly. Preferred candidates may also be subject to the applicable due diligence checks for not-for-profit organisations in their country of nationality and/or residence.

5.3. The Governance and Nominations Committee shall set the timetable for the selection process, so as to ensure that the process commences at least 6 months before the due date of the Assembly, where there are any actual vacancies, or where any vacancies are expected by, at the time of the Assembly, or within 6 months after the Assembly. This shall include notice to the Affiliates for them to propose names, giving at least 4 weeks to propose names in accordance with Article 7.c.2.

5.4. The Governance and Nominations Committee shall seek to ensure that it completes its report of nominations and its appointments for approval 30 days before the Assembly. Where it has not been possible to provide a full list of names, the Board shall nevertheless provide those appointments it has made by that date.

Criteria for non-independent members taking into account size and geography of Affiliates

5.5. In addition to the diversity criteria in the Board competency framework, when nominating the non-independent members out of names proposed by Affiliates, particular attention will be given to ensuring individuals from a range of Affiliates are selected.

The ABM will decide the process and criteria for nominating non-independent members. The criteria may consider size and geography of nominating affiliates.

5.6. Each Affiliate may propose up to 3 individuals who meet the criteria in Rule 3.7 for consideration as non-independent Board member.

5.7 Maximum one Board member per Affiliate

No two Board members may serve at the same time from the same Affiliate.

Conflict of interest by Governance and Nominations Committee member

5.8. The vote of any member of the Governance and Nominations Committee who is a Board member of an Affiliate shall not be counted in voting on the Committee for any individual nominated by that Affiliate.

Rotation of members between Affiliates

5.9. To ensure a rotation between Affiliates, when a non-independent Board member leaves the Board, a period of three years shall expire before another individual proposed by the Affiliate which proposed that member can be appointed.

Replacement of non-independent Board member who is dismissed

5.10. If a non-independent member of the Board is dismissed in accordance with Article 7.h, then Rule 3.1 shall apply.

Rule 6

Allowance and Expenses for Board members

Article 7.i provides: 'Allowance may be paid to members of the Board, or to particular/ certain members of the Board, if in accordance with the provisions of the Rules of Procedure, that shall provide for further details. Expenses incurred by the members in the fulfilment of their duties, if and only insofar reasonable, may be covered by the Foundation on a disbursement basis, at the discretion of the Governance and Nominations Committee and subject to the terms of the cost disbursement policy of the Foundation.'

Allowance policy and expenses policy

6.1. The Board shall develop a Board allowance policy, for approval by the Affiliate Business Meeting, as well as an expenses policy for approval by the Affiliate Business Meeting.

The allowance policy will be reviewed from time to time.

Decision on remuneration

6.2. Within the allowance policy, the Board through a relevant Committee shall exercise its discretion in deciding whether to offer any allowance to candidates in the event they are successful, provided that in the case of non-independent members, no allowance may be offered unless the rules of the Affiliate proposing that member permit it. While respecting privacy, the Governance and Nominations Committee may have regard to the means of the candidate.

Rule 7

Board Roles

Board Officers

7.1. The Board shall appoint a Chair, noting that Article 7.a requires that this be an Independent Member.

The positions provided for in the Constitution of Chair, Deputy-Chair and Treasurer shall together be called the Board Officers. The Board may decide on the term of the appointment, subject always to the rule in the Constitution on term limits for Board members.

7.2. The Board may remove any of the Chair, Deputy Chair and Treasurer from office as such, without prejudice to their continuing role as members of the Board, provided that two thirds of the Board members support the removal, either by vote at a Board meeting, or in writing. If any of the Board Officers are suspected of a criminal offence, or a breach of Oxfam's safeguarding policy or Code of Conduct is alleged, then the removal is by simple majority. If the person is convicted of an offence of

violence, corruption or fraud, they shall be removed unless a majority of the Board determine that removal would not be appropriate.

7.3. In case the Chair is temporarily prevented from performing their duties, they may be replaced by the Deputy Chair for a period not exceeding 12 months. The Deputy Chair may be an Independent member or a non-independent member of the Board. If the Chair is or will be prevented from performing their duties for a prolonged period (i.e. exceeding 12 months), the Board shall appoint a new Chair from among its Independent members.

7.4. The OIED is not a member of the Board. Article 9 c. provides that ‘the OIED shall be invited *ex officio* to all meetings of the Board, unless the Chair considers that, exceptionally, the Board should meet without the OIED being present.’ The OIED shall obtain permission from the Board Chair or other Board Officer for any absence other than health related. If the OIED is unable to attend, one of their direct reports so deputised by the OIED shall attend if so required by the Chair. The OIED may deputise attendance at any Board Advisory Committee to any of their senior leadership team.

7.5. The OIED shall be responsible for the coordination of the preparation and the servicing of the notices and agendas and supporting papers of all meetings of the Board, ABM and Assembly, as well as for ensuring accurate minutes are prepared, approved, and forwarded to all Board members.

Board Advisory Committees

Board Advisory Committees (Articles 8.b and c)

Article 8.b. states ‘The Rules of Procedure will provide for further rules on the composition and functioning of these advisory committees and may allocate further tasks and assignments to them.’

Rule 8

The Finance Risk and Audit Committee (FRAC)

8.1. The Terms of Reference for FRAC shall be approved by the Board and subject to the agreement of the Affiliate Business Meeting. The Terms of Reference shall also provide for the flow of information from FRAC to Affiliates.

8.2. The FRAC shall consist of at least three members of the Board, who may choose to co-opt other members, whether Board members or not. In any event, the Affiliate Business Meeting may nominate one member. The Committee may also invite relevant Confederation staff to attend as non-voting member(s).

8.3. FRAC shall be chaired by the Treasurer, unless they are unavailable, in which case one of the other FRAC members shall chair the meeting.

8.4. FRAC members (with the exception of the Treasurer) shall serve on FRAC for a term of up to three years, once renewable.

8.5. FRAC shall meet at least four times a year, usually virtually, unless coinciding with a physical Board meeting. If there is a physical meeting, non-Board members may join virtually.

Rule 9

Governance and Nominations Committee

In addition to its role in the nominations process as provided in the Constitution and Rules 4 to 6 above, the Governance and Nominations Committee shall from time to time review the governance

of the Foundation and make recommendations to the Board for discussion with the Affiliate Business Meeting. The Terms of Reference of the Governance and Nominations Committee shall be approved by the Board.

Rule 10

Other Committees

10.1. As provided by Article 8.c, the Board may establish further advisory committees or working groups and shall set their Terms of Reference.

Board meetings

Rule 11

Frequency of meetings

11.1. Article 9.a states that ‘The Board shall meet at least 4 times per annum. Other meetings shall be held whenever any three members of the Board deem it necessary to meet.’

11.2. Article 9.b provides ‘Any meeting of the Board may be held physically or virtually...’ In view of carbon emissions and cost, usually only one out of the 4 Board meetings a year will be a physical meeting. Committee meetings will save in exceptional circumstances be virtual.

Conflict of interest

11.3. Declarations of conflicts of interest should generally be a standing item at the beginning of each Board and Committee meeting.

11.4. Article 9.d provides rules for conflicts of interest, and that the Rules of Procedure will give further detail on conflicts of interest situations and procedures to resolve a conflict-of-interest situation. Conflicts of interest are of two kinds: situational conflicts (in which the Board member has two loyalties, but there might not be an actual transaction under review) and transactional conflicts (in which there is a specific transaction where the Board member has an interest). It is recognised that being a non-independent member represents a situational conflict as well as potential transactional conflicts. However, as the Constitution permits some Board members to be on the Boards of Affiliates, the situational conflict that gives rise to does not need further declaration, and where there is a transactional conflict that affects Affiliates in general, the transactional conflict shall be deemed to have been declared. Part X and Rule 19 provide for more detailed rules for managing conflicts of interest and there is no implication of any wrongdoing.

11.5. Board members’ consideration of the allowance policy shall not be deemed to be a transactional conflict of interest, but Board members who are in receipt of remuneration from the Foundation shall not vote on the approval of the policy.

11.6. A conflict of interest may be authorised by the non-conflicted Board members in the circumstances provided for such authorisation in Rule 20 on Conflicts of Interest.

Quorum

Article 9.e provides: ‘...The Board can only validly resolve on a matter if there is a quorum for such matter consisting of at least half of the members of the Board entitled to vote. The Rules of Procedure may provide for higher quorum on certain matters. Any member of the Board in respect of whom a conflict of interest exists with respect to the items concerned shall not be entitled to vote on that item and shall not be included in the count of members being present for the purpose of determining

whether the required quorum for making a valid decision has been reached.’

11.7 Per Article 9.e, the higher quorum requirements shall be two thirds of the members of the Board for the following matters:

- Approval of the annual plan and budget
- Recommendations for significant changes to the Global Strategic Framework
- Removal of Board Officers
- Recommendation to expel or suspend an Affiliate
- Decisions in relation to employment of Oxfam International Executive Director.

Voting rights

Article 9.e provides that ‘each member of the Board may, incidentally, grant a power of attorney to another member of the Board to attend, speak and vote on its behalf.’

11.8. Any Board member who granted such a power of attorney to another Board member must notify the Chair at least 72 hours before any Board meeting at which the power is to be exercised, unless the Chair allows a shorter period.

A Board member is expected to fulfil their role as Board member personally. A power of attorney to another Board member should be exceptional and only in relation to one particular meeting. The power of attorney is intended to allow a Board member as necessary and in exceptional circumstances to exercise their duty to opine when they cannot attend a meeting. A general proxy for several meetings and without a specified purpose will generally be considered not valid.

Written procedures

Article 9.h provides: ‘Resolutions of the Board may also be adopted by written procedure without recourse to an actual meeting, provided the decision is taken unanimously by all members of the Board except for those members of the Board in respect of whom a conflict of interest exists with respect to the items concerned.’

11.9. Per Article 9.h, when a written resolution is proposed outside the normal Board meetings, the full wording of any resolution will be provided to all Board members at least one month before a decision deadline, and each Board member will unequivocally indicate their vote on the resolution by email to the Board Chair with a copy to the OI Governance Team on or before the deadline. If the requisite number have not approved the resolution within that period of one month, then any approval will be deemed to have lapsed and the proposal shall be considered rejected by the Board.

Delegation of duties by the Board

11.10. The Board shall from time establish a schedule of delegated authorities, to include relevant reporting back to the Board.

11.11. The Board may grant powers of attorney or other delegated powers for general or specific purposes, and such powers shall be for a time limited period. Such delegation may include powers of attorney for Country Directors whose role requires it for use in the country where they are Country Director. Powers may be given to lawyers to represent the Foundation in the Courts and before administrative bodies.

Part IV Executive Directors Forum

Rule 12

Article 8.e says ‘The Board is supported in its work by the Executive Directors Forum. The Rules of Procedure shall provide for further detail of the scope of the Forum’s duties, composition and procedures.’

12.1. The Executive Directors Forum is composed of all the Executive Directors of the Affiliates and the OIED, as well as by the Executive Directors of Prospective Affiliates, and such other senior managers as the Executive Directors Forum invites from time to time.

12.2. Subject to these Rules of Procedure, the Executive Directors Forum shall determine their own Terms of Reference, in consultation with the Board and in agreement with the Affiliate Business Meeting, which shall include procedural matters relating to the meetings.

12.3. The Executive Directors Forum is a space for Affiliates to discuss any operational issues of common interest to Affiliates, and in which they can address any contractual issues between them and the Foundation.

The Executive Directors Forum shall discuss strategic, operational and management issues that affect the Confederation, and seek agreement on them, and make recommendations to the Board or Affiliate Business Meeting as provided by the Rules of Procedure. This may include, without limitation, matters relating to implementation of Oxfam’s global policy and governance decisions taken by the OI Board and their impact on/ implementation by Affiliates, global programme and campaign planning processes, finance and funding and legal agreements between Affiliates and the Foundation (such as the Oxfam Project Agreement or Global Management Agreement).

The Board shall consult with affiliates, through the ED Forum, on the global strategy as part of strategy development process.

12.4. The OIED shall ensure that the Board and the Executive Directors Forum are regularly informed of each other’s proceedings.

12.5. The Board and the Executive Directors Forum shall consult each other on any policies that are intended to be binding on Affiliates. The approval of the Affiliates for such policies will be obtained through the Affiliate Business Meeting.

12.6. The OIED chairs the Executive Directors Forum. If they are unable to attend, the Executive Directors Forum shall appoint a chair for that meeting from within their number.

12.7. The Oxfam International Executive Director shall review areas of disagreement between the Board and Executive Directors Forum from time to time.

Part V OI Executive Director (Article 11)

Rule 13

OI Executive Director’s relationship with the Board

Article 11.a provides ‘The Board appoints the OIED who shall, in particular, be in charge of the management of the OI Secretariat. The OIED shall operate under the title of “Executive Director of Oxfam International” or “Oxfam International Executive Director”. The Board decides on the remuneration as well as the dismissal of the OIED. The Board must conduct regular performance

reviews of the OIED.’

13.1. The Board Chair shall be the line manager of the OIED. The Board shall set the remuneration and the performance review processes for the OIED. The Board may delegate an appropriate Committee to oversee the establishment of remuneration policies and consult with relevant stakeholders.

Article 11.b provides: ‘The OIED shall regularly inform the Board of the activities of the OI Secretariat and promptly inform the Board of any significant matter in relation to the OI Secretariat of which the OIED or the OI Secretariat becomes aware that may be relevant for the overall well-being of the Foundation.’

Article 11.c provides: ‘The Rules of Procedure shall provide a further list of duties and responsibilities of the OIED, which shall include the responsibility for (i) adequately servicing the administrative and logistical needs for the proper functioning of the Board and its committees, (ii) ensuring that the decisions of the Board are implemented, and (iii) ensuring that proper books of account and records are kept.’

13.2. The OIED shall be responsible for:

- Coordinating and preparing the meetings of the Board, Affiliate Business Meeting and Assembly, including the preparation and servicing of notices and agendas of the meetings and supporting papers, and for ensuring accurate minutes are prepared,
- Acting as teller of votes at these meetings (which the OIED may delegate),
- Coordinating and preparing the meetings of the Executive Directors Forum, and for ensuring accurate minutes are prepared,
- Managing the affairs of the Oxfam International Secretariat,
- Ensuring that income, expenditure and cash flow follow the approved budget, and for reporting any significant departures in actual performance to the Board, and
- Ensuring that proper books of account and records are kept.

Article 11.d provides ‘The OIED shall be responsible for the processing of data for archiving purposes in the public interest, scientific or historical research purposes or statistical purposes, which shall be subject to appropriate safeguards for the rights and freedoms of the data subject.’

13.3. The OIED may appoint a Data Protection Officer, who shall have the functions required under Article 37 of the General Data Protection Regulation, and whose contact details shall be provided on the Oxfam International website.

13.4. Between board meetings the Board Chair maintains an informal link between the Board and the OIED, expects to be kept informed by the OIED on all important matters, and is available to the OIED to provide counsel and advice where appropriate.

Part VI Affiliate Business Meeting

Rule 14

Affiliate Business Meeting Chair

14.1. Rule 14 refers to the Affiliate Business Meeting Chair to avoid confusion with the Board Chair.

14.2. Article 12.e provides that the meeting shall be chaired by the person designated for the task by the Affiliate Business Meeting immediately prior to the start of the relevant meeting. In case any

business is required before the next Affiliate Business Meeting, the Affiliate Business Meeting Chair of a meeting shall remain the Affiliate Business Meeting Chair until the beginning of the next meeting. A meeting may designate an Affiliate Business Meeting Chair for the following meeting, although this can be changed by members at the beginning of that next meeting.

Attendance of Prospective Affiliates at the Affiliate Business Meeting

14.3. Prospective Affiliates shall be entitled to attend the Affiliate Business Meeting but shall not have a vote or be counted in the quorum.

Convening of Affiliate Business Meetings

Article 12.a provides: 'An Affiliate Business Meeting shall be convened by the Board whenever it deems it necessary and at least once a year, or on request by the Affiliate Business Meeting in accordance with the Rules of Procedure. Any request for a meeting should specify the purpose of the meeting.'

14.4. The additional rules are: Additional meetings of the Affiliate Business Meeting shall be convened by the Board Chair following a request in writing to the Affiliate Business Meeting Chair by not less than thirty per cent (30%) or at least 3 Affiliates, whichever is the lower, and following notice to the Affiliates of not less than fifteen (15) calendar days before the date of the requested meeting. However, for issues concerning the suspension or removal of Affiliates, or any other extreme situation which impacts the Foundation or Affiliates in general, any three Affiliates may request a meeting, which may be held following notice to the Affiliates of not less than seven (7) calendar days before the date of the requested meeting.

Convening Meetings

Article 12.c provides: 'Each Affiliate Business Meeting shall be convened timely taking into account a notice period of no less than four weeks. The Board shall send the agenda and all relevant supporting documentation not less than two weeks before the relevant meeting to all Affiliates. In the event of urgent matters, the Board Chair may convene an Affiliate Business Meeting on short notice of at least 48 hours.'

14.5. When there is an Assembly, for convenience an Affiliate Business Meeting may take place in the same week as the Assembly.

Attendance of Chair and OIED

14.6. The Chair (or Deputy Chair) and the OIED (or their Deputy) shall be entitled to attend all Affiliate Business Meetings. The Affiliate Business Meeting may hold a closed session without the Chair (or Deputy Chair), whereas the OIED shall be present as of right.

Voting

Article 12.g and h provide:

(g) Each Affiliate shall have one vote. Abstentions (blank votes) or spoiled ballot papers shall be deemed not to have been cast. Insofar as possible, decisions of the Affiliate Business Meeting shall be reached by consensus. If this is not possible, each Affiliate shall have the right to call for a vote. In that case, all decisions of the Affiliate Business Meeting, with the exception of a decision on matters specified in paragraph b. above under 1 through 5 shall be adopted by a majority of at least three fourths of the votes cast by those Affiliates who are represented at the meeting and in respect of

whom no conflict of interest exists with respect to the items concerned.

(h) The decision on matters specified in paragraph b. above under 1 through 5 require a majority of three furths of the votes cast by the Affiliates represented at a meeting and entitled to vote. However, if three Affiliates represented at the meeting (as long as there are not more than twenty Affiliates) or four Affiliates represented at the meeting (when there are over twenty Affiliates) object against the approval of a certain proposal, that proposal shall be rejected.'

14.7. A decision of the Affiliate Business Meeting under Article 7.a to increase the number of independent Members of the Board is not a change to the Constitution (as it is envisaged by the Constitution).

Meetings

Article 12.d provides: 'Any Affiliate Business Meeting may be held physically or virtually, provided that in respect of any meeting, however it is held, each Affiliate should reasonably be enabled to participate in the meeting and, when participating through electronic means of communication, should be able to follow its deliberations (including to take note of any documents or presentations delivered to the meeting), participate in the discussions, vote and take note of the outcome of the vote.'

Quorum

Article 12.i provides: 'An Affiliate Business Meeting is only validly constituted if there is a quorum consisting of representatives of at least half of the Affiliates. The Affiliate Business Meeting can only validly resolve on a matter if there is a quorum for such matter consisting of representatives of at least half of the Affiliates entitled to vote. Any Affiliate abstaining from voting on a particular item shall not be included in the count of Affiliates being represented for the purpose of determining whether the required quorum for making a valid decision has been reached. The abstention shall, however, be recorded in the minutes of the meeting.'

Language

14.8. The initial working language of the Affiliate Business Meeting shall be English unless otherwise agreed by the Affiliate Business Meeting.

Written resolutions

Article 12.j provides: 'Resolutions of the Affiliate Business Meeting may also be adopted by written procedure without recourse to an actual meeting, provided the decision is taken unanimously by all Affiliates. A written procedure requires a written response (approve, reject or abstain) from each Affiliate entitled to vote.'

Binding effect of resolutions

Article 12 k. provides 'Resolutions of the Affiliate Business Meeting shall be binding upon all Affiliates except in circumstances where, in the reasonable judgement of one or more affected Affiliates, there are impeding national, legal or life-threatening circumstances. The reasoned judgement of the affected Affiliates shall be communicated without delay and in writing to all the Affiliates.'

14.9. An impeding national circumstance would be (1) a national emergency declared by the Government, which means a decision cannot be complied with, or (2) a circumstance in which there is a serious threat that the Affiliate will close down or dissolve, or its activities face serious restriction

by the Government, or (3) that the decision would seriously jeopardise the Affiliate’s tax-exempt status.

An impeding legal circumstance would be (1) if the Affiliate would be in significant violation of administrative law, or (2) any violation of criminal law, or (3) if the Affiliate would be in breach of its contractual obligations to a Governmental or inter-Governmental donor, in relation to that donor, or (4) would be in significant breach of a civil law rule of general application.

Participation in meetings

14.10. Each Affiliate Board will nominate one person to represent it at an Affiliate Business Meeting. The Affiliate Business Meeting may agree by three quarters majority additional regulations for participation at its meetings.

The Affiliate will notify the OI Governance Team who their representative will be. This nomination will be at least 14 days before the meeting, unless otherwise agreed with the OIED, or unless the Affiliate Business Meeting is held on less than 21 days’ notice.

14.11. Procedural matters relating to the meetings will be agreed and decided by the Affiliate Business Meeting in regulations for the Affiliate Business Meeting, subject to Article 12.

Laying of accounts before meeting

14.12. The Board shall submit accounts of the Foundation to the Assembly members every year (cross reference to Rule 18 for instances when accounts are to be sent to the ABM).

Changes to the operational model

14.13. As an aid to interpretation of the phrase “operational model”, changes to the operational model, of a kind to require approval of the Affiliate Business Meeting, would include: stopping the Partner Affiliate/Executing Affiliate model, moving entirely to a cluster or regional model, stopping working in humanitarian contexts, or making it mandatory to collectivise capacities of Affiliates; whereas decisions that would not be changes to the operational model, but rather are executive decisions, would be e.g. if a particular group of countries adopts the cluster model, a decision to pull out of a particular humanitarian context, or, if a capacity has been collectivised, an executive decision to or insource part of that capacity. This list is illustrative and not exhaustive.

Part VII Assembly

Rule 15

Frequency of meetings

Article 13.a provides that ‘Every 2 years, the Board shall convene an assembly (the “Assembly”).’

15.1. A year for this purpose shall mean a calendar year. Save in exceptional cases, the gap between assembly meetings should be not less than eighteen months and not more than thirty months.

Powers and duties of the Assembly

Article 13. b. provides:

‘The Assembly has the following powers and duties:

1. to approve the profile and competency framework for the Board;

2. to approve the appointment of the members of the Board in accordance with Article 7 of the Constitution;
3. to approve Oxfam’s global strategy upon proposal of the Board and to refresh the global strategy upon proposal of the Board as needed in regular review and learning cycles; and
4. to establish the general principles and frameworks for policies of the Foundation with global application.’

Approving the Board profile and competency framework

15.2. The Board profile and competency framework shall be a standing item on the Assembly agenda.

The initial Board profile and competency framework is as adopted by the Board of Supervisors of Oxfam International before the coming into force of the new constitution.

The Board, through the Governance and Nominations Committee, may recommend changes to the Board profile and competency framework for the consideration of the Assembly.

The Assembly shall review the Board profile and competency framework at its meeting, and if it agrees changes, those changes will be used for the subsequent appointment of Board members until such time as further changes to the Board profile and competency framework are approved by the Assembly, subject to Rule 5 where the Governance and Nominations Committee has not succeeded in matching the requirements.

Approving the members of the Board in accordance with Article 7

15.3. Considerations of appointments to the Board shall be a standing item on the Assembly agenda.

Approving Oxfam’s global strategy

15.4. The Board shall propose the global strategy and refreshment of the global strategy to the Assembly. The global strategy shall be a standing item on the Assembly agenda.

General principles and frameworks for policies with global application

15.5 Whereas specific policies are made by the relevant body within the Foundation, the Assembly establishes general principles and frameworks for policies of the Foundation with global application. The Assembly decides on the general principles and the frameworks that will form the basis of the Foundation’s polices. General principles and frameworks may include commitment to feminist leadership, non-discrimination, diversity, transparency and accountability, informed consent, etc. The Assembly establishes the values, principles and guidelines that the Foundation should follow, rather than the content of the policies. The Board will decide on the actual polices for the Foundation in accordance with these general principles and frameworks.

Convening of Assembly

Article 13.c provides: ‘An Assembly shall be convened timely taking into account a notice period of no less than three months.’

15.6. The Assembly shall be convened by the Board. Where practicable, the Board shall give more than 3 months’ notice, noting the involvement of the Stakeholder Representatives.

Agenda

Article 13.d provides: 'The agenda for the Assembly and topics for discussion and decision shall be proposed by the Board in consultation with the OIED. It includes as a standing item an update by the Chair on the work of the Board and on the state and performance of the global organisation. The final meeting agenda is approved by the Assembly itself at the start of the relevant meeting.'

15.7. The agenda for the Assembly shall include the four matters referred to in Article 13.b.

Chair/convenor

Article 13.e provides: 'The Assembly shall be chaired by the Chair or a convenor as designated by the Board. The Rules of Procedure may provide further detail on the role and tasks of a convenor.'

15.8. The Board shall decide whether to appoint a convenor for the Assembly. The Board is responsible for the Terms of Reference and recruitment and contracting of the convenor. Convenors are appointed for one Assembly at a time, but the Board may include a period before and after the Assembly in the contracting of the convenor.

The Board shall present the audited annual report and accounts for the relevant period to the Assembly.

Decision making process

Consensus and voting

Article 13.g provides: 'Insofar as possible, decisions of the Assembly shall be reached by consensus among the Stakeholder Representatives and the individuals in the meeting representing the Affiliates and the Prospective Affiliates (the "**Delegates**"). If this is not possible, each Delegate shall have the right to call for a vote. In that case, all decisions of the Assembly, except where this Constitution requires a different majority, shall be adopted by at least a simple majority of the votes cast by those Delegates who are present at the meeting. Each Delegate shall have one vote. Abstentions (blank votes) or spoiled ballot papers shall be deemed not to have been cast.'

Process and decision-making

Article 13.h provides: 'The Rules of Procedure shall provide further details on the process and decision-making of the Assembly.'

15.9.

The Board shall determine the location and duration of the Assembly, and, in consultation with the Executive Directors Forum, whether the meeting should be held virtually, or in part virtually and in part physically.

The Chair or convenor if there is one shall be responsible for the effective running of the Assembly. The Chair shall be responsible for decisions on procedural matters, including issues relating to voting.

Language

15.10. The working language of the Assembly is English and such other language(s) as the Board determine, taking into account who the delegates are for a particular Assembly, and cost. The Board will decide on any facilities for interpretation into the Oxfam languages.

Rule 16

Size of Assembly

Article 13.a provides 'The Rules of Procedure shall provide for rules on the selection and number of Stakeholder Representatives.'

16.1. The size of the Assembly shall be decided by the Affiliate Business Meeting in consultation with the Board. Under Article 13.a it shall include the Affiliates, Prospective Affiliates and a selected group of Stakeholder Representatives.

Affiliates and Prospective Affiliate Representatives

Article 13.f provides: 'Each Affiliate and each Prospective Affiliate shall be entitled to send one individual to the Assembly.'

16.2. Each Affiliate and each Prospective Affiliate may send one voting Delegate to the Assembly. It should notify the Oxfam International Governance Team who its voting Delegate is at least one month before due date for the Assembly. The Affiliate and Prospective Affiliate may change the Delegate in case of need. In order to avoid conflicts of interest, non-independent Board members cannot also serve as the voting Delegate of an Affiliate in which they serve as a board or other member, and the Affiliate shall instead have a different voting Delegate.

16.3. Unless the Affiliate Business Meeting decides otherwise, the Affiliates and Prospective Affiliates shall be a majority of the voting members of the Assembly.

16.4. The OIED shall decide on which staff from the OI Secretariat shall attend to support the meeting. The Board shall decide on who else would be in attendance.

Selection of stakeholder representatives

Article 13.a provides 'The Rules of Procedure shall provide for rules on the selection and number of Stakeholder Representatives.'

16.5. The Stakeholder representatives shall include a) representatives nominated by the Oxfam Regions ("Regional Stakeholder Representatives") and b) other representatives ("General Stakeholder Representatives"). They shall be selected as provided in rules 16.8 and 16.9. The Stakeholder Representative is an individual who is selected on the basis of their affiliation with a relevant stakeholder organisation, or in exceptional cases, in their own right. A relevant stakeholder may be, but is not required to be, an Oxfam partner organisation and may be from an organisation that does not have a funding relationship with Oxfam. If the individual who is selected ceases to be affiliated with that stakeholder organisation, then the stakeholder organisation shall notify the Oxfam International Governance Team.

The Board in agreement with the Affiliate Business Meeting shall specify the number of Regional Stakeholder Representatives (and the number from each Region, in consultation with the OIED to ensure adequate balance across different regions) and the number of General Stakeholder Representatives.

In nominating a person, the relevant Stakeholder must be identified, and both the Stakeholder and the representative should consent in writing.

Regional Stakeholder representatives

16.6. The Regional Stakeholder Representatives will be selected by reference to the Oxfam programme regions. The Regional Stakeholder Representatives are nominated by the Regional Director in consultation with the Regional Leadership Team and appointed by the Board if they approve the nomination.

If a Regional Stakeholder Representative ceases to be affiliated with the relevant Stakeholder organisation identified by the Regional Director/Leadership Team, or if a Regional Stakeholder Representative is unable to attend an Assembly, the relevant Regional Director in consultation with the Regional Leadership Team may select a replacement Representative from the same Region, and the Representative may be, but in the Regional Director's discretion does not have to be, affiliated to that same Stakeholder.

General Stakeholder Representatives

The General Stakeholder Representatives may come from any country, although the majority of General Stakeholder Representatives should come from countries where there is not already a Delegate. The General Stakeholder Representatives are selected by the Board, who may set general criteria for their selection.

The General Stakeholder Representatives do not have to be aligned to any particular organisation or may be aligned to more than one organisation. If they are affiliated with the stakeholder organisation which the Board has identified them as representing, then, if they cease to be affiliated with the relevant Stakeholder organisation, or if a General Stakeholder Representative is unable to attend an Assembly, the Board may select a replacement.

Eligibility of stakeholder representatives

16.7. The Stakeholder Representatives and the relevant Stakeholder to which they are affiliated shall, following explanation by the Foundation, be subject to the same checks as the Foundation's staff, and shall cease to be eligible to attend the Assembly if they would not be eligible to serve as Oxfam staff or, in the case of the relevant Stakeholder, if they would not be eligible to receive funding from the Foundation because they have not passed the appropriate Oxfam checks. No Stakeholder Representative shall be subject to such checks by the Foundation without their knowledge, but if they do not agree to be checked, they will not be eligible to attend the Assembly. The checks shall be repeated before each Assembly which they are due to attend.

Board appointments

16.8. In the event that the Board appoints a Board member to fill a casual vacancy under Article 7.c and there is at the time the vacancy arises at least one year until the next Assembly is due, the Board shall refer the appointee to the Assembly for approval by the Assembly members within 3 months of the appointment, and the Assembly members shall decide on the appointment in the same way as if there was an ordinary Assembly meeting.

Quorum at Assembly meetings

16.9. The quorum for decision making at the Assembly is 60% of the Affiliates (which for this purpose shall include the Prospective Affiliates) and 50% of the Stakeholder Representatives. If there is no quorum, the Chair may authorise a subsequent vote on the matter by digital means from those who were eligible to vote at that Assembly.

Assembly membership between Assembly meetings

16.10. This Rule applies only to identify membership of the Assembly between the end of one Assembly and the beginning of the next. The Delegates to a particular Assembly shall continue to be Assembly Members up until the day before the next Assembly meeting, for the purposes of receiving information which under these Rules of Procedure is to be provided to the Assembly. However, they shall cease to be treated as Assembly Members if they cease to be eligible. In the case of Stakeholder Representatives, they shall cease to be eligible if they are no longer affiliated to their stakeholder organisation in relation to Rule 16.5 or 16.6, or if they cease to be eligible under Rule 16.7. If they cease to be eligible, they shall no longer receive such information, and the relevant information shall not be provided. In the case of Affiliate and Prospective Affiliate Representatives, the relevant Affiliate or Prospective Affiliate shall notify the Oxfam International Governance Team if their representative to the Assembly is no longer to be treated as an Assembly Member, in which case that Affiliate or Prospective Affiliate may nominate a replacement Assembly Member by notifying the Oxfam International Governance Team, and in default of such appointment their representative shall be their Affiliate or Prospective Affiliate Chair.

Term of Stakeholder Representative to Assembly

16.11 The Board shall determine a staggered rotation of Stakeholder Representatives, so that there is some continuity between Assemblies, but also some change. A Stakeholder Representative may be appointed for a term of up to 4 years (subject to earlier termination as provided by these Rules of Procedure) and may be eligible for reappointment for a further 2 years.

Part VIII Contributions to the Budget

Rule 17

17.1 The Board shall prepare and propose the apportionment formula of Affiliates' contributions, which requires the approval of the Affiliate Business Meeting.

17.2 Each Affiliate's contributions shall initially be calculated using the Affiliate's reporting currency, based on 'internal' income as defined in Rule 17.6.

17.3 Affiliates may elect to be invoiced (and pay) in US dollars, Euros or Pounds Sterling. If the Affiliate's reporting currency is not the same as the invoicing currency, currency conversion rates shall be the interbank foreign exchange rate on the first day of the contribution period.

17.4 Contributions shall normally be due within one (1) month of the start of the contribution period.

However, the Oxfam International Secretariat shall be mindful of cash flow considerations and may propose or agree payment by instalments to optimize the cash flow of Affiliates. In this case, payment terms shall be detailed on the invoice issued to the Affiliate at the start of the financial year. Any subsequent variation in payment terms shall be formally agreed beforehand with the Oxfam International Secretariat under the responsibility of the OI Executive Director.

17.5.

The Board shall have the power to make special arrangements with any Affiliate temporarily unable to meet its financial obligations, based on a mechanism approved by the Affiliate Business Meeting; such arrangements may include criteria for the reduction of an Affiliate's contributions for any period not exceeding three (3) years. If an Affiliate is unable to resume its full contribution under the

apportionment formula after the maximum period of three (3) years for reduced contributions, its eligibility to continue as an Affiliate shall be examined and debated under the mediation procedure below.]

Definition of Oxfam International ‘Internal’ Income

17.6 The following principles underpin the definition of Internal Income:

- Equity/Consistency - The definition of Internal Income shall be applied by all Affiliates in a uniform way, based on their total income.
- Simplicity - Internal Income is simple to calculate.
- Transparency - The source of the numbers behind the calculation of Internal Income is clear and accessible to all Affiliates.
- Growth - The definition supports the growth of Oxfam fundraising, whereby one or more Affiliates raise funds to be utilized by other Affiliates. An Affiliate’s Internal Income is its total Income as reported in its audited financial statement, adjusted for:

	Adjustment	Action	Notes
A	Fundraising - costs of sales of trading operations (covers purchased goods and services, created goods and services and donated goods).	Deduct	This would apply, for example, when an Affiliate buys tickets for a concert with a view to reselling them at a higher price.
B	Donated goods and services used by the Affiliate for operational purposes.	Deduct fair value	Removes items that do not represent cash inflows.
C	Profit on disposal of capital assets reinvested in replacement assets	Deduct	
D	Income from other Affiliates.	Deduct	Prevents double accounting/entry of income transferred between Affiliates by ensuring that the income is only reflected in the internal income of the primary receiving Affiliate.
E	Institutional Income transferred to another Affiliate.	Deduct	Institutional Income includes - grants received from institutions including governments, multilaterals (for example World Bank) trusts and foundations (for example Gates).
F	Humanitarian appeals income.	Adjust where cap applies	Where a spike in humanitarian appeals would otherwise cause three year rolling average Internal Income to increase in any one year by more than five per cent (5%), the increase in rolling average Internal Income will be capped at five per cent (5%). Humanitarian appeals include funds raised from institutions and the general public

17.7. As an alternative to the contributions calculated based on “internal income” as defined in this Rule 17, the Board shall apply a different apportionment formula if (a) it is approved by the Board of Supervisors prior to the entry into force of this Rule 17.6., or (b) it is approved by the Affiliate Business Meeting. The new formula would then take precedence over the formula based on “internal income” from the point where the Board of Supervisors or Affiliate Business Meeting respectively have decided that the new formula is to come into effect.

Rule 18

The Accounts shall be laid before the Assembly. In a year when there is no Assembly, the Accounts shall be sent to the Assembly Members. The Accounts shall also be laid before the Annual Business Meeting. The Accounts should normally be laid before the relevant meeting, and sent to the Assembly Members, within 12 months of the year end.

Part IX Suspension

Rule 19

19.1. Article 17.b provides for the notice periods concerning resignation, and Article 17.c provides that the Affiliate Business Meeting may resolve to establish or accept a shorter notice period, subject to the provisions of Article 12.h. Where an Affiliate wishes to resign from its affiliation with the Foundation, the Board shall notify the Affiliate Business Meeting, which shall consider the notice periods in Article 17.b, taking into account both the needs of the Foundation and Confederation, and after giving the Affiliate concerned the opportunity to comment on the notice periods. The Affiliate Business Meeting shall notify the Board of its decision, and the Board shall notify the Affiliate concerned.

19.2. Article 18 provides that the Rules of Procedure may provide for further details on suspension. No further details have been determined.

Part X Conflict of Interest

Article 9.d states ‘The Rules of Procedure or a separate policy will give further detail on conflicts of interest situations and procedures to resolve a conflict of interest situation.’

Rule 20

Duty to disclose

20.1. A Board member must report on an annual basis any conflict of interest or potential conflict of interest and shall provide all relevant information as outlined in the Conflict of Interest register. The member concerned shall not take part in the assessment by the Board of whether a conflict of interest exists. There is no need to declare any interest or duty of which the other Board members are, or ought reasonably to be, already aware.

Related Party transactions

20.2 Because a conflict of interest (actual or perceived) may be created, Board members should not, generally, provide business or professional services of an ongoing nature to either the Foundation or the Confederation. Notwithstanding the general rule, the Foundation or the Confederation is at

liberty, for the purpose of a special assignment, to engage the services of any member having special expertise in the particular field or engage the services of another member of a member's Board, so long as the terms of engagement are competitive, clearly recorded and all legal requirements for disclosure of the engagement are properly observed.

Other board appointments

20.3. Any Board member is, while holding office, at liberty to accept other board appointments so long as the appointment is not in conflict with the business of the Foundation or the Confederation and does not detrimentally affect the member's performance as a member. All other appointments must first be discussed with the Board Chair before being accepted.

Members Conflict of interest

20.4. If a Board member's interest or duty cannot reasonably be regarded as likely to give rise to a conflict of interest or a conflict of duties with or in respect of the Foundation, they are entitled to participate in the decision-making process, to be counted in the quorum and to vote in relation to the matter. Any uncertainty about whether a Board member's interest or duty is likely to give rise to a conflict shall be determined by a majority decision of the other Board members taking part in the decision-making process.

If a Board member has a conflict of interest or conflict of duties not otherwise permitted by this Constitution they must:

- a. take part in the decision-making process only to such extent as in the view of the other members is necessary to inform the debate;
- b. not be counted in the quorum for that part of the process; and
- c. withdraw during the vote and have no vote on the matter.

20.5 If a person who is not a Board member is a voting member of a Board Committee, then they shall declare any conflict of interest, which shall be recorded in a Register of Interests. They shall not be counted in the quorum for any discussion of the matter where they have a conflict of interest, and shall withdraw during the vote and have no vote in the matter.

20.6 Assembly members

Where an Assembly member is a serving Board member of an Affiliate, their interest in that Affiliate shall be assumed, and they are not obliged to make an additional declaration in relation to that interest. Apart from that, any Assembly member who has a conflict of interest in an item of Assembly business shall declare the conflict which shall be recorded in a Register of Assembly Interests. They shall not be counted in the quorum for any discussion of the matter where they have a conflict of interest and shall have no vote in the matter. If the conflict becomes apparent at the meeting, the convenor (or Chair as applicable) must be notified and shall consider and decide as to whether or not the conflict precludes the Assembly member from voting on the issue where there is a conflict. Notwithstanding this Rule, any Assembly member may be counted in the quorum and vote on the approval of the Board competency framework and the strategy.

Part XI Dispute Resolution

21.1. As the License Agreements already have specific dispute resolution provisions that take into account trademark law, any dispute relating to a License Agreement shall be subject to the dispute resolution mechanism in that License Agreement.

21.2. Where there is a dispute between Affiliates and/or between the Foundation and Affiliates concerning a contract entered between them, then the dispute shall be subject to the dispute resolution mechanism in that contract, if any, and if none, then the dispute resolution mechanism in these Rules of Procedure.

21.3. Subject to Rules 21.1 and 21.2, any dispute, controversy or claim arising out of or in connection with this Constitution, or the breach, termination or invalidity thereof, shall be finally settled by arbitration administered by the Netherlands Arbitration Institute (the “NAI”) under the NAI Arbitration Rules.. The seat of arbitration shall be Amsterdam. The language to be used in the arbitral proceedings shall be English.

Part XII Confidentiality

Board duty to keep information confidential

22.1. Unless required to do so by law, no board member shall during his or her membership on the board or afterwards disclose any information of a confidential nature regarding the business of the Foundation/Confederation or information that has come to their knowledge in the capacity of their work as a member of the board and which he or she knows or should know to be of confidential nature. This includes but is not limited to information that is marked confidential. The Board may make additional rules as to confidentiality of Board members.

A board member may disclose such information to fellow board members as well as to relevant staff members who in view of their role/activities for the Foundation/Confederation should be informed of the information. A board member shall not use such confidential information for their personal benefit.

Board Committee members duty to keep information confidential

22.2 The Board shall set rules as to confidentiality for members of Board committees who are not themselves Board members.

Return of confidential information

22.3. The Board shall set rules as to the disposal/deletion of confidential information by Board members and members of Board Committees.

Notice of disclosure

22.4. If a Board member intends to disclose to third parties information which they have become aware of in his or her duties and which may be confidential, she or he must disclose to the Chair their intention to do so and the identity of the person who is to receive the information with sufficient notice to the chairperson. This is to allow the Chair to assess the situation and advise the board member. This section applies to both official and/or personal statements and to any person attending board meetings which in terms of their content and form are clearly outlined for intended use of the board only.

Confidentiality in relation to Assembly members

22.5. The Board shall set rules as to confidentiality for Assembly members.

Part XIII Review and Amendments

Article 15 deals with amendments to the Constitution and other Constitutional Documents.

23.1. The Board shall publish the then current version of the Constitution on the Foundation's website.