Functioning of the Forus Council

This document aims to provide an overview of the functioning of the Forus Board based on extracts of the Statutes Rules of Procedure of Forus (formerly IFP).

**Council**

1. **Nature and powers**

The Council represents the members of the General Assembly in the management of the Association. It is responsible for:

* implementing the decisions and the strategic directions and policies voted for in the General Assembly;
* ensuring activities are coordinated within the Association;
* accounting for its activities and management each year and during General Assemblies;
* deciding on the acquisition and disposal of any movable property and movable objects, arranging for repairs and work to be carried out, and buying and selling any financial instruments and securities;
* leasing and acquiring any building necessary to achieve the Association's purpose, conferring any leases and mortgages on the Association's property, proceeding with the sale or exchange of such buildings, performing any borrowing and granting any collateral or guarantees;
* deciding on the opening and closing of bank accounts;
* drafting the broad lines of communications and public relation actions;
* drawing up the budgets and controlling their execution; and preparing and approving the Association's draft budget;
* drawing up the accounts for the financial year ended and approving the accounts that the Council communicates to the Regular General Assembly every 3 years;
* approving the Association's Rules of Procedure;
* electing the Chair and other members of the Executive Committee;
* authorising acts and commitments exceeding the framework of the Chair's powers;
* deciding on the acceptance, exclusion or status of any member, by a simple majority of the members of the Council;
* supervising and monitoring the work of the Secretariat;
* preparing and scheduling the General Assembly;
* proposing and implementing an action plan decided in the General Assembly;
* consulting and circulating information to the members as soon as is necessary;
* organising formal and permanent institutional relations with other actors (trade unions, international organisations, foundations, etc.);
* organising international advocacy;
* ensuring compliance with the collective rules.
1. **Composition**
* The composition of the Council meets the criteria of representativeness and diversity of active members of the Association. Only active members may be elected to the Council, except in the case of the Pacific, where NFPs members of Forus give mandate to PIANGO, the Regional Coalition, for representation in the Council. PIANGO has the same rights and duties as other Council members.
* The members of the Council serve the Association first and not a Platform or a Regional Coalition. The representations are institutional and not of a personal nature. Each Platform needs to appoint a permanent representative and an alternate representative to the Council. The alternate member needs a proxy for the representation of the permanent member.

The number of members serving on the Council is determined according to a regional breakdown (Annex 1 of the Statutes). Currently, the Council comprises 15 members elected by the GA according to the regional division grid provided in the Appendix of the Statutes. However, the General Assembly of Forus may be required in the future to increase the number of seats within the Council, depending on the context.

The General Assembly shall elect the members of the Council according to the geographical distribution of registered offices.

In the case of a vacancy of one or several positions of elected Council members, the Council may temporarily fill them by co-optation. Replacements are chosen amongst active members. If the number of Council members has fallen below the statutory minimum, the Council must co-opt new temporary elected Council members, which will have a mandate ending in the closest General Assembly.

The distribution of seats and Council's election must observe certain rules:

* An uneven number of members within the Council;
* Autonomy of each regional process in appointing its representatives, to take into account the diversity of situations;
* Regional coalitions serve as facilitators; however, isolated platforms which do not belong to any regional coalition must be fully included in the process;
* Only active members may be elected to the Council, except in the case of the Pacific, where National Platforms which belong to Forus grant a mandate to the PIANGO, the Pacific regional coalition to represent them on the Council. PIANGO holds the same rights and duties as the other members of the Council. National platforms from the Pacific members of Forus need to renew PIANGO’s mandate of regional representation at each Council election. In case the national platforms do not renew PIANGO’s mandate or in case Forus no longer has national members from the Pacific, PIANGO will no longer sit in the Council. In case PIANGO’s mandate is not renewed and Forus has national members in the Pacific, one of those members will sit in the Council, following the election process organised in the region.
* Gender balance. The Council may co-opt up to 3 additional members to this end.

c) Vacant seats in the Council

A member of the Council will be considered as relieved of their duties, should this member:

* submit a written resignation to his/her fellow Council members;
* fail to attend more than 3 successive Council meetings;
* be relieved of his/her duties by the organisation of which he/she is a member or which he/she represents;
* be dismissed by his/her fellow Council members for a serious motive, by simple majority votes of the Council.
* lose its qualification of member of the Association;
* be revocated on serious grounds;
* represent a dissolute Association.

In any case, either the permanent representative is replaced by his/her alternative representative, or the seat is considered vacant and the Council solicits the organisation from which he/she comes to appoint a new person to replace him/her, without organising new elections.

**d) Duration of the mandate of the Council**

The Council will be renewed by one third every 2 years. The Council can co-opt up to 3 additional members.

**e) Operating procedures**

The Council shall meet at least twice a year, or more if necessary, physically (at least once a year) or by video conferencing, on the convening of the Chair and on the initiative of either the Chair or at least one-third of the members of the Association, physically or by videoconference, and it may also convene an Extraordinary General Assembly.

The summons are issued by any means, including by email and addressed to the Council members at least 5 days prior to the date fixed for the meeting. If no member objects, the Council may be convened immediately.

The convocations contain the agenda for the meeting.

The Executive Committee prepares the agenda. When the Council meets on the initiative of one-third of its members, they may request the inclusion on the agenda of issues of their choice.

The Council may validly deliberate and decide when it has a quorum of half plus one members present or represented.

A Council member may authorize another Council member to represent him, and to participate in Council’s decisions in his place.

The Council shall convene and choose the place and date of the Regular General Assembly.

The Council shall request the annual membership fees.

The decisions within the Council shall be adopted by a consensus. In case of a lack of consensus, the Council may proceed to a simple majority vote. In the case of tied vote, the Chair has the casting vote.

In case of necessity and emergency, votes can also be cast electronically, via email.

The Council may listen to any person likely to contribute to its deliberations.

Any decision adopted by the Council binds all members of the Council.

**Executive Committee**

**a) Election and composition of the Executive Committee**

The Executive Committee is made up of the Chair, three Vice-Chairmen and a Treasurer. Mandates are for two years and may be renewed once.

The Executive Committee’s members are elected by the Council, among the Council members.

An invitation for applications is sent one month before the meeting to the members of the Council, which must send their applications. At the start of the meeting, the method and voting procedures are determined. The vote is not necessarily secret.

If an Executive Committee member position other than that of the Chair becomes vacant (as a result of resignation or because of the end of the mandate), the Council may elect a new incumbent and/or review the distribution of roles.

**b) Functioning of the Executive Committee**

The Executive Committee meets at least once every two months, and more often when requested by the Chair. The Executive Committee may meet remotely, by video conferencing, audio conferencing, private chat or any other means of telecommunication which identifies the members attending and ensures debates’ confidentiality. Every Executive Committee meeting is recorded in minutes, sent to the Executive Committee for approval and then circulated for information to the Forus Council.

The agenda and working documents are sent one week before the meetings. Documents sent to the Executive Committee must be considered, by default, as confidential and should not be circulated outside the Forus Council while specifying when they are confidential.

The Executive Committee may duly engage in discussions if at least half of its members are present. Decisions are made on a simple majority of the Executive Committee members. If votes are tied, the Chair has the casting vote. Consultations may take place and decisions made by e-mail as required. The voting rules which apply for decision making are the same as those for meetings in person.

The Executive Committee role and responsibilities :

- To guide and support the Forus Secretariat in implementing the Council and General Assembly’s decisions;

- To work as a consultative body on organizational management issues regarding the Forus Council and other governance and participation mechanisms within Forus;

- To organize Forus Council meetings and support the Forus Secretariat in drafting the agenda, and dealing with matters arising from discussions and decisions within the Forus Council.

**The Chair**

1. **Duties**

The Chair combines the duties of Chair of the Council and of Chair of the Association.

The Chair shall ensure the current management of the Association under the control and supervision of the Council. He is elected by the Council from among its members.

The Chair shall be elected for 2 years renewable once from among the members of the Council.

The Chair might be French or of another nationality.

1. **Powers**

The Chair is invested by the Council. He acts on its behalf and on account of the Council and of the Association, and particularly:

* represents the Association in all acts of civil life, and has all powers to commit it within the limits of the social purpose;
* he performs the functions of employer;
* he may, on the initiative of the Council, bring any court actions to protect the interests of the Association, perform any transactions, and prepare any appeals
* he convenes the Council and General Assemblies and chairs meetings;
* he is authorised to open and operate any accounts and passbooks at any credit and financial institutions;
* he implements the decisions taken by the Council and the General Assembly;
* he signs any purchase or sale contracts and, more generally any acts and contracts necessary to implement the decisions of the Council and General Assemblies;
* he manages expenditure, in consultation with the Executive Committee;
* he proposes the Association's Rules of Procedure for the approval of the Council;
* he presents an annual report to the Council, including the financial report;
* he may delegate, in writing, his powers and signature;
* he may terminate such delegations at any time;
* he hires the responsible of the Forus Secretariat and terminates his employment contract.

Any act or commitment exceeding the framework of the powers defined above will have to be previously approved by the Council.

A Chair who does not resign can only be removed by a court decision at the request of an associate on fair grounds including in the event of disagreement with one or several members paralysing the running of the Association.

**The Treasurer**

* Ensures, oversees and controls the Association’s financial management.
* Periodically presents the financial statements to the Executive Committee and/or the Council.
* Draws up the annual financial report and submits it to the Executive Committee, Council and General Assembly for approval.
* Every year, draws up the forecast budget and submits it to the Executive Committee (for endorsement), to the Council (for approval) and to the General Assembly (for accountability and information).
* Holds the power to sign the Association’s bank accounts.

**The Vice-Chairs**

The Vice-Chairs duties and responsibilities:

* Support the Chair in his roles, especially representing him when specifically mandated to do so by the Chair.
* Back up for the Chair if he is absent. The Chair may decide to delegate any or all of his duties as the Chair to one or more of them until he returns.
* Replace the Chair momentously if the position of Chair becomes vacant. The Executive Committee may decide to delegate any or all of roles as Chair to one or more of them until a new Chair is elected.
* Are the referents for the respective Council thematic committees whose functioning is described hereafter.

**Committees**

Each Vice-Chair is the Executive Committee’s representative for one committee. Three committees were so far put in place within Forus: the Funds Collection Committee, the Membership Committee and the Advocacy & Communication Committee. Other Committees can be created upon decision of the Council.

Each Committee is guided by Terms of Reference, which also specify the role of the Executive Committee’s representative. Each Committee will hold meetings, virtual or in person, at least every 3 months. Each member of the Council will be a member of at least one Committee.

*Given that there were some challenges in the past to hold regular Committee meetings, the number and function of the Committees may be reviewed by the 2021 Council.*