

## WFTO-EUROPE BYLAWS

These Bylaws have been approved in the 2009 WFTO-Europe AGM (Nepal), and revised in the 2010 WFTO-Europe AGM (Spain).

The following by-laws contain minimum rules for the WFTO-Europe Annual General Assembly and the functioning of the WFTO-Europe Board of Directors and Working Groups.

The Constitution establishes that the AGM is composed by all effective members<sup>1</sup> of the Association (WFTO-Europe) and that only effective members have the right to vote.

There have to be at least 51% of all effective members present or represented by proxy votes in order to reach the necessary quorum of the AGM.

### ARTICLE I - AGENDA

The agenda of the General Assembly will contain:

1. Registration of members, appointment of the Chairperson and the Voting Committee (consisting of 3 people), appointment of one or more persons to take the minutes (secretarial staff).
2. Announcement of WFTO-Europe registered members and counting of present votes.
3. PRELIMINARWFTO-EUROPES
  - Bylaws
  - Approval AGM Agenda

This agenda and related working documents shall be circulated to members no less than ten days before the General Assembly. The notification of the meeting has to be sent out at least 30 days before the official date of the AGM, as specified in the Constitution (Art. 11).

### PROCEDURE FOR AMMENDMENTS AND MOTIONS FOR RESOLUTIONS:

The submission of motions and proposals for amendments under the above agenda points should be received by the WFTO- Europe board not later than one week before the AGM. **Only amendments being submitted to the Board in time will be considered for discussion and decision at the AGM.** The WFTO-Europe Board needs the amendments on paper in order to discuss them BEFORE the AGM, looking for solutions.

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<sup>1</sup> Effective (or registered) member means members with membership fees paid due the year before the AGM. Since all members of WFTO-Europe must also be members of WFTO Global, regular members of WFTO-Europe must have also paid their WFTO Global annual fee.

**ARTICLE II - CHAIR OF THE GENERAL ASSEMBLY**

1. The WFTO-Europe Board proposes a Chairperson and a secretarial staff to the members at the start of the General Assembly. A simple majority of members' votes (members of WFTO-Europe present secures the appointment of the Chair and the secretarial staff.  
The appointed persons will chair the General Assembly and take the minutes.
2. The Chair shall not have a vote in any meeting or session which he/she chairs.
3. The Chair will coordinate the General Assembly and, in particular, will be responsible of the respect of the Agenda, of limiting the debate if necessary, of permitting to all the participants to speak and take the floor to contribute.
4. The secretarial staff is responsible to take the minutes and to present the minutes within two weeks after the General Assembly to the WFTO-Europe Board. After the revision of the minutes by the Board, the minutes will be sent out to all the WFTO-Europe members, according to the WFTO-Europe constitution.

**ARTICLE III - REGISTRATION OF THE MEMBERS AND ATTENDANCE**

1. European members of WFTO Global are invited to become registered as WFTO-Europe members simply applying in written to the WFTO-Europe Board (see format for WFTO-Europe membership registration attached and accepting the conditions for this membership, according to the WFTO-Europe constitution including the payment of the membership fee for WFTO-Europe. The list of all the registered members will be communicated at the start of the General Assembly.
2. The following are invited to attend the General Assembly:
  - a) Registered members of WFTO-Europe.
  - b) All the European members of WFTO Global, even if not registered with WFTO-Europe yet.
  - c) Guests invited by the WFTO-Europe Board.

**ARTICLE IV - VOTING RIGHTS**

1. Only registered members of WFTO-Europe have the right to vote. Each registered member organization has one vote.
2. Only active WFTO-Europe members (i.e. members that paid their membership fee due to the year before the AGM) will be authorized to vote. This regulation has to be clearly communicated to all registered WFTO- Europe members at the moment of the official invitation to the AGM.
3. Each WFTO-Europe member organization should authorize a representative person who will exercise the voting right on its behalf. On entrance into the AGM each organization has to fill in a form which designates voting right to one person of the organization only.
4. Registered members unable to attend the General Assembly may appoint another registered member organization as their proxy. This must be done in advance by writing to the WFTO-Europe Board or at the start of the General Assembly, at the

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registration desk (see format for proxy votes attached). Each registered member may not hold more than three (3) proxy votes.

### **ARTICLE V - VOTING PROCEDURE AGM**

1. Voting cards will be distributed before the opening of the formal AGM one for each member who is entitled to vote (maximum of 4 voting cards per member organization including 3 proxy votes).
2. Voting will take place by means of displaying voting cards. Secret ballot will be used only to elect the Board member(s) as specified in the following Article VII, point 7.
3. Members are responsible for the voting cards. Voting cards will not be replaced other than at the discretion of the WFTO-Europe Board.
4. At the beginning of each session of the General Assembly, the number of votes present will be counted.
5. Decisions are taken by simple majority of the members either present or represented by proxy.

### **ARTICLE VI - VOTING COMMITTEE**

1. The Voting Committee is appointed at the start of the General Assembly and is made up of three persons who voluntarily candidate among the participants.
2. A simple majority of members' votes secures the appointment of the Voting Committee.
3. Candidates for the Board and Board members are ineligible to serve on the Voting Committee.
4. Persons from non registered members can serve on the Voting Committee.
5. The Voting Committee will conduct the election of the Board, count any and all votes, and will report the results through the Chair.

### **ARTICLE VII - NOMINATIONS OF THE BOARD AND ELECTION PROCESS (*revised*)**

1. The WFTO-Europe Board is composed of seven (7) or nine (9) members designated by the General Assembly
2. The Board members will be elected by secret ballot in the AGM. All European members can vote for all candidates, choosing 5 candidates. The Board members will be the candidates that receive more votes.
3. No more than two (2) members coming from the same country can be elected. In case of more candidates coming from the same country, only the first two (2) candidates receiving more votes will be elected as WFTO-Europe board member.
4. At the start of the General Assembly, the candidate must communicate in written format his/her intention to candidate for the WFTO-Europe Board at the registration desk. A candidate must have the written support of at least three (3) European registered members (whatever could be the country).

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5. The Board members is elected for 3 years.
6. The General Assembly will ratify the nomination of the new appointed board members, and consequently of the Board, voting in a secret ballot, with each candidate being ratified by simple majority.
7. The WFTO-Europe representative in the Global Board cannot be the WFTO-Europe Board President.
8. The WFTO-Europe Board is allowed to co-opt new members when members are leaving the Board during their mandate.

**Note:** The 2010 WFTO-Europe AGM confirmed 2 mandates as the maximum for every WFTO-Europe Board member. It also proposed that the Board should indicate some general criteria to be taken into consideration by members when voting for the Board candidates. These criteria are not in the WFTO-Europe bylaws, so they are not legally binding; but they should be considered as ‘guidelines’ suggested to members in order to achieve a more balanced and representative WFTO-Europe Board. As a result, the WFTO-Europe Board suggests members to take into consideration the following set of ‘general criteria’:

- 1) To consider skills, competencies and specific experience in Fair Trade of each candidate;
- 2) To consider the final gender Board composition;
- 3) To consider including in the Board the typical European Fair Trade organisations: Importers, Worldshops, Fair Trade networks.

### ARTICLE VIII - VOTING PROCEDURE OF THE WFTO-EUROPE BOARD

- 1) WFTO-Europe Board decisions are taken by simple majority of its members present during the WFTO-Europe Board meeting.
- 2) In between WFTO-Europe Board meetings decisions can be taken by the chair in consultation with more than 50% of the WFTO-Europe Board members supporting/agreeing. In this case, the chair has to record the result of the consultation and the decision taken and report back to the WFTO-Europe Board as a whole.

### ARTICLE IX - COORDINATION OF ACTIVITIES AND WORKING GROUPS

1. Each Board member has the task to give information to the WFTO members in its country, backing therefore the sharing of information and the actual involvement of all the members and coordinating the work of WFTO-Europe.
2. The work will be done on a voluntary basis, mainly through the WFTO-Europe Board members and working groups established by the General Assembly, as proposed in

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the strategic plan or on an ad-hoc decision by the WFTO-Europe Board. Every working group will be led by at least one Board member in order to guarantee information flow, follow up and involvement of the WFTO-Europe Board.

3. Working groups are seen as supportive committees with executive and operational mandate and terms of reference which are established by the WFTO-Europe Board. They have no decision taking power; decisions have to be submitted to the WFTO-Europe Board. Working groups have to report to the board on a monthly basis, and to the membership basis/AGMs twice a year.