

C-19 CISV INTERNATIONAL RULES OF PROCEDURE FOR MEMBER MEETINGS AND VOTING (C-19)

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INTRODUCTION AND SCOPE

There are a number of matters that require Member decision-making. These decisions may be made at General meetings (held in-person or virtually) or by other suitable means. It is important that effective discussion among Members and between Members and the Board be enabled and available to support decision-making. The main rules relating to General Meetings and decision-making can be found in section 12 of the Articles of Association (“Articles”). While acknowledging some duplication of the Articles, this document will set out the rules of procedure for:

- Member discussion virtually outside of General Meetings
- General Meetings (in-person or virtual)
- Member voting outside of General Meetings
- How to bring a matter to the Governing Board for consideration

The reason for duplicating the information contained in the Articles is to adapt the more legalistic language and present the information in what is hopefully clearer and more accessible language for our multi-cultural environment. The intent is not to change the meaning in any way, but rather to make it more accessible and, in many places, to include additional details which do not need to be in the Articles, but will assist us in holding effective meetings, discussions and votes. Much of the additional content has been adapted from the previous Rules of Procedure used for Annual International Meetings until 2013. There are also points in the Articles that do not appear in these rules. **In case of disagreement between this document and the Articles, the Articles will prevail.**

PART 1 GENERAL BACKGROUND AND PROVISIONS

1.1 A General Meeting Planned for Every Three Years at Global Conference

It is anticipated that a General Meeting will be held at the CISV Global Conference, every three years. This would be an in-person meeting, governed by the rules for General Meetings set out in PART 3 below. General Meetings (in-person or virtual) may be called if needed at other times, also in accordance with the rules set out in PARTS 3 and 4 below.

Note that in accordance with English Companies law, General Meetings can, but need not be held annually. However, certain specific items must be addressed annually by Members, whether there is a General Meeting or not. These matters are to:

- receive the accounts of the Charity for the previous financial year
- appoint auditors for the Charity
- receive a written report on the Charity’s activities including a report on progress relating to any strategic plan, and have the opportunity to raise questions relating to these reports;
- be informed of the retirement of Trustees and to elect Trustees to fill vacancies.

1.2 Planned Decision-Making between General Meetings

With a planned General Meeting every three years, most matters can be addressed effectively and efficiently outside of General Meetings, through virtual means.

Note that Members and the Board have the right to request a General Meeting or vote at any time; however, given the geographical spread of the organization and the complexities of setting up General Meetings, we will encourage effective discussion and decision making through virtual communication outside of General Meetings in accordance with PART 2 below.

1.3 Election of Trustees

Note that this document does not apply to the election of Governing Board Trustees by the Members, (one of the matters to be addressed annually). That election is managed in accordance with a different procedure, set out in the Annual Election Procedures - CISV International Governing Board.

1.4 Who is Entitled to Vote

Whether voting is done at General Meetings or in other forums, the rules for **who is entitled to vote** are the same - only full voting Members of CISV International (National Associations and the Junior Branch) may vote. Specifically:

- Each National Association Member participates via one National Association Representative selected by the Member Association. *(For more information on that role, please see the National Association Representative Role Profile.)*
- The Junior Branch is represented by the two International Junior Representatives (IJR).

1.5 Authentication

CISV International must be informed of who has been elected as International Junior Representative and who is serving as the National Association Representative. Therefore, the Member Association must ensure that the National Association Representative is correctly designated as such in the online directory of CISV Officials.

It is up to the individual Representatives to ensure that their contact details are kept up-to-date in the directory.

All names and contact information in the directory will be used to contact the Representatives and only those persons will be permitted to represent the Member or vote.

Discussion and voting information will be sent to the person designated in the online directory. Only that person may take part on behalf of the National Association in any General Meeting or discussion forum and only that person may cast a vote.

In virtual voting, where possible the voting mechanism used will identify the sender.

1.6 Making a Motion for the Consideration of the Members

Any proposal for action to the Members (or the Governing Board) is called a "Motion". For example, a Motion may ask the Members to adopt new procedures or amend the Articles etc.

Motions can be made by any Member, Promotional Association, Honorary Counsellor, the Governing Board or the Secretary General. However, in order for the motion to be discussed, it must be seconded by another Member, Trustee or the Secretary General. You may wish to save time by submitting the motion from the beginning with a partner.

1.7 Motion Format and Contents

Motions must be submitted in writing, using the CISV International Motion Form, and must include an explanatory note ("Rationale") and likely implications of implementing the motion, if passed. The rationale must include information on how this matter has been addressed to date and why it is felt that this matter should be considered by the full membership. Any Member wishing to make a Motion is encouraged first to raise the matter with the relevant

Regional Delivery Team, Committee or other International official and consider whether the Motion is for the Board or for the Members.

When it receives a motion, where appropriate, the Board may contact the mover to discuss the matter and consider different ways of addressing the matter, for example, whether it could be addressed by the Board or another body. It may also ask a particular Committee or official body for their opinion and ask that the opinion be published as part of the motion discussion.

Factors to consider including in motion material as they are likely to be considered by the Members:

- Is it a matter for the Members, or is it one that should be addressed, at least first, with the Governing Board?

No matter what the motion is about, the Members and Board will try to consider some basic and objective criteria so that the rationale and decision-making process are consistent and reliable.

- How does it serve CISV's educational purpose?
- How does it serve the current Strategic Plan?
- Do we have the infrastructure and resources to do it and does it seem thought through to the extent possible?
- Does the benefit to the organization justify the effort it would take?

(See below for Rules on Motion Discussions)

PART 2 ANNUAL VIRTUAL DISCUSSION PROCESS

This Part sets out the regular annual processes for discussion on motions. This process should be followed by anyone seeking to bring a motion to the Members for decision. This process is designed to:

- Create a clear, consistent process for Members to present motions and discuss the content of the motions and obtain input as the motions are being developed.
- Have regular discussion and voting times that are known well in advance
- Include the annual regional meetings in the discussion periods when possible
- Facilitate discussion and informed participation in developing and deciding on motions.

In Global Conference years, the actual voting will take place at the General Meeting held at the Global Conference. (Please see PART 3 for rules of procedure relating to discussion and voting at General Meetings)

In non-Global Conference years, the voting will take place virtually. (Please see PART 5 for rules of procedures relating to voting outside of General Meetings)

Whether voting takes place at the Global Conference General Meeting or virtually, the discussion and submission process up to 30 June is the same. The process is set out in this table, with 2017 dates as an example. The start date will likely change annually to accommodate the fact that Regional Meetings dates change as they are generally held at Easter. The preparation process will always end on 30 June so that voting can open in July.

ACTIONS AND TIMELINE	Approx. Duration	Number of days	Day	Example 2017 Dates
Draft motions due <ul style="list-style-type: none"> Any motion requiring a vote must be submitted as a draft motion to the Governing Board and Secretary General. <i>No motions accepted after this due date.</i> 	day zero			Mar-25
International Office staff <ul style="list-style-type: none"> formats and uploads motions prepares and sends notice to Members 	1 week	6	1- 6	Mar 26 – 31
Discussion period <ul style="list-style-type: none"> Online forums activated Motion author facilitates discussion and answers questions Discussion in Regional meetings, when possible 	6.4 weeks	45	7-51	Apr 01 – May 15
Author review <ul style="list-style-type: none"> Time for authors of motions to make any changes (authors have complete discretion over whether to make changes) <i>NOTE: If the motion will eventually be addressed at the General Meeting at the Global Conference, then further discussion may take place and amendments to the motion may be made at the Meeting. However, when voting is done outside of General Meetings (virtually), amendments cannot legally be taken “from the floor”, so the final motion submitted must be voted on as-is.</i> 	2.3 weeks	16	52-67	May 16 – 31
Final motions due <ul style="list-style-type: none"> Final motions due to the Governing Board and Secretary General along with a “red-lined version”, (shows changes made to the original) 	1 day	1	68	June 01
Final preparation <ul style="list-style-type: none"> International Office Staff formats and uploads motions and red-lined version (Members can see changes made by the author following the discussion period) <p>If two or more motions conflict (i.e. the approval of both would create conflicting policies), the Board would facilitate either:</p> <ul style="list-style-type: none"> A conversation with the motion authors to try to come to consensus A process that would allow for voting to not create conflicting results 	1 month	30	68-97	Jun 01 – 30

PART 3 **GENERAL MEETINGS**

A General Meeting is a meeting of the Members and the Governing Board and Secretary General.

3.1 **Notice of a General Meeting**

Notice of a General Meeting must be sent in writing by the Secretary. It can be sent by post or email. The Notice shall be given to all Members, Honorary Counsellors, Trustees of the Governing Board and the Secretary General. It should also be copied to Committees of the Board.

The Notice must state:

- the date, time and place of the meeting
- the business to be discussed. In particular, if there is a matter to be voted upon that will require a majority greater than a simple majority, this must be explained in the Notice
- the deadline for timely submission of reports and Motions for consideration at the Meeting.

In the case of General meetings which are planned as in-person meetings, notice must be sent at least 84 clear (full) days in advance. Note that the full agenda may not be ready this far in advance; the notice should, therefore, contain that information that is known at the time and provide for any other matters that will be included in the agenda to be published later (*see the section below on agenda*).

For virtual General Meetings, notice must be sent at least 28 and not more than 58 clear days in advance.

The Trustees may call a General Meeting at any time. And, if the Trustees receive a written request from at least 10% of the Membership or (where no general meeting has been held within the last year at least 5% of the Membership), the Trustees will have 21 days in which to send notice of a General Meeting.

3.2 **Location or Forum of Meetings**

General Meetings may be held either in person or virtually by suitable electronic means. All of the rules in this document relating to General Meetings apply to all General Meetings, whether they are held in-person or virtually. However, there are some additional considerations needed to enable an effective virtual meeting; these are set out in PART 4 below on Special Considerations for Virtual General Meetings.

There will be an in-person General Meeting held at the regular Global Conference.

Unless otherwise decided by the Trustees (such as in the case of General Meetings at a Global Conference), General Meetings will take place at the Registered Office of the Charity.

Virtual meetings will make use of appropriate virtual meeting solutions, which enable participants to be identified and communicate with each other.

3.3 **Who is entitled to attend**

All Members, Honorary Counsellors, Trustees, and the Secretary General are entitled to attend General Meetings. Members are entitled to attend in person, by suitable electronic means, or by proxy, depending on the nature of the meeting being held.

If a National Association Representative is unable to attend the Meeting, the National Association may appoint a new National Association Representative.

In the case of Junior Branch, it participates via the two International Junior Representatives. Should an IJR not be able to attend the Meeting, his / her Alternate may attend and vote instead. Should the Alternate also not be able to attend the Meeting, the second IJR may cast both votes on behalf of the Junior Branch. See *below under Proxies regarding possible arrangements in the event that neither the IJR nor the Alternate is able to attend.*

If a National Association is unable to find a Representative to attend, or IJR cannot attend, they may wish to consider appointing a proxy (see *below*).

All General Meetings are open to attending observers, except for the consideration of sensitive matters, as determined by the Parliamentarian (upon request from a Member, Trustee, Honorary Counsellor or the Secretary General). In general, there are few sensitive matters that should be addressed in a large Members Meeting. However, there may be situations such as serious risk management issues, of which the Members should be aware, but which might not be appropriate for an open meeting. Such matters will be addressed in a “**Closed Session**” with only Members, the Board, the Secretary General, Honorary Counsellors and Parliamentarian in attendance.

3.4 Proxies

If a Member is unable to attend a General Meeting, they may wish to appoint a proxy.

A National Association’s proxy must be the Representative of a Member Association who is attending the Meeting.

Should both IJR and their Alternates not be able to attend, each IJR may appoint as a proxy, a National Association Representative who will be attending the meeting.

No Member may hold more than one proxy.

Appointment of proxies must be done in writing, using the CISV International Member Proxy Form, or must reproduce the language in that Form.

The Form or appointment document must be received by the Secretary and Governing Board Chair before the start of the meeting. It can be received in hard copy, photocopy or electronic scan.

The appointment of a proxy is valid for 30 days from its date.

Please refer to the Articles in the event that the person who has appointed a proxy passes away, is declared insane or revokes the proxy prior to the meeting.

If, for any reason, a Member who was present at the Meeting has to leave the meeting, they may appoint someone else from their National Association as the Representative or appoint a proxy. These appointments must be made in writing and must be received by the Meeting Chair in order to be valid.

3.5 Quorum

There is a quorum at a General Meeting if the number of Members present in person or by proxy is at least 40% of the Membership.

If, within half an hour from the time appointed of the General Meeting, a quorum is not present, the meeting shall be adjourned until the same day in the next week at the same time

and place, or such other time and place as the Chair of the Governing Board decides. If a quorum is not present at the adjourned meeting within half an hour, the Members present shall be a quorum.

No agenda item may be dealt with unless there is a quorum. Anyone who notices that there may no longer be a quorum present should raise a point of order immediately and bring this to the attention of the Meeting Chair. The Meeting Chair should then pause the meeting. If, after a reasonable pause there is still not a quorum, the Meeting Chair and the Board must adjourn and reschedule the meeting.

Because there must be a quorum throughout in order to conduct its business, when a General Meeting takes place in more than one non-consecutive session (sessions with more than three hours between the end of one and the start of the next), it will be necessary to establish that each non-consecutive session has a quorum.

3.6 Language

The working language of General Meetings is English. If translation services are available, a person may speak in another language, but the translation into English will be the version considered at the meeting. All Motions and other Meeting documents must be submitted in English. While documents may be translated, the English version is the official one. In the case of any conflict, the English language version of the document will prevail.

3.7 Agenda of Meeting and Other Meeting Documents

The Agenda will be prepared by the Trustees.

Any Member wishing to have an item included on the agenda, must send the matter to the Trustees and Secretary General in the prescribed format by the published deadline, which will be:

- 60 days prior to any in-person General Meeting, but in the case of the planned in-person General Meeting to be held at the Global Conference, any matter should be brought forward in accordance with the procedure set out in PART 2.
- 21 days prior to any virtual General Meeting.

Any matter must be put forward in the form of a motion, even if the motion is simply to ask for a discussion (rather than a decision) of a matter.

The agenda and any motions or other documents required for the meeting will be published by the Trustees by the published deadline, which will be:

- 30 days prior to any in-person General Meeting
- 15 days prior to any virtual General Meeting

While the Trustees may draft the Agenda to reflect the order in which matters were put forward, they may also choose to group agenda items or reorder them with a view to enabling effective and organized discussion.

The Trustees, within the Agenda, should recommend the time allocated for discussion on every matter.

The first items on the Agenda must be:

- Roll Call or other means of establishing who is present and whether the meeting has a quorum
- Any additions to the Agenda
- Election of Meeting Chair and Parliamentarian

The agenda should also include:

- Early on, an opportunity to ask questions about and discuss any official reports submitted
- Discussion of and voting on any motions presented in advance
- Any new business

The Meeting Chair or Trustees may make changes to the Agenda during a Meeting unless the Members oppose the change by a majority of at least two thirds of those present and voting.

3.8 Meeting Chair

While the Chair of the Governing Board or other Trustee may open the proceedings, they will not chair the Meeting.

The Chair of a General Meeting must be a Member, elected by the Members present in person or by proxy in his/her capacity as a Member and not as proxy for another Member.

Chairing a meeting effectively requires both facilitation skills and in-depth knowledge of our meeting procedures and the relevant parts of our governing documents. Though not an official procedure, it is recommended that the following process take place in order to facilitate the effective selection of a chair and the preparation for chairing:

- The Member Representatives from each CISV Region will be asked to put forward one Member Representative (this can be done at Regional Meetings, where possible).
- The three Member Representatives put forward (one by each Region) will have the chance to prepare, confer with the Governing Board or Secretary General as needed, in order to familiarize themselves with the meeting procedures.
- The three can also decide among them whether there is one of them whom they would like to recommend to the Members to serve as Chair, with the others assisting as needed.
- At the General Meeting, the Members will be asked to elect one of the three as Meeting Chair.
- In the event that the Meeting Chair is unable to attend a session or be otherwise unable to carry out the role, an alternate Meeting Chair should be elected by the Members. The Alternate Chair must also be selected in his/her capacity as a Member and not as proxy for another Member.

Serving as Meeting Chair does not affect the Member's right to participate in discussion or vote.

(With the exception of the section on Voting Rights and Majorities Required, most of the rest of the sections in this part of this document are not really reflected in the Articles, but are adapted from the former Info File C-19 or determined by law).

3.9 Meeting Parliamentarian

The Members shall decide on a qualified person who is present to serve as the Parliamentarian during the General Meeting. The Role of the Parliamentarian is generally to advise the Chair on meeting procedures, but may also be called upon to rule on whether or not the Chair has managed a situation in accordance with proper procedure. In the latter case, the Parliamentarian is effectively advising the meeting generally and, the Members may take action based on that advice. This position requires experience and in-depth knowledge of our governing documents, meeting procedures and some familiarity with best practice in organizational meetings.

No voting Member may serve as Parliamentarian. However, any Member or the Trustees may suggest a qualified person for the Members to consider for the role.

The Trustees or Members shall consult the Parliamentarian on any questions regarding the interpretation and application of these rules and the Articles if a Member, Trustee or the Secretary General challenges a ruling of the Meeting Chair.

3.10 Principles of Discussion

In order to foster efficiency and given the time and resources required for a meeting, the Meeting Chair and Board respect the following principles:

Statements and Efficiency

- Speakers are urged to keep statements brief so as to allow all Members to present their views and still maintain the integrity of the Agenda.
- While general discussion serves a necessary and very useful purpose, Members sharing the same point of view are encouraged simply to briefly note such agreement.
- To save time and avoid a vote to end discussion, if the Meeting Chair thinks everyone is ready to vote on the Motion, he/she will ask if there are any objections to voting on the Motion. If there are none, voting begins. If someone else still wants to speak on the Motion he/she may object and be allowed to speak, if time remains in the Agenda.

Restrictions and Removals

- The Meeting Chair and the Board reserve the right to restrict speaking privileges for observers who are not Members, Trustees of the Governing Board, Honorary Counsellors or the Secretary General.
- The Meeting Chair and Board may, time permitting, extend, limit or deny the privilege to speak.
- If the Meeting Chair or Board determines that observers are disturbing the conduct of business, the session may be closed to all except Members, the Board, Secretary General and Parliamentarian.
- If a Member, a Trustee or the Secretary General becomes disruptive, he / she may be temporarily excluded by 2/3 vote of the Members present and voting.

Speakers' List

- On each matter under discussion, the Meeting Chair shall keep a list of those wishing to speak in the order in which their requests were made.
- Anyone wishing to speak should raise their hand or otherwise indicate their wish to the Meeting Chair.
- When a motion to end debate is approved, those members still on the speaker's list who have not yet spoken on the motion shall be permitted to speak before the (original) motion is voted upon.

3.11 Making Procedural Motions during Discussion

To make a procedural Motion simply raise your hand, await recognition by the Meeting Chair, and then state the Motion.

A "second" voting Member must second the Motion. Discussion can then proceed on the procedural motion.

3.12 Point of Information

If at any time during the meeting you are confused about the business being discussed or if you want the matter being considered more clearly explained, raise your hand and ask the Meeting Chair for a point of information or explanation. Such requests must be prioritized by the Meeting Chair.

3.13 Point of Order

If you believe the person is discussing an item out of Agenda order (i.e. not talking about the item under consideration) or if you disagree with any of the Meeting Chair's rulings, you may raise a point of order and state your objection. This can be done by raising your hand and calling out to interrupt the proceedings. The Meeting Chair must then rule on your point of order. If you are not satisfied with the Meeting Chair's ruling, you may ask for a Parliamentary ruling and this request must be honoured.

3.14 Ending Discussion

If you think there has been enough discussion about a matter, you may try to end the discussion. After being recognised by the Meeting Chair, say: "I move we end discussion on the Motion". This Motion requires a second and a vote.

When a motion to end discussion is approved, those members still on the speaker's list who have not yet spoken on the motion shall be permitted to speak before the (original) motion is voted upon.

3.15 Discussion on Reports

Reports are presented to the Members by the Board, Secretary General, or a specific person or body designated by the Members, Board or Secretary General to carry out a task and report on it.

The Members will receive the reports and must have the opportunity to ask questions about them and receive answers. No motion or vote is required to receive a report.

Any recommendations contained in a report that request specific action should be addressed separately as motions. In other words, the persons putting forward the report and recommendations should also have submitted them in Motion form (see above) and in the rationale, should refer to the report.

3.16 Discussion of Motions

After a Motion has been made and seconded, the Meeting Chair will invite the mover to make introductory remarks and then recognise speakers for and against the Motion, until time allocated for discussion ends or no more comments / amendments are put forward.

3.16.1 Making an Amendment to a Motion

During discussion on the matter, you may offer an amendment when you generally agree with the Motion, but want to make some change before it is approved. Amendments are offered in the same way as Motions.

To save time, if you wish to amend the Motion and you feel that your amendment would be accepted graciously by the maker of the original Motion and the person who seconded that Motion, you may avoid a vote on your amendment by making it a friendly amendment.

It is highly recommended, that in order to increase efficiency, you discuss the matter with the mover of the motion beforehand. After being recognised, you say: "I wish to make a friendly amendment to the effect that" The Meeting Chair then asks the maker of the Motion and the seconder if they accept this friendly amendment. If they agree, it automatically becomes incorporated into the Motion. If they disagree, your friendly amendment fails.

If you disagree with a Motion or amendment, you do not defeat it by trying to change its sense through amendment. Rather, you speak against the Motion or amendment, and urge the Members to vote against it. If it is defeated, substitute Motions may be made later, time permitting.

3.16.2 Placing a Motion "On the Table"

If you wish to postpone discussion or voting on an issue, ask to "table the Motion". Such a Motion is not debatable and if it is "seconded", must be put to an immediate vote. A majority vote tables the Motion until a specific time later in the Agenda. A Motion to table until the next meeting will postpone the matter until the next General Meeting.

3.16.3 Closing Discussion Prior to a Vote

At the conclusion of the allocated time for discussion or upon a majority vote to end discussion and vote upon the matter, the Meeting Chair shall briefly summarize the process and clearly state any action requested.

The mover may, at the option of the Meeting Chair, present concluding remarks before the vote.

On matters of great importance the Meeting Chair may recognize each Member, Trustee and the Secretary General for comments prior to the vote for discussion.

A voting Member may request a full reading of the Motion prior to the vote.

The Meeting Chair will then formally put the matter to a vote (see below).

3.17 Voting Rights and Majorities Required

Every Member present in person or by proxy has one vote on each issue, with the exception of the Junior Branch, which has two votes.

A Member may vote for himself / herself for an office or other position.

Except for those matters specified below or in the Companies Act, every issue is decided by ordinary resolution i.e. a simple majority of those present and voting.

Those matters requiring a greater majority to pass are as follows and can only be decided by the Members (see section 11 of the Articles):

- To overturn any decision of the Governing Board requires a two thirds majority of those present and voting
- A decision to reconsider and potentially change the decision on a matter which has been discussed and decided upon earlier at the same General Meeting requires a two thirds majority of those present and voting at the Meeting
- To change the mission, purpose, vision, goals, objects, values, name, logo or tagline of CISV International requires a two thirds majority of those present and voting
- To amend the Principles of Membership and Association or the Terms of Reference of the Governing Board requires a two thirds majority of those present and voting

- To amend the Memorandum and Articles of Association requires a three quarters majority of those present and voting
- To dissolve CISV International requires a three quarters majority of those present and voting

Removal of a Trustee for failure to comply with the Trustees' Code of Conduct can be done by a vote of the Members at a General Meeting. This would require a two thirds majority of those present and voting. *(A Trustee may also be removed for the same reason by a vote of the Trustees, passed by a two thirds majority of remaining Trustees. That vote may take place at any time. See section 5.9 of the Articles).*

Note that while types of majority remain the same, the rules on who is deemed to be present and the impact on vote calculations are different for voting that takes place outside of a General Meeting. (See PART 2 of the document).

3.18 Voting Procedures

Voting is done by a show of hands. A Member may request a vote by secret ballot, but such request must then be referred to the Parliamentarian, who will determine whether the matter in question to be sufficiently sensitive to warrant a secret ballot.

A Member may vote for or against a motion; or, may abstain. Abstentions of Members participating in a General Meeting may be acknowledged, but are not counted in the calculation of votes; only votes for or against are counted.

For each matter, the Meeting Chair shall ask in this order: (Note that if the matter requires a majority more than a simple majority, the Chair will explain this at the time):

1. All those in favour of the motion to raise their hands
2. All those against the motion to raise their hands
3. All those abstaining from voting to raise their hands

If the result is clear, there is no need to count votes. However, where the result seems close or unclear, votes for and against must be counted in order to determine the outcome.

The Meeting Chair will then announce whether or not the motion passes.

Business may be more efficient by avoiding the formality of Motions and voting in routine business and on questions of little debate. The Meeting Chair may ask for general consent and if no opposition is made, the matter is deemed to have passed. If, however, a Member objects, a vote is required.

The Members may vote to approve a Motion IN PRINCIPLE and ask the Governing Board to see that the final version is drafted according to the sense of the Member discussion or direction. Final approval is then required by the Board or by the Members if it is a matter that is reserved for Member approval in the Articles of Association.

When a proposal has been adopted or rejected, it may not be reconsidered at the same General Meeting unless a 2/3 majority of the Members voting, so decides.

3.19 Closing the Meeting

The Meeting Chair will announce when the meeting is over. This "final adjournment" of a General Meeting puts an end to any unfinished business unless the Members have voted to table a matter under consideration until the next General Meeting.

3.20 Minutes

The Secretary or any other person assigned by the Trustees shall keep Minutes of the General Meeting.

The Minutes should include action taken by the Members rather than the content of discussions. If a matter is of great importance, the Members or Trustees should direct the Secretary to enter the matter in the Minutes in full.

The Minutes of a closed sub-session (closed due to the sensitivity of the matter) should not be read or made available to the public or general Members. Final action taken on sensitive matters should be part of the Minutes but any report or recommendation concerning personnel or disciplinary action should remain confidential to the Trustees and Members.

The Chair of the Meeting must sign the Minutes.

The Minutes shall be circulated to all Members, Honorary Counsellors, Trustees and the Secretary General within 60 days after the Meeting has ended.

At the next most convenient time that a vote of the Members takes place, the Members will be asked to approve the Minutes. (See Part 2 of this document regarding voting outside of a General Meeting.)

3.21 General Provision for Questions not Covered

Any parliamentary question not covered in this document or the Articles shall be ruled on by the Meeting Chair following democratic principles and principles of efficiency. If such a ruling of the Meeting Chair is challenged by a Member, Trustee, Honorary Counsellor or the Secretary General, the Parliamentarian shall be consulted. The Parliamentarian's opinion shall be binding to all parties, unless overturned by a majority of the Members present and voting.

PART 4 SPECIAL CONSIDERATIONS FOR VIRTUAL GENERAL MEETINGS

CISV International's Articles (Section 12.16) provide for the possibility of holding general meetings "by suitable electronic means agreed by the Members in which all participants may be identified and communicate with all other participants."

The rules for General Meetings are the same, whether the meeting is held in person or virtually. However, certain specific points must be considered when holding the meeting virtually so that they are effective and comply with our Articles.

4.1 Planning a virtual meeting

Given the size and potential challenges of virtual meetings, good meeting moderation is very important and careful thought should be given to the agenda and limiting the number of topics discussed.

Careful consideration must be given to timing to make the meeting as reasonably accessible as possible across time zones.

4.2 Selecting “suitable electronic means agreed by the Members”

The electronic platform must be carefully selected to enable access by large numbers, high quality and the ability for everyone to participate and hear everyone else.

In accordance with section 12.16 of the Articles cited above, the platform selected must be agreed by the Members.

It would be impractical for the Members to be asked to approve the platform each time one is used because:

- Technology changes rapidly and different options will become available over time
- A meeting requires specific notice periods, as does any decision made outside of a General Meeting. Having to make a Member decision about the platform in advance of a meeting would create a long time lag.

Therefore, as part of a General Meeting or a vote held outside of a General Meeting, the Members will be asked to authorize CISV International to select and implement a suitable technological solution through which **“all participants may be identified and communicate with all other participants”**.

4.3 During a virtual meeting

It is essential that a General Meeting have a quorum throughout. As sporadic loss of internet connections is a known problem for virtual meetings, it is essential to monitor the connections and take attendance regularly throughout the meeting to ensure that a sufficient number of Members remains present and the Meeting is quorate throughout.

People can ask for the floor and be recognized.

Voting can be done in the same order as in-person voting, by asking people to indicate their decision in the “chat box” or by calling on each Member individually, or by use of suitable electronic voting methods that enable the identification of the voter with the vote cast.

If there are serious technological problems the Meeting Chair and Board must assess whether the problems are affecting the integrity of the meeting and if they are, be ready to pause the meeting to seek resolution. If, after a reasonable pause the problems are not resolved satisfactorily, the Meeting Chair and Board must adjourn and reschedule the meeting to a time determined by the Governing Board Chair.

PART 5 DECISION MAKING OUTSIDE OF GENERAL MEETINGS

CISV International wishes to encourage open, engaged and engaging discussion among our Members and with the various bodies of CISV International.

5.1 Discussion Preceding Voting

There may be times when an unexpected matter must be put to the Members. However, as set out in PART 2, CISV International will seek to have one annual discussion and voting cycle in order to provide an effective system which takes into consideration the complexity of the discussion and voting process for all involved. Please see PART 2 for the annual motion discussion and submission process. Anyone wishing to put a matter to the Members should make best efforts to ensure that this process is followed.

In Global Conference years, any motions will be voted on at the General Meeting to be held at the Conference. In non-Global Conference years, voting will be done virtually. The discussion and submission process set out in PART 2 stays the same, whether there is a Global Conference or not that year.

5.2 Voting Outside of General Meetings

The rules for voting outside of General Meetings are slightly different from those that apply to General Meetings. To some extent it is open to organizations to determine many of their own rules for General Meetings. The basics are usually outlined in the Articles. However in the case of voting outside or General Meetings, English Companies Law sets out some specific requirements.

While any number of electronic media as well as traditional post can be used, the matter put to the Members is called a **Written Resolution**. Use of Written Resolutions is as valid as decisions at a General Meeting. (Articles 12.9, 12.12)

5.3 Timing and Notice

Voting must be open for 28 full days.

Generally speaking, there are no formal notice requirements other than sending the material at least 28 days before the closing date of voting. Members will, therefore, have time to consider and vote and can cast their votes at any time during the voting period.

ACTIONS AND TIMELINE	Approx. Duration	Number of days	Day	Example Dates
<p>Voting Window for Non-Global Conference Years</p> <ul style="list-style-type: none"> International Office Staff will send notice to Members and open the voting process Voting window open for the month of July <p>In non-Global Conference years this voting window will overlap with Governing Board elections. Although Elections have their own procedures and voting system, Members will be able to consider and vote on both motions and Board candidates at some point during this window.</p> <p>In Global Conference Years, voting will take place at the General Meeting held during the Conference. (See Part 3)</p>	1 month	31	98-128	Jul 01 - 31

5.4 Quorum

Unlike General Meetings, there is no specific quorum. All Members are deemed to be “present” as all of them have the time and opportunity to vote.

5.5 Proxies

Unlike General Meetings, there is no provision for proxies. All Members are deemed to be “present” as all of them have the time and opportunity to vote.

5.6 Abstentions

At General Meetings, those who do not wish to take a position have the right to abstain. Abstentions are not counted in the calculation of the votes at General Meetings.

With a Written Resolution, a Member always has the option not to respond/vote. However, because all Members are deemed to be present, if a Member chooses not to vote, they are still counted and this effectively functions as a “no” vote in the calculations.

5.7 Voting Majorities Required

At a General Meeting, the majorities required for a matter to pass (be they simple, 2/3 or 3/4) are majorities of those Members present and voting.

With a Written Resolution, the majorities required for a matter to pass (be they simple, 2/3 or 3/4) are majorities of all Members, whether they vote or not.

5.8 Results

The Governing Board will announce whether or not the matter passes in a timely manner, once voting has closed.

5.9 General Provision

Any parliamentary question not covered in this document or the Articles shall be ruled on by the Chair of the Board. However, the Board is encouraged to appoint qualified persons able to fulfil a form of Parliamentary role outside of General Meetings when relevant questions arise. The Board may then call on these people for advice, but the Board would have the final say on the matter. The Board and Secretary General may also seek legal advice where necessary.

PART 6 BRINGING A MATTER TO THE GOVERNING BOARD

The Members may, at any time, bring a matter to the Governing Board for consideration and/or decision.

6.1 Asking the Board to Consider a Matter

The Governing Board must acknowledge receipt of any such matter within two weeks and must consider the matter and provide a response in a timely manner.

If the matter is requesting that the Board take specific action, it must be seconded (presented by at least two Members). It is recommended that it be submitted on the official CISV International Motion Form, which is designed to ask for and present relevant information for any Board decision. (See above in Part 1 on making motions and what information to include).

6.2 Board Meetings

Note that in-person Board Meetings, with the exception of closed sessions that address sensitive matters, are open to all Members, should they wish to attend in order to observe.

The Board will keep Members informed about key meeting discussions and decisions.

In the case of virtual meetings, the Board will seek to enable Members to access the software to observe if they wish.

The Board will make minutes of its meetings available so that Members will know what topics are under consideration.
