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## Constitution

Translation of the original constitution in Dutch language as registered with the „Handelsregister van de Kamer van Koophandel en Fabrieken voor Amsterdam“ (Chamber of Commerce Amsterdam) under Dossier No. 40537031 (April 23<sup>rd</sup> April 2008).

The original constitution was established in 1989, amendments were adopted by ICFO AGMs in 1995, 1999, 2001, 2002, 2006.

# Constitution of the International Committee on Fundraising Organizations ICFO

## **Name and Seat article 1**

1. The name of the Association shall be:  
INTERNATIONAL COMMITTEE ON FUNDRAISING ORGANIZATIONS (ICFO).  
The subtitle shall be:  
The association of national monitoring agencies.
2. The Association is registered in Amsterdam.

## **Objectives article 2**

In order to give confidence to donors that donations are used for purposes for which they are given, the objectives of the ICFO (hereinafter referred to as the „Association“) shall be:

- i. to promote transparency and integrity related to the activities of donor supported non-governmental charitable organizations, within the European Union and other parts of the world.
- ii. to gather information from members and other sources, and exchange such information among members.
- iii. to formulate standards for non-governmental charitable organizations working internationally.
- iv. to promote charity monitoring organizations within the countries of the European Union and other parts of the world.

## **Membership article 3**

1. The Association shall have ordinary members and supporting members, as such admitted by the board.
2. Ordinary members are legal persons (organizations) which pursue objectives similar to those of the Association, including formulating standards for non-government charitable organizations consistent with the standards of the Association, and enforcement of those standards through monitoring and accrediting non-government charities.

3. Supporting members are natural and legal persons (individuals or organizations) prepared to support the objectives of the Association through voluntary or professional activities.

#### **Rights and Duties of Members article 4**

1. Resources of the Association may be used only to promote the constitutional approved purposes. No member shall benefit from any monetary or other transaction or from disproportionately high remuneration for services rendered.
2. Members are legally bound by the Constitution and are obliged to support the Association in achieving its objectives.
3. Members shall pay annual dues and/or other payments as determined by the membership meeting.
4. Members shall not divulge any information given in confidence through the Association.

#### **Termination of Membership article 5**

1. The Association may terminate membership if a member is seriously damaging the Association interests or fails to pay its dues.
2. The board may terminate membership as a result of:
  - a) dissolution of a member
  - b) termination by the member
  - c) termination under item 1. above.
3. A member may object in writing to the termination within 3 months of receiving notification. The objection will be addressed at the next membership meeting. A majority vote is required to overturn the termination of membership.
4. Members may cancel their membership in writing with 3 months prior notice to the board.

#### **Organizational Structure article 6**

1. The Association shall be organized into
  - i. the Annual General membership Meeting (AGM)
  - ii. the board
  - iii. chapters of ICFO representing geographical areas, or groups of members, as the board shall from time to time determine.

2. At the AGM, resolutions may be passed by a majority vote of members present. Matters that need the approval of the membership between membership meetings may be conducted by written vote.
3. The board requires a quorum of majority of members. A simple majority vote when a quorum is present shall be necessary to pass board resolutions. In case of a tied vote, the chairman will cast the deciding vote.

### **Annual General Membership Meeting (AGM) article 7**

1. The AGM shall have the following duties:
  - a. to elect as board members persons who are or have been engaged in the administration of member organizations, or to remove any of them if need be.
  - b. to consider, and if it thinks fit, to approve the annual report presented to it by the board and the annual accounts and budget for the following year drawn up by the board.
  - c. to ratify the acts of the board.
  - d. to issue rules for dues levels and approve other payments to be made by the members.
  - e. to vote on decisions regarding membership termination (see article 5).
2. The AGM shall be called by the board. All members shall be notified of the meeting date and agenda 3 weeks prior to the meeting. The AGM shall be held within the first 6 months of each year. Other meetings may be called by the board or written request of 40% of the ordinary members.
3. The president, or in that person's absence the vice president, shall preside over meetings. If both are unable to be present, one of the members present shall be elected to preside over a meeting.
4. Each ordinary member may be presented by one voting delegate, or may give a proxy to the secretary general or any other member. Supporting members shall have voice but no vote.
5. A simple majority of ordinary members shall constitute a quorum for the AGM. Regardless of notice of meeting, resolutions may be passed by a 2/3 vote, with the exception of those actions specifically precluded by the constitution.
6. Membership meetings shall be accurately minuted with all resolutions recorded. The minutes shall be signed by the president (or person presiding at the meeting) and the secretary general (or person keeping the minutes).

## **The Board article 8**

1. The board shall manage and represent the Association and perform other functions as stated in the constitution. The board shall meet at least twice a year.
2. The board shall be made up of a minimum of five persons representing, as far as possible, the nationalities of the members of the Association:
  - a. The president
  - b. the vice president
  - c. the secretary general
  - d. the treasurer
  - e. other member(s)

All positions except that of the secretary general and the treasurer shall be elected for a term of 2 years and may be re-elected for one 2 years term only. The secretary general and the treasurer shall be elected for a 4 years term and may be re-elected for one 4 years term only. If by the end of the second term a replacement for the secretary general and the treasurer cannot be identified, they may be re-elected for one additional year until replacements are identified. The positions of secretary general and treasurer may be held simultaneously by the same person.

3. Board members, who during their term cease to be engaged in the administration of a member, may continue to be on the board until the end of the term for which they were elected. In the event of a board member leaving the board during his or her term of office, the member organization with which he or she is or was associated may nominate a replacement to serve until the next AGM.
4. The president may appoint one or more members of the board to represent the Association. Such appointment shall be in writing.
5. The president shall appoint such members as he deems fit to act as a nominating committee. Nominations for board members shall be submitted to the members at the AGM. Further nominations may be made from the floor.
6. Candidates for board membership shall be nominated by the board or by members. Board members serve in a personal capacity, not as representatives of members.

## **Alteration of the Constitution article 9**

1. The constitution may be altered only by a resolution of a meeting of ordinary members where the meeting was duly called with the reason for the meeting clearly stated in the notification. A notarial instrument of the alteration of the constitution shall be drawn up. Any member of the board is empowered to have such a document drawn up.
2. A copy of the literal text of the proposed alteration shall be placed on display for members inspection until after the resolution has been voted on.

3. A vote of 2/3 of all ordinary members shall be required to pass any resolution changing the constitution. Votes may be cast in person or by written ballot. Written ballots must be received by the secretary general 5 days prior to the meeting.

#### **Dissolution and Winding Up article 10**

1. The Association may be dissolved at any membership meeting where there is a quorum of three quarters of the ordinary members and 2/3 vote in favour of such a decision.
2. Article 9 parts 2 and 3 shall apply by analogy.
3. If no liquidators have been designated in the resolution to dissolve the Association, the winding up shall be carried out by the board.
4. In the event of the dissolution of the Association, any net asset shall pass to any non-governmental charity chosen at the time.