

Internal guide for Executive Committee

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Introduction

This guide is for the use of members of EDFs Executive Committee hereafter described as Executive members.

Purpose of these guidelines

To set out the relevant guiding principles expected from Executive members as outlined in the EDF Statutes and Internal Rules.

The role of the EDF Executive Committee

The role of the Executive is defined in articles 22, 23 and 24 of the Statutes of EDF, as well as in the articles 12 of its Internal Rules. You can find more information in the annexes to this document.

Responsibilities of the Executive Members

1. **Work for the benefit of all members:** Executive members are accountable to EDF members and participate in the governance of EDF in the interest of all members.
2. **Act in Personal capacity while participating in the Executive:** Executive members act in a personal capacity without any organisational linkage with the association that nominated them for election to the Executive. Their responsibility is to EDF and therefore not to promote the interests of their own organisation.



3. **Legal responsibility and compliance with statutes and internal rules:** With the assistance of the Director, Executive members ensure that EDF complies with the relevant regulatory and statutory requirements and exercise overall legal responsibility and control over EDF financial affairs. Executive members should be familiar with the rules and statutes of EDF. Changes to the statutes and internal rules can only be made by the General Assembly in accordance with the statutes and legal requirements and on proposal of the Executive.
4. **Attendance of meetings:** The Executive shall meet regularly at least 4 times each year. Members strive to attend all meetings regularly, ensuring that they prepare for and contribute appropriately and effectively. This includes reading and analysis of any documentation prepared for the meeting in advance of meetings. Such documentation will be received by the Members at latest one week in advance of each meeting.
5. **Policies and long term strategy:** Members, with the advice of the Director and in the framework of the appropriate statutory bodies, ensures the formulation, monitoring and evaluation of the EDF vision, mission, values and long-term strategy, as well as policies, for the long-term development, day to day management and effective internal and external engagement of EDF.
6. **Collective decision making:** Members take decisions together and take collective responsibility for them. In the decision-making process an appropriate opportunity is given to Members to state their views and conclusions before an agreed decision is made.
7. **External representation:** External representation is decided by the Executive based on a proposal made by the President and the Director.

The Executive seeks to ensure a gender balance in external representation.

When Members are appointed by the Executive to external bodies they are responsible for keeping the Director and other members of the Executive informed and also seek guidance where necessary when key decisions have to be made.

The content, on which any Member is delegated to speak on behalf of EDF, is based either on previously agreed common positions, or on formal consultation with all members, or on consultation with the executive. However, it is recognised that in some debates and discussions questions and topics may arise that are not covered by existing EDF positions. In these circumstances, Members must endeavour to speak without contradiction to the general principles and objectives of EDF and the UN Convention on the Rights of Persons with Disabilities.

The Director will inform members of EDF Board weekly as to who will be representing EDF externally.

Where there is presence of EDF secretariat staff at the meeting also, it is the duty of the staff member to report on the meeting and organise follow-up.



8. **Confidentiality of the debates and information:** internal executive debates, confidential information or material (donors, members, staff, etc.) provided to, or discussed at executive meetings, remain internal and confidential within the confines of the executive and are not be discussed outside of the executive.
9. **Maintaining the good reputation of EDF:** Members conduct themselves in a manner which does not damage or undermine the reputation of EDF.
10. **Conflict of interest:** Members aim to avoid any conflict of interest with the business of EDF. However, if such a conflict arises and a member declares an interest, they will be required to absent him or herself from any discussion or vote taken on the matter by the other Members.
11. **Relationship with the secretariat:** The Members take decisions as a college and not individually. Therefore, directions given to the Director come from the executive as a whole through agreed channels. These directions aim to be clear and practical.

Members are not responsible for the daily management of the staff of the secretariat which is in the sole responsibility of the Director.

Responsibilities of the secretariat

The EDF secretariat will fully support executive members in their external representation roles by providing background information and timely provision of speaking notes or presentations at needed (at least 1 week in advance if possible)

Annex: The Statutes and the Role of the Executive Committee

Article 22 – Composition, Powers

The Executive Committee is composed by the President, two Vice presidents, a Treasurer, a Secretary and six members without portfolio.

One of the two Vice presidents will be a representative of a National Council of disabled people and the other will be a representative from a European NGO of disabled people. The Secretary and the Treasurer will each come from a different full member category.

Executive Committee members are individuals, who are permanent representatives of Board member organisations. If a permanent representative of a member of the Board of Directors who is also Executive Committee member ceases to be a member of the Board of Directors, he or she will also cease to be a member of the Executive Committee. The Board of Directors at its next meeting will organise an election to fill the vacancy. The mandate of the Executive Committee is four years. It coincides with the term of office of the Board of Directors.

The Executive Committee shall have the following powers:

- the daily management of the Association, closely supervising the work of the Secretariat;
- the decisions on the representation of the Association on the occasion of external meetings and events;
- the appointment of staff members of the Secretariat;
- the assumption of the tasks of the Board in between meetings of the Board if exceptional circumstances and the urgency of the matter so require;
- All other powers conferred to it by the General Assembly or Board, which will need to be officially registered in the minutes of these Governing bodies.

The Executive Committee is accountable to the Board of Directors.

Article 23 – Procedures

The Executive Committee shall meet at least four times each year. When required, decisions might be taken in written form. The Executive Committee shall be validly constituted when a majority of its members are present. The Executive Committee shall make every effort to decide by consensus. Should this not be possible, the Executive Committee shall decide by simple majority of its members, not counting abstentions. In the event of equal voting, the President shall exercise a casting vote. Any other rules applicable to the organisation and meetings of the Executive Committee shall be as set forth in the internal rules.

Article 24 – President, Vice-Presidents, Secretary, Treasurer



The President shall be responsible to the membership of the Association. Without prejudice to any other powers or tasks that may be laid down in the statutes or the Internal Rules, the President shall have the following powers and tasks:

- he or she shall chair the meetings of the General Assembly, the Board of Directors and the Executive Committee.
- he or she shall organise, on behalf of the Executive Committee, the representation of the Association at external meetings and events.
- he or she shall supervise, on behalf of the Executive Committee, the activities of the Secretariat.

If the urgency of the matter so requires, after having consulted the members of the Executive Committee, shall be entitled to take appropriate action. If the urgency of the matter so requires, the President uses his or her power to take appropriate action. He or she shall report such action to the following meeting of the Executive Committee.

The President shall always act in the interest of the Association and in accordance with its policies.

The Association shall have two Vice-Presidents. Without prejudice to any other powers or tasks that may be laid down in the statutes or in the Internal Rules, the Vice-Presidents shall have the following powers and tasks:

- the Vice-Presidents shall perform the duties of the President if the President is absent or unable to act;
- the Vice-Presidents shall assist the President in the performance of his or her duties.

Without prejudice to any other powers or tasks that may be laid down in the statutes or in the Internal Rules, the Secretary shall have the following tasks and powers:

- he or she supervises the register of the minutes of the different Governing bodies;
- he or she chairs the Membership and Credentials Committee;
- he or she monitors that the procedures followed by the Governing bodies of the Association are in compliance with the Association's statutes and internal rules.

Without prejudice to any other powers or tasks that may be laid down in the statutes or in the Internal Rules, the Treasurer shall have the following tasks and powers:

- he or she supervises the work of the Secretariat regarding financial matters;
- he or she presents the necessary financial interim reports to the Board;
- He or she presents the final accounts for adoption to the Board and approval to the General Assembly;
- He or she checks and supervises the financial statements to be submitted to the European Commission;
- He or she chairs the Finance Committee of the Association.

Extract from the Internal Rules

Article 12 – Executive Committee

12.1. Resignation and replacement

If a member of the Executive Committee is absent from three consecutive meetings of the Executive Committee without good cause, he or she shall be deemed to have resigned. In case of a vacancy within the Executive Committee, the Executive Committee shall be validly composed of the remaining members of the Executive Committee until the next Board takes place. In case of vacancy of the President, the longest serving Vice-president will take over the role of President until the next General Assembly. The term of office of a member of the Executive Committee, who is appointed following a vacancy, will coincide with the term of office of the other Executive Committee members. This rule also applies to the President.

12.2. Procedures

The Executive Committee shall be convoked by the President, by the intermediary of the Secretariat, whenever the interests of the Association so require or upon the request, by any means of communication set forth in the Internal Rules, of one third of the members of the Executive Committee.

The Executive Committee will be chaired by the President of the Association or, in her or his absence, by the longest serving Vice-president. The Executive Committee shall be validly constituted if at least six of its members are present. A meeting of the Executive Committee shall be validly constituted even if all or some of the members are not physically present or represented, but participate in the deliberations via a conference call or video conference, provided that all the accessibility requirements of all other members of the Executive Committee are met. In such a case the member shall be deemed present. The agenda of the Executive Committee will be prepared by the President of the Association and, by the intermediary of the Secretariat of the Association, sent to the members of the Executive Committee at least two weeks before the meeting, together with all relevant supporting documents. The minutes of the meetings of the Executive Committee shall be kept by the Secretariat. They shall be at the disposal of the members of the Association at the registered office of the Association. In exceptional cases, and when the urgency of the matter so requires, the Executive Committee may make decisions by a written procedure. To that effect, the President, with the assistance of the Secretariat, shall send, by any means of communication set forth in the Internal Rules, the proposals for decision to all the members of the Executive Committee. The proposals for decision shall be deemed adopted if within five working days the number of responses received by the President, care of the Secretariat, from members of the Executive Committee meet the quorum and voting requirements set forth in the statutes and the Internal Rules.