

## **IHEU Internal Rules**

Adopted by the General Assembly on 8 June 2009 in London, England.

### **1. Introduction**

1.1. These Internal Rules are the detailed provisions for the implementation of the Bylaws as set out in Bylaw 4.2. If any provision in these Internal Rules conflicts with the Bylaws, the Bylaws shall prevail.

### **2. Membership**

2.1. Membership of organizations, or a change in status of membership, is granted by the General Assembly based on an application from the organizations, supported by recommendations from the Executive Committee. The Executive Committee may grant provisional membership pending final approval of the General Assembly.

2.2. Only organizations with a purpose consistent with Bylaw 2 can be considered for membership.

2.3. There are the following categories of membership:

- a) **Full member.** This category is for established national, democratic, membership organizations and national and international umbrella organizations for such membership organizations.
- b) **Specialist member.** This category is for non-membership organizations; e.g. educational institutions; academic institutes; publishing houses, trusts, etc that are actively supporting humanism.
- c) **Associate member.** This category is for local humanist organizations, for recently formed national membership organizations and for organizations where promoting humanism is not the primary activity; e.g. humanitarian organizations.

2.4. The Executive Committee will accept or refuse any application to become an annual or life supporter on payment of the relevant fee.

2.5. Member Organizations may enjoy at least the following benefits:

- a) Be listed as a Member Organization on the IHEU web site.
- b) Have the right to use “member of IHEU” on their stationery, website, promotions and other material.
- c) Receive copies of the International Humanist News in printed and electronic form.
- d) Be represented at the General Assembly.
- e) Be invited to host the Congress and General Assembly.
- f) Participate in development of strategy and resolutions.

g) Participate in campaigns and other activities where appropriate.

2.6. Member Organizations have the obligation to:

- a) Have a sustained commitment to the purpose of the IHEU.
- b) Act at all times in ways that are in the best interest of the humanist movement
- c) Notify the IHEU of any changes to their constitution.
- d) Notify the IHEU of any change in address, contact details and leading officers.
- e) Appoint an IHEU contact person.
- f) Submit a copy of their annual report and audited accounts every year.
- g) Submit the necessary information for the tri-annual dues calculation.
- h) Pay the annual dues on time.

2.7. Considering the differences between the Member Organizations, a complete interpretation of recurrent income for all cannot be given here, but the Executive Committee will provide further guidance in the Membership and Dues regulations.

2.8. The basis for calculating the annual dues for the different categories is:

2.8.1. Full Members

- a) Member Organizations with more than 1.000 members, who pay annual dues of at least GBP 10 on average, or with other recurrent income of more than GBP 20 per member, shall pay at least 5% of annual recurrent income plus GBP 0.05 per member. The minimum contribution shall be GBP 1,500. The maximum contribution from any Member Organization in any year shall not exceed one third of the total amount of membership dues for that year.
- b) Member Organizations with more than 1.000 members or supporters, who do not pay annual dues, and with other recurrent income of less than GBP 20 per member, shall pay at least 4% of annual recurrent income. The minimum contribution shall be GBP 100.
- c) Member organizations with less than 1.000 members or supporters shall pay 3% of recurrent income or GBP 50, whichever is higher.
- d) Umbrella organizations whose membership is made up exclusively of other organizations may choose to belong to group a) based on the total number of members in all their participating organizations or else belong to group b).

2.8.2. Specialist Members

Specialist members shall pay at least 2% of annual recurrent income. The minimum contribution for this category is GBP 750.

2.8.3. Associate Members

Associate members shall pay 1% of annual recurrent income. The minimum contribution for this category is GBP 30 and the maximum is GBP 1.000.

2.9. Individual supporters

The fee for annual supporters is GBP 33 per year. Life supporters shall pay a single contribution of GBP 550 for supporters aged under 65 and GBP 440 for supporters aged 65 or above.

The Executive Committee may offer other forms of payments for supporters (e.g. Club 100 sponsorship, discounts for supporters living at the same address).

2.10. Contributions for all members and supporters are due on 1 January in each year and should be paid within two months. New Member Organizations shall pay the initial contribution after approval of their application by the Executive Committee and before their application is considered by the General Assembly. The initial contribution shall cover both the part-year in which the application is approved by the General Assembly and the following calendar year.

2.11. The Executive Committee may negotiate a lower membership fee for a limited number of years with Member Organizations facing financial difficulties, and shall report such arrangements to the next annual general assembly.

2.12. The annual dues shall be calculated by IHEU once in three years, and the dues shall remain valid until the year following the next tri-annual dues calculation. In the event that a Member Organization fails to supply IHEU with the relevant information, the Executive Committee may make a reasonable estimate or apply a 20% increase on the previous year's dues, and this revised figure shall be payable.

2.13. The dues regulations shall be reviewed at least every three years, and the dues for all types of membership at least adjusted for inflation, but may be changed at any General Assembly.

2.14. Member organizations that have not paid their annual dues, including all arrears, shall not have the right to attend or vote at the General Assembly. Annual supporters that fail to pay their annual dues shall cease to be supporters until payment is received.

2.15. Member organizations that have not paid their annual dues for three consecutive years shall have to negotiate suitable fee payments to reactivate membership of the IHEU.

2.16. A Member Organization can be expelled for not fulfilling their membership obligations as described in paragraph 2.6.

2.16.1. A proposal to expel a Member Organization may be initiated by the Executive Committee or by at least three full Member Organizations and submitted to the Executive Committee.

2.16.2. The proposal for expulsion shall be sent to the Member Organization concerned, and it shall have three months to prepare a written response, together with the right to attend and speak at the Executive Committee meeting at which the expulsion proposal is considered.

2.16.3. If the expulsion proposal is agreed, it shall be effective immediately. The organization shall have the right of appeal to the next scheduled General Assembly, with the right to

present that appeal, provided that the Member Organization notify the President at least 45 days prior to the General Assembly of its intent.

2.16.4. The Executive Committee shall inform the submitting Member Organizations of its decision, and shall report back to the next General Assembly.

### **3. General Assembly**

3.1. The Executive Committee shall announce the time and place of the annual General Assembly at least 120 days in advance.

3.1.1. Member Organizations may propose items for discussions or resolutions to the General Assembly, to reach the IHEU office at least 60 days in advance. The Executive Committee has discretion to decide whether the proposed items should be included in the agenda.

3.1.2. The agenda and all relevant papers shall be made available for all Member Organizations and for any individual supporter who has registered for the General Assembly, at least 30 days before the General Assembly.

3.2. The notice of an emergency General Assembly must contain an explanation of the emergency and the proposed agenda and resolutions for the meeting, and shall be held in the country where the IHEU office is situated. The business to be discussed at the emergency General Assembly shall be limited to the matters related to the emergency.

3.3. The General Assembly consists of representatives duly appointed by Member Organizations, representatives from sections and the Executive Committee. Individual supporters in good standing, International representatives, IHEU staff and guests invited by the Executive Committee may attend as observers.

3.3.1. The Member Organizations must be in good standing and have paid their dues up to and including the current year to participate in the General Assembly. Member Organizations with one, two or three votes may appoint representatives up to their number of votes. Each Member Organization with more than three votes, may appoint up to three representatives to vote on its behalf.

3.3.2. Member Organizations shall appoint their representatives by notifying the IHEU office in writing at least 40 days in advance of each General Assembly.

3.3.3. Member Organizations may appoint representatives from other organizations as proxies to vote or act as their representative. However, no individual shall vote on behalf of more than two Member Organizations. Member Organizations may instruct their proxy on how to vote on specific agenda items, and in that event the proxy shall vote in accordance with such instructions.

3.3.4. The quorum for any General Assembly shall be one third of the total General Assembly votes, whether present by representatives or by proxy, providing those representatives are from at least three countries. Votes shall only be taken when a quorum is present.

3.3.5 If a quorum is not present, the Chair may adjourn the meeting for up to three days. In the event that a quorum is still not present at any meeting adjourned for lack of a quorum, the Executive Committee shall call a further General Assembly for a date not less than 30 and not more than 120 days after the date when a quorum was not present. That further General Assembly shall be held in the country where the IHEU office is situated, and the quorum shall be one Full Member present by representatives or by proxy. The agenda shall be the same as that for the General Assembly at which a quorum was not present and the notice period shall be at least 30 days.

3.3.6. Except for an emergency General Assembly, all representatives and observers shall register for the General Assembly at least 30 days in advance. The Executive Committee shall arrange for sufficient accommodation for the numbers of representatives and observers who have registered in advance. Representatives and observers who have not registered in advance may be refused admission to the General Assembly if space is not available.

3.4. The General Assembly shall be chaired by an Executive Committee member or a voting representative elected by the General Assembly.

3.5. Duly appointed representatives and members of the Executive Committee have the right to speak at the General Assembly. Observers may speak only at the invitation of the Chair.

3.6. The agenda for the annual General Assembly shall at least include:

- a) Constitution of the General Assembly (registration of delegates, counting of votes, calling a quorum)
- b) A report from the Executive Committee of the activities of the IHEU during the previous year ending 31 December for approval. In addition, the General Assembly may provide guidance to the Executive Committee regarding priorities to be used by the Executive Committee when developing the IHEU strategic and action plans for the next ensuing planning cycle.
- c) A statement of accounts up to 31 December of the previous year for adoption.
- d) Appointment of auditors for the next year.
- e) Election of Executive Committee members on a rolling programme as specified in paragraph 4.1.1.
- f) Resolutions or other items sent in by Member Organizations.
- g) Any other business from the Executive Committee on the agenda.

3.7. The General Assembly may appoint Honorary Associates of the IHEU on the recommendation of the Executive Committee.

3.8. The number of votes for each Member Organization at the General Assembly shall be determined by the following regulations.

3.8.1. Full Members

In a) and b) below, the result of the calculation of the number of votes shall be rounded up to the next higher whole number; the number of members shall be the total individual voting membership of the organization, which shall not exceed the number used in calculating the dues; and the dues in pounds sterling shall be the amount last paid by the organization.

a) Member Organizations paying dues according to paragraph 2.8.1. a):

$$\text{votes} = \left\lceil \frac{\text{number of members} + \text{dues in pound sterling}}{2000} \right\rceil$$

b) Member Organizations paying dues according to paragraph 2.8.1. b):

$$\text{votes} = \left\lceil \frac{\text{number of members} + \text{dues in pound sterling}}{5000} \right\rceil$$

c) Member organizations paying dues according to paragraph 2.8.1. c): one vote.

d) Full members who have negotiated a restricted membership dues arrangement under paragraph 2.11. shall have one vote.

3.8.2. Specialist Members shall have one vote each.

3.8.3. Associate Members do not have a vote.

3.8.4. In no case shall Member Organizations from one country cast more than one third of the total votes available at any General Assembly. When this event arises, the votes from that country shall be reduced to the nearest whole number below the one-third threshold. Where more than one Member Organization represents that country, the President shall decide the division of the vote reduction. Member Organizations that are international in nature shall be regarded as representing the country in which its largest individual membership is located.

3.8.5. A member of the Executive Committee shall not act as a representative (or proxy) of Member Organizations at the General Assembly and therefore shall not vote except as the Chair of the meeting under paragraph 3.9.

3.9. Decisions shall be carried by a simple majority of the votes cast, except where a greater majority is specified. When a vote results in a tie, a second ballot shall be taken at once. If the vote should again be equally divided, the Chair shall cast the deciding vote.

#### **4. Executive Committee**

4.1. The Executive Committee consists of the President, the First Vice-President, the Treasurer and three Vice-Presidents (if possible not more than two persons coming from the same Member Organization or country).

4.1.1. The term of office of the Executive Committee members is three years. One third of the elected Executive Committee members shall retire at each annual General Assembly, on a rolling programme. Retiring members shall be eligible for re-election.

4.1.2. All Member Organizations in good standing have the right to nominate individuals to positions on the Executive Committee. Such individuals shall either be members of a Member Organization or individual supporters of the IHEU. A call for nominations shall be sent out with the notice of the General Assembly. Nominations must be received in writing in the office 45 days before the General Assembly.

4.2. The Executive Committee shall co-opt members to fill vacancies on the Committee until the next General Assembly, at which time they shall retire. Such co-opted members shall be Trustees/Directors of IHEU and shall have full voting power.

4.3. A person may not be appointed as a member of the Executive Committee if he or she is under the age of 18 years, or if he or she would at once be disqualified from office under the provisions of paragraph 4.4. No one shall be entitled to act as a member of the Executive Committee on election, re-election or co-option until he or she has expressly acknowledged, in whatever way the Executive Committee decides, his or her acceptance of the relevant office.

4.4. A member of the Executive Committee shall cease to hold office if he or she:

- a) is disqualified from acting as a Trustee or Director of IHEU by virtue of any relevant provision in any relevant jurisdiction;
- b) becomes incapable of managing his or her own affairs by reason of illness, injury or mental disorder;
- c) is absent without permission of the Executive Committee from all their meetings held within a period of six months and the Executive Committee resolves that his or her office be vacated; or
- d) notifies the Executive Committee of a wish to resign, but only if enough Trustees/Directors will remain in office when the notice of resignation takes effect to form a quorum for meetings.

4.5. The Executive Committee may invite any person to observe or participate in their meetings, but such people shall not have a vote.

4.6. The Executive Committee shall meet at least three times a year to deal with current business. At least one such meeting must involve the physical presence of those members who attend the meeting. Other meetings may take such form as the Executive Committee decides, including video and telephone conferencing, provided that the form chosen enables the

members to hear each other simultaneously. Business may also be transacted by correspondence or e-mail. All the decisions of the Executive Committee shall be recorded in its minutes.

4.7. The quorum shall be three members. If there are fewer than three members in office, the quorum shall be two, but the Executive Committee shall then be quorate only for the purpose of co-opting additional members of the Executive Committee.

4.8. The President shall chair the meetings of the Executive Committee. If the President is absent from or does not wish to chair a meeting or part of a meeting, the members present shall choose one of their number to chair that meeting or part of the meeting.

4.9. Decisions shall be made by a majority of the members present and voting on the question. The person chairing the meeting shall have a casting vote whether or not he or she has voted previously on the same question, but no member in any other circumstances shall have more than one vote.

4.10. A member must absent himself or herself from any discussions of the Executive Committee in which it is possible that a conflict will arise between his or her duty to act solely in the interests of IHEU and any personal interest, including but not limited to any personal financial interest.

4.11. The Executive Committee may exercise any of the following powers to further the objects:

- a) to raise funds;
- b) to buy, take on lease or in exchange, hire or otherwise acquire property and to maintain and equip it for use;
- c) to sell, lease or otherwise dispose of all or any part of the property belonging to IHEU;
- d) to borrow money and to charge the whole or any part of the property belonging to IHEU as security for repayment of the money borrowed;
- e) to cooperate with other organizations, charities, voluntary bodies and statutory authorities and to exchange information and advice with them;
- f) to establish or support any trusts, associations or institutions formed for any of the purposes included in the objects;
- g) to acquire, merge with or enter into any partnership or joint venture arrangement with any other trusts, associations or institutions formed for any of the objects;
- h) to create such advisory committees as the Executive Committee shall see fit;
- i) to employ and remunerate such staff or consultants as are necessary for carrying out the work of IHEU;
- j) To appoint the hosts of General Assemblies and Congresses;
- k) to do any other lawful thing that is necessary or desirable for the achievement of the objects.

4.12. The Executive Committee may delegate any of their powers or functions to a committee including two or more members of the Executive Committee and others appointed for the

purpose by the Executive Committee. Any such committee must act in accordance with any directions given by the Executive Committee. It must report its decisions and actions fully and promptly to the Executive Committee. It must not incur expenditure on behalf of IHEU except in accordance with a budget previously agreed by the Executive Committee. The Executive Committee must consider from time to time whether the powers or functions that they have delegated should continue to be so delegated.

4.13. When exercising any power in administering or managing IHEU, each member of the Executive Committee must use the level of care and skill that is reasonable in the circumstances, taking into account any special knowledge or experience that he or she has or claims to have (“the duty of care”). No member of the Executive Committee, and no one exercising powers or responsibilities that have been delegated by the Executive Committee, shall be liable for any act or failure to act, unless, in acting or failing to act, he or she has failed to discharge the duty of care.

4.14. As Directors of IHEU, the Executive Committee is responsible for the management of the organization between the General Assemblies. This includes at least:

- a) to revise strategy, develop business plans, initiate and monitor activity, evaluate results, make a budget, keep accounts, control finances, raise funds, manage the Endowment Fund, prepare annual reports and send returns to authorities;
- b) to implement the decisions of the General Assembly;
- c) to produce internal and external information and communications;
- d) to appoint and manage staff, consultants and volunteers;
- e) to manage relationships with other organizations and international bodies;
- f) to create committees or working groups as needed, and to specify their members and mandate.

4.15. The Executive Committee shall appoint a Company Secretary as required by English law, and may appoint other officers and employ Staff. Other personnel (employees, consultants or volunteers) may be appointed to work to further the aims of the organization. Member Organizations shall be informed of such appointments.

4.16. The Executive Committee may appoint IHEU representatives to any appropriate international organization, and summaries of their activities shall be included in the annual report submitted to the General Assembly.

4.17. The Executive Committee shall develop detailed regulations to implement the Bylaws and these Internal Rules. Such regulations shall be available to Member Organizations on request and shall at least cover:

- a) Financial regulations
- b) Membership and Dues regulations
- c) Executive Committee regulations
- d) Regulations for International representatives
- e) Human relations regulations (employees, consultants, officers, volunteers)
- f) Congress regulations

## **5. Finances**

5.1. IHEU's financial year is from 1 January to 31 December.

5.2 The Executive Committee must comply with its obligations with regard to:

- a) the keeping of accounting records for IHEU;
- b) the preparation of annual statements of account for IHEU;
- c) the auditing or independent examination of the statements of account of IHEU; and
- d) the submission of the statements of account to the relevant authorities.

5.3. The Executive Committee shall adopt a budget for the next financial year.

5.4. The Executive Committee shall adopt regulations on reimbursing expenses for officers, staff, consultants, representatives and volunteers.

5.5. The Finance Officer, in conjunction with the Treasurer, is responsible for ensuring that adequate and appropriate financial records are kept and maintained, in conformity with auditor's requirements

5.6. It is the responsibility of the Finance Officer to ensure that the relevant information for the calculation of dues is collected from Member Organizations, and that the annual dues are invoiced.

5.7. The Finance Officer is responsible for ensuring that all legal requirements are met with regard to insurance and that the property of IHEU is adequately insured.

5.8. Any bank or building society account in which any funds of IHEU are deposited must be operated by the Executive Committee and held in the name of IHEU. Regulations shall make suitable provision for the authorisation of cheques and orders for payment, failing which all cheques and orders for the payment of money from any such account shall be signed by at least two members of the Executive Committee.

5.9. Any funds received for a special purpose shall be accounted for and used for the designated purpose. Any residue value of such funds can be used for a similar purpose by the decision of the Executive Committee.

5.10. The Endowment Fund shall contribute to the long-term financing of the organization. The capital shall only be used in dire need. Expenses incurred in the administration and protection of the Fund shall be charged to it. The income from interest or other investments of the Endowment Fund is free and unrestricted funds for IHEU's general purposes. A part of the income shall be used to maintain the value of the Fund, if possible.

## **6. Sections**

6.1. The General Assembly may delegate policy and representation to any section by protocol agreement.

6.2. A section may appoint one representative to the General Assembly.

## **7. Congress**

7.1. Notice of the date and city of the Congress shall be given to all Member Organizations and individual supporters at least one year in advance.

7.2. The Executive Committee shall make the necessary arrangements for the Congress with the host organization.

7.3. The Congress shall be organised in accordance with the Congress regulations maintained by the Executive Committee.

7.4. Resolutions of Congress:

7.4.1. The General Assembly shall appoint a Congress Resolutions Committee at their meeting a year prior to the Congress. The committee shall include individuals from at least three countries and a member of the Executive Committee.

7.4.2. Resolutions to Congress may be proposed by Member Organizations and shall be clearly identified as to their source and shall be accompanied by a statement of the President/Chair of the Member Organization, or other authorised person, that the resolution have been duly agreed to by the management/executive committee of the Member Organization for presentation to Congress.

7.4.3. Resolutions must be submitted to the IHEU office at least 90 days prior to the opening date of the Congress, and shall be distributed to Member Organizations and those attending Congress 30 days before the opening of Congress.

7.4.4. The Resolutions Committee shall decide which resolutions shall be presented to the Plenum of Congress. They may refuse to refer a resolution in whole or in part to Congress and may combine multiple resolutions to form composite resolutions. They shall communicate their decisions, with explanations, to the submitting Member Organization before the Congress mailing is sent 30 days before the opening.

7.4.5. Workshops held at Congress may also present resolutions to the Plenum provided they are approved by the Resolutions Committee.

7.4.6. A motion to amend a resolution shall state precisely which part(s) of a resolution are to be amended and shall be deposited with the IHEU office or with the Congress office (during Congress) at least 24 hours before the Plenum. The Resolutions Committee shall decide

whether such amendments shall be put to the Plenum. Resolutions or motions to amend resolutions shall not be accepted from the Plenum.

7.4.7. Resolutions passed by the Plenum of Congress shall bind the IHEU only when and if adopted by the General Assembly at a regularly scheduled meeting.

## **8. Amendments**

8.1. The General Assembly can change these Internal Rules by a simple majority vote, except for changes to paragraph 3.3.4, 3.8, 3.9 and 8.1, which requires a two-thirds majority vote.