R&R Syria AISBL
INTERNAL RULES OF PROCEDURE

As adopted by the Board of Directors on 8 February 2013
As amended by the Board of Directors on 5 September 2013 and 1 May 2015

Rule 1
[Definitions]

§1.1 These Internal Rules of Procedure shall govern the daily management of the international non-profit association "Relief & Reconciliation for Syria AISBL", referred to hereafter as "the Association", in conformity with its adopted Statutes and with Belgian law.

§1.2 In these Internal Rules of Procedure,

"Annual Budget" means the provisional annual budget of the Association in its whole, including the budgets of all Committees or National Chapters.

"Board" means the Board of Directors ("*conseil d'administration"*) of the Association as defined in Art. 15 of its Statutes.

"Board Meeting" means an official meeting of the Board of the Association that is convened according to its Statutes and these Internal Rules of Procedure.

"Centre of Activities" means an immovable facility that is serving as main hub for the activities of the Association in a Country of Operations, as defined in these Internal Rules of Procedure.

"Chairman" means the chairman ("*président*") of the Association who is elected among its Board Members according to Art. 17 of its Statutes.

"Chief Executive Officer" means the chief executive officer of the Association as defined in these Internal Rules of Procedure.

"Chief Financial Officer" means the chief financial officer of the Association as defined in these Internal Rules of Procedure.

"Chief Operations Officer" means the chief operations officer of the Association as defined in these Internal Rules of Procedure.

"Committee" means any committee constituted amongst the members of the Association according to Art. 16 of its Statutes and to these Internal Rules of Procedure.

"Core Staff" means the Chief Executive Officer, the Chief Financial Officer and the Chief Operations Officer of the Association, as defined in these Internal Rules of Procedure.

"Country Director" means a senior officer of the Association who is in charge of operations in a Country of Operations as defined in these Internal Rules of Procedure.

"Country of Operations" means a country designated by the Board of the Association as location of activities according to the Statutes of the Association and to these Internal Rules of Procedure.

"Delegate" means an individual person who has been mandated to represent the Association in financial operations according to Art. 18 of its Statutes and to these Internal Rules of Procedure.

"General Assembly" means the general assembly ("*assemblée générale*") of the Association according to Art. 11 of its Statutes that is constituted either as Ordinary General Assembly or as Extraordinary General Assembly.

"Member" means a member of the Association according to Art. 6 of its Statutes. There are three categories of Members: Governing Members (*"membres gouverneurs"*), Associate Members ("*membres adhérents*") and Honorary Members ("*membres d'honneur*").

"National Chapter" means a Committee of the Association within a specific country, as defined by these Internal Rules of Procedure. Special rules apply to those National Chapters that have obtained an own legal personality under their respective national law.

"Programme Lines" mean specific programmes for conducting the activities of the Association in a specific Country of Operations, as defined in these Internal Rules of Procedure.

"Project Budget" means a budget drawn for a specific project in cooperation with an external donor in a Country of Operations, as defined in these Internal Rules of Procedure.

"Secretary General" means the secretary general ("*secrétaire général*") of the Association who is elected among its Board Members according to Art. 17 of its Statutes.

"Statutes" mean the statutes ("*statutes*") of the Association as registered and published by the Belgian government.

"Treasurer" means the treasurer ("*trésorier*") of the Association who is elected among its Board Members according to Art. 17 of its Statutes.

§1.3 These Internal Rules of Procedure can be amended by a simple decision of the Board of the Association, under the condition that the proposed amendments are adopted in the exact wording as submitted concurrent with the invitation to the Board Meeting, one week in advance.

TITLE I: ADMINISTRATION OF MEMBERSHIP

Rule 2
[Application for membership]

§2.1 Candidate Members shall make a declaration in writing, or if appropriate, orally, that they will abide by the objectives of the Association, its philosophy and principles, and to all rules as defined or amended by the Association.

Rule 3
[Administration of members]

§3.1 The Secretary General holds the current register of all Members, Governing, Associate and Honorary. He or she is in charge of inviting all of them to General Assemblies, following a decision of the Board on the time and the place.

Rule 4
[Membership fees]

§4.1 Each Ordinary General Assembly defines the membership fees for the upcoming fiscal year.

§4.2 Students, unemployed, disabled or retired persons are subject to 20% of such membership fees if they produce a justification within one month upon written request by any Board Member.

§4.3 According to Art. 6 of the Statutes, Governing Member make a particular commitment to participate actively in the work of the Association. A non-payment of annual membership fees for more than a year can be considered as serious fault in the fulfilment of the obligations towards the Association and can lead to the exclusion or relegation of the Governing Member, according to the procedure detailed by the Statutes and these Internal Rules of Procedure.

Rule 5
[Termination of membership]

§5.1 Membership in the Association may be terminated under any of the circumstances stipulated in the Statutes of the Association, Title 2, Art. 9. A different procedure applies to the exclusion of Associate Members and to the exclusion of Governing Members or Honorary Members.

§5.2 Associate Members can be excluded from the Association by a decision of the Board for serious fault, after having heard the defence of the Member in question, or for non-payment of membership fees following the reminder procedure detailed below.

§5.3 In the case of non-payment of membership fees by an Associate Member in two consecutive years, the Secretary General has to send at least two separate reminders by letter, fax or email to the Member in question before he or she can be excluded. At least two weeks have to pass between the first and second reminder; the second reminder must make explicit reference to the possibility that the Associate Member may be excluded from the Association. If no payment of at least one annual membership fee is received by the Association within one month after the second reminder, the Board can exclude the Associate Member in question without further consultations.

§5.4 Governing Members and Honorary Members can be excluded from the Association by a decision of the General Assembly for serious fault, upon a proposal by the Board, which must have heard the defence of the Member in question. If the serious fault refers to a non-payment of membership fees, the Board may propose to the General Assembly to relegate the Governing Member in question firstly to the rank of an Associate Member.

§5.5 The definition of a serious fault according to Art. 9 of the Statutes lies within the discretion of the Board in respect of the following procedure. The Chairman or the Secretary General have to point out the fault to the Member in question by letter, fax or email, at least two weeks before the Board can endorse any act of exclusion of an Associate Members or any proposal for exclusion or relegation of a Governing Member or an Honorary Member. Furthermore, the Secretary General must invite the Member in question to make representations to the Board in a separate letter, fax or email, at least one week before the Board convenes. If the Member in question indicates that he or she is prevented from attending the meeting, the invitation shall be issued once again for the following Board Meeting. If the said Member does still not participate, the obligation to hear the matter can be considered as fulfilled.

Rule 6
[Executive Board]

§6.1 According to Art. 17 of its Statutes, the following directors will be elected as representatives of the Association by and within the Board: they are referred to as Executive Board:

a) The Chairman represents the Association at large towards any external person; he or she chairs its meetings and has the casting vote in the event of any tied vote; he or she defines the general lines of procedure in any matter that is not regulated by its Statutes, by the Internal Rules of Procedure or by any other decision of the General Assembly or the Board; he or she shall be responsible for ensuring that the policies adopted by the General Assembly or the Board are executed.
b) The Secretary General holds responsibility for the internal administration of the Association and for its external representation in all matters related to administrative acts, in accordance with the Statutes and the Internal Rules of Procedure; ; he or she represents the Board towards all staff members of the Association; he or she may represent the Association at large in absence and with the agreement of the Chairman; he or she shall ensure the preparation and submission of the Annual Report.
c) The Treasurer is responsible for the internal audit and the internal control of the Association; he or she may represent the Association at large in absence and with the agreement of the Chairman; he or she shall ensure the preparation and submission of the Annual Budget and the annual financial report.

TITLE II: MEETINGS AND DECISIONS

Rule 7
[General Assemblies]

§7.1 Concurrent with the convocation of a General Assembly, the Secretary General must produce a statement specifying the names and numbers of all Governing Members who have voting rights and have to be taken into account for the necessary quorum; objections to this list of Governing Members can be filed by any Governing Member until the opening of the sessions of the General Assembly. The General Assembly shall decide upon such an objection.

§7.2 Additionally to the requirements stipulated in Art. 12 of the Statutes relating to chairing a General Assembly, the General Assembly may choose to elect another chair at the beginning of its sessions, after they have been opened by the Chairman of the Board or the oldest member present, on a proposal of the opening chair and by open vote with simple majority.

§7.3 The Secretary General of the Association shall prepare the draft of the Annual Report on the activities and operations of the Association; this report shall include all pertinent and relevant financial data. The draft Annual Report shall be adopted by the Board of Directors before being submitted to the General Assembly for approval.

§7.4 Additionally to the requirements stipulated in Art. 12 of the Statutes relating to the agenda of a General Assembly, the Secretary General shall submit all regular reports or other important draft decisions to all Governing Members concurrent with the convocation by letter, fax or email. This applies in particular to the following reports or draft decisions:

a) the draft Annual Report as proposed by the Board of Directors;
b) the draft Annual Budget as proposed by the Board of Directors;
c) reports submitted by internal or external auditors;
d) any motion for amending the Statutes or dissolving the Association according to Art. 14 of the Statutes.

§7.5 Additionally to the provisions stipulated in Art. 13 of the Statutes, Governing Members who cannot attend a General Assembly in person may be represented by proxy to any other Governing Member. One Governing Member shall not be holding more than seven proxies representing other Governing Members in General Assembly.

§7.6 According to Art. 11 of the Statutes, decisions by the General Assembly shall only be taken on items included in the agenda submitted concurrent to its convocation. Motions shall be limited to:

a) proposals by the Board to be circulated at least one week before the Assembly;
b) or proposals made by at least one-fifth of Governing Members with full voting rights to be submitted at any time before or during the General Assembly.

Rule 8
[Board Meetings]

§8.1 Additionally to the requirements stipulated in Art.16 of the Statutes relating to venue, the Board of Directors may also meet via teleconference or chat, or any media specified by the Chairman or other inviting person if applicable. This does not apply to sessions of the General Assembly.

§8.2 The Core Staff of the Association, as defined by these Internal Rules of Procedure, has the right to attend every Board Meeting. The officers of the Core Staff shall only have voting rights if they are elected Members of the Board. Furthermore, the Chairman can decide to invite any other person, Member of the Association or not, to attend a Board Meeting, in parts or in total. The Board can revoke any such invitation at any moment by simple decision.

§8.3 Following the election of a new Board of Directors by the General Assembly, according to Art. 15 of the Statutes, the newly elected Board shall convene immediately after the closure or the adjournment of the General Assembly, without special convocation. The oldest elected Board Member present shall chair this constitutive meeting and shall proceed immediately to the election of a Chairman who then takes over the chair. If the quorum of at least half of all elected Board Members is not fulfilled in this constitutive meeting, no elections shall take place. In such a case, the Board Members present at the constitutive meeting shall nominate one of the Board Members present to convoke a new meeting according to Art. 19 of the Statutes.

§8.4 Additionally to the requirements stipulated in Art. 19 of the Statutes, the Board can also be convoked by a jointly signed letter of at least one-third of all elected Board Members, addressed to all other Board Members by letter, fax or email and respecting the terms of the Statutes and these Internal Rules of Procedure regarding the agenda and the meeting place and time.

§8.5 In the absence of the Chairman at a Board Meeting that has been convoked in conformity with the Statutes and these Internal Rules of Procedure, the Board may also be chaired by any other Board Member delegated to that effect by the Chairman in writing or by the oldest Board Member present if no delegation has been made and the quorum is fulfilled. The Chairman can resume the chair at any moment once he or she joins the Board Meeting in question.

§8.6 The chair of a Board Meeting can close a debate at any time by a point of order. Any other Board Member can contest that decision with a counter-motion that is submitted immediately to a vote, to be decided by simple majority. Any Board Member can suggest a point of order at any time that is either adopted by the chair or submitted to an immediate vote.

§8.7 All resolutions to be adopted in a Board Meeting have to be submitted by the Chairman to all Board Members as a motion concurrent with the invitation to the Board Meeting. The Board may amend these motions in its meeting, but it shall not take any resolution if no motion had been submitted concurrent to the invitation. Any other Board Member can also submit motions to the attention of the Board that can be adopted in its meeting if submitted at least one week ahead.

Rule 9
[Decision-making]

§9.1 In General Assembly, every vote is done by open hands if not stipulated otherwise. Elections have to be by secret ballot. The chair can be assisted by an electoral committee to be appointed by a simple decision of the Assembly in open vote.

§9.2 In Board Meeting, when an item has been put to vote, the chair should firstly try to reach a decision by consensus. Majority voting shall only be applied in the consecutive Board Meeting if no consensus can be reached or in a case of emergency that needs to be justified in writing by the Members of the Board adopting the motion. All votes in Board Meetings are open.

§9.3 The Board can decide to have a final vote on an item by written procedure following its meeting. An email is enough to express a vote, to be collected and archived by the Chairman and the Secretary General. The decision is adopted once the Chairman has received a number of positive votes by email that is equivalent to the absolute majority of all elected Board Members.

§9.4 Additionally to the requirements stipulated in the relevant provisions of the Statues relating to quorum, the quorum has to be assessed at the beginning of each convened meeting by the chair. If no quorum is attained, the meeting has to be adjourned as stipulated by the Statutes. During the meeting, the absolute majority of all cast votes is sufficient. Whether the quorum is continuously attained may be ascertained through roll call at any time during the meeting:

- **a)** at the request of one-fifth of all Governing Members in General Assembly;
- **b)** or at the request of one Board Member in Board Meeting.

Rule 10
[Minutes]

§10.1 In accordance with Arts. 13 and 19 of the Statutes, all meeting minutes are to be signed by the Chairman of the Association and kept by the Secretary General. Additionally:

- **a)** all draft minutes of General Assemblies shall be submitted by the Secretary General to all Board Members at least one month after the General Assembly took place; after approval by the Board, the minutes shall be signed by the Chairman;
- **b)** all minutes of Board Meetings shall be submitted to the next Board Meeting for approval, before being signed by the Chairman;
- **c)** following a point of order, the Board of Directors can decide to keep certain recordings of its meetings restricted to elected Board Members.

TITLE III: COMMITTEES AND NATIONAL CHAPTERS

Rule 11
[Investing Committees]

§11.1 The Board of Directors may establish Committees, either as standing committee or ad-hoc committee, and delimit their composition, mandate, scope and duration.

§11.2 Committee chairs are appointed by the Board amongst the Members of the Association. The appointment can be revoked at any moment.

Rule 12
[Internal organisation]

§12.1 Within the limits of its scope and mandate, each Committee can distribute responsibilities internally amongst Members of the Association.

§12.2 Each Committee can invite any external person to assist to its meetings. These persons shall have no voting power.

§12.3 Each Committee can define its internal rules of procedure in line with the Statutes, these Internal Rules of Procedure or any other rule or scope the Board has set in general or for a specific Committee. The Board must be notified of any such decision for approval.

§12.4 All decisions of each Committee have to be taken by consensus of all Members present at its meeting; they must be submitted to the Board one week in advance to the following Board Meeting and they must be approved by the Board to be legally binding for the Association at large.

§12.5 Any Member can address the Chairman or the Secretary General with any complaint about the internal functioning of a Committee. The Chairman or the Secretary General has to bring such a complaint to the attention of the Board, which shall take appropriate measures to address it.

Rule 13
[Investing National Chapters]

§13.1 The Board of Directors may establish National Chapters of the Association whenever and wherever more than three Members of the Association are living in one country; at least three of these Members shall have agreed to the establishment of such a National Chapter ahead of the decision by the Board.

§13.2 The decision to establish a National Chapter as a separate legal person under its specific national laws must be approved by the Board; the statutes and internal rules of procedure of such National Chapter must comply with the Statutes and the Internal Rules of Procedure of the Association. All members of such a National Chapter with its own legal personality must also be Members of the Association. Furthermore, the relationship between R&R Syria AISBL and the respective national association shall be defined by the statutes of this respective association and by a contract or memorandum of understanding between the Association and the respective national association if deemed necessary by the Board.

§13.3 In the case of an independent legal personality of a National Chapter, the National Chapter chairs shall be elected according to the statutes of such National Chapter. The Board must be notified of all elections. All elected chairs of such National Chapters must be Governing Members of the Association. The Board can decide to temporarily accept the election of a non-Governing Member until its next General Assembly. If the Board or the General Assembly refuses the status of Governing Member to the elected chair of such National Chapter, the Members that are part of this National Chapter are obliged to elect a new chair.

§13.4 National Chapters with an own legal personality under their respective national law remain integral part of the Association. If not stated otherwise, all Internal Rules of Procedures or other decisions by the organs of the Association are fully valid for such National Chapters. The Board can revoke the links with any such national association and oblige all Members to dissolve the national association or to resign from it.

§13.5 R&R Syria AISBL reserves all rights to the name "Relief & Reconciliation for Syria".

Rule 14
[National Chapter budget]

§14.1 Each National Chapter can only make financial commitments in compliance with the Statutes and with these Internal Rules of Procedure, particularly with regard to the respect of thresholds and accounting standards for the disbursement of funds.

§14.2 All revenue and expenditure of National Chapters with own legal personality has to be included into the financial records of the Association and has to obey its accountancy rules. The assets of National Chapters have to be considered assets of the Association. If national law obliges such a National Chapter to designate a legal successor within the respective country, the Board has to approve the choice of such an entity.

TITLE IV: BUDGET AND ACCOUNTANCY

Rule 15
[Delegates]

§15.1 In accordance with Art. 17 of the Statutes, the Board can delegate the daily management of the Association to one or several individuals, whether or not Members of the Board or of the General Assembly. The elected Chairman, Secretary General and Treasurer are de jure Delegates to the daily management and can make financial decisions as such.

§15.2 All chairs of National Chapters, whether appointed by the Board or elected according to these Internal Rules of Procedure, are authorised agents of the Secretary General to the daily management of the Association in their respective country; they can make financial decisions as such in the limits of funds available and in the limits of acts of daily management, as defined by these Internal Rules of Procedure, unless otherwise instructed by the Secretary General or the Board.

Rule 16
[Annual Budget and Project Budgets]

§16.1 A distinction has to be made between the Annual Budget of the Association and specific Project Budgets in its Countries of Operation. The Annual Budget is the main tool for planning the revenues and expenses of the Association throughout a fiscal year. Project Budgets are budget lines submitted to and agreed with an external donor for pursuing a specific project within a Country of Operations that may exceed the projections of the Annual Budget.

§16.2 Ahead of the annual Ordinary General Assembly, the Treasurer draws up the draft Annual Budget for the following year and submits the draft to the Board. The Board can amend the draft Annual Budget and submits a final draft to the Ordinary General Assembly for approval, concurrent with the convocation.

§16.3 The Annual Budget shall be as realistic as possible, based upon the experience of previous years and based upon clear objectives defined by the Executive Board for the upcoming year. The Annual Budget shall specify which expenditure is already authorised in the framework of a Programme Line, as specified by these Internal Rules of Procedure.

§16.4 Project Budgets are drawn up by the Country Director in a Country of Operations for raising funds from external donors, public or private, in pursuit of the objectives of the Association. The Chairman and the Treasurer of the Association must approve a Project Budget before it can be submitted to an external donor and before a contract engaging the Association can be signed. The Board must be informed at least one week each after the submission of a Project Budget to an external donor and after the signature of a contract in that regard.

§16.5 The projected expenditure of a Project Budget may exceed the budgetary authorisations of a Programme Line as long as the exceeding amount is covered by an external donor and as long as the activities foreseen in the Project Budget fall within the scope of activities foreseen in a Programme Line. If the own contribution of the Association, which is not covered by the external donor in question, is exceeding the budgetary authorisations of existing Programme Lines and the limit of €10,000 or 30% of the Annual Budget, the Board must authorise the Project Budget before the signature of a contract in that regard.

Rule 17
[Donations]

§17.1 All donations have to be accounted for. The Treasurer is responsible that every donor receives a signed receipt for his or her donation latest within the first quarter of the fiscal year following its occurrence if an address has been indicated to the Association by the donor. Every Member is compelled to indicate as quickly as possible any donation received in cash to the Treasurer and to transfer it to one of the Association's accounts.

§17.2 The amount of all donations received has to be published on the website of the Association, at least one month after the donation was received. Up to a threshold of €10,000, donors can wish to stay anonymous. All donations exceeding this amount have to be published with name.

§17.3 Every donation exceeding the amount of €30,000 has to be submitted to the Board for approval. If the Board decides that the acceptance of the donation might compromise the independence or the reputation of the Association, it shall be refunded to the donor without delay.

Prior to the Board meeting stating on the respective donation, the Treasurer shall establish contact with the donor and verify his or her identity and background.

Rule 18
[Expenditure]

§18.1 No expenditure can be contracted that is not necessary for achieving the objectives of the Association and that is not following the rules and procedures stipulated by the Statutes, these Internal Rules of Procedure or any other decision of the organs of the Association.

§18.2 The Association and its Delegates are obliged to respect the limits of its available funds and budgetary authorisations. Expenditure can only be approved and contracted within these limits. Any loans extending these limits need special approval of the Board.

§18.3 A distinction is to be made between indirect and direct project costs. Indirect project costs shall entail: administrative staff at the international headquarters and for the general administration of the Association, including the covering of communication and meeting costs. Direct project costs shall entail: all expenditure directly related to the execution of the Association's Programme Lines for relief and reconciliation services, including specialised personnel and all equipment and communication costs directed towards beneficiaries.

§18.4 All expenditure of Board Members contracted in the exercise of their duties has to be counted as indirect project costs. They are covered within the limits defined in the present Rules and subjected to prior approval according to the thresholds defined in the present Rules.

§18.5 The Association and its Delegates are obliged to do their utmost to limit all indirect costs to an amount of 10% of the overall Annual Budget.

§18.6 The Treasurer has to determine at least once per quarter of a year the amount of available funding. If any contract will extend the available funding, it has to be terminated at the earliest possible moment. The Board may exceptionally delay such a termination.

Rule 19
[Acts of daily management]

§19.1 Acts of daily management are defined as all financial decisions necessary for achieving the objectives and defined activities of the Association below a certain amount, as defined by these Internal Rules of Procedure. These acts can include the cover of transportation or accommodation costs, office equipment, computer software, administrative fees or any purchase of material or services necessary for the work of the Association. The Board can further limit or define the scope of these acts of daily management by a simple decision.

§19.2 Any act of daily management has to be according to principles of prudent spending. Within the limits of reasonable diligence, the delegates are obliged to choose the best available offer that is sufficient to fulfil its objective. Transportation and accommodation costs have to be as low as possible within the reasonable limits of their functionality.

§19.3 Any particular act of daily management or permanent contract for such an act cannot exceed an amount of €5,000. All sums beyond this amount have to be signed by two Board Members as stipulated in Art. 18 of the Statutes. All contracts exceeding the amount of €10,000 or 30% of the Annual Budget are submitted to a prior approval of the Board.

§19.4 Acts of daily management have to obey to the budgetary limits as defined by these Rules of Procedures. They have to be fully justified and accounted for in accordance with the law.

Rule 20
[Accountancy]

§20.1 The financial records of the Association have to be governed in accordance with Art. 21 of its Statutes and in conformity with the rules of practice applicable to Belgian accounting of international non-profit organisations.

§20.2 All expenditure has to be accounted for through a bill that includes the date, object of expenditure, name of issuing person and name of the contracting person. Small expenditure below €50 can be covered by a simple receipt and/or a declaration of honour of the contracting delegate, specifying the date and the exact purpose of the expenditure.

§20.3 All expenditure exceeding the limits of acts of daily management, as defined in these Internal Rules of Procedure, has to be accompanied by a voucher signed by at least two Board Members of the Association, according to Art. 18 of its Statutes.

§20.4 All expenditure has to be notified to the Treasurer or Chief Financial Officer of the Association latest two weeks after the end of a quarter of the year. In the case of accounts governed by a National Chapter with an own legal personality, the representative of the National Chapter in charge of accountancy shall also submit a bank statement or another written statement to the Treasurer or Chief Financial Officer of the Association latest two weeks after the end of a quarter of the year, specifying all operations and the sum of all assets at the closure of the quarter.

§20.5 All bills, vouchers and other receipts justifying expenditure have to be submitted to the Treasurer of the Association latest one month after the closure of the fiscal year. In the case of accounts governed by a National Chapter with an own legal personality, a copy or scan of the aforementioned means of verification is sufficient to fulfil this obligation. Within the following two months, the Treasurer has to prepare the financial records of the Association of the preceding year and the prospective Annual Budget for the new fiscal year. The Treasurer has to make these documents and all justifications available to the internal and external auditors.

Rule 21
[Auditors]

§21.1 In conformity with Belgian law, the Association may have to elect internal and external auditors. In accordance with Art. 11 of the Statutes, the General Assembly of the Association is in charge for the election of internal auditors if necessary. If the obligation for internal auditors occurs before the date of the next General Assembly, the Board will nominate them provisionally. Its decision has to be confirmed by the next General Assembly.

§21.2 If required by Belgian law or accountancy practice, the Board has the obligation to engage external auditors for an annual auditor's report.

TITLE V: OVERSIGHT OF PERSONNEL

Rule 22
[Core Staff and Country Directors]

§22.1 The Board may decide to engage employees or volunteers, whether they are Members of the Association or not; it may delegate the management of daily tasks to one or several of them in conformity with Art. 17 of the Statutes. In particular, the Board may employ one Chief Executive Officer with broadest delegated powers as well as one Chief Financial and one Chief Operations Manager. These staff members are referred to as Core Staff of the Association; their responsibilities and duties entail but are not limited to the following:

a) The Chief Executive Officer shall be responsible for the implementation of the strategy of the Association within the budget approved and timeframes set; he or she shall supervise the offices of the Association and chair the management team with the Chief Operating Officer and the Chief Financial Officer; he or she shall report to the Executive Board and to the Board of Directors.
b) The Chief Operating Officer shall be responsible for coordinating and directing the operations of the Association within its defined operational areas; he or she shall report to the Chief Executive Officer and to the Board of Directors.
c) The Chief Financial Officer shall be responsible for the financial support functions within the Association; he or she shall work together with the Treasurer and shall prepare all required reporting for approval and submission by the Treasurer; he or she shall report to the Chief Executive Officer and to the Board of Directors.

§22.2 Before starting operations or employing further staff, the Board has to nominate one Country Director for the respective Country of Operations. The Country Director will be a Delegate of the Association within the respective country and within the limits of these Internal Rules of Procedure. He or she can be Member of the Association and of its Board or not.

§22.3 Each Country Director responds to the Chief Operations and the Chief Executive Officer if available and ultimately to the Board of Directors, represented by the Secretary General.

Rule 23
[Selection of personnel]

§23.1 The selection of every Core Staff officer shall be confirmed by the Board, as well as the selection of every Country Director. The Board has to approve the opening of a call for applications for these positions and their terms of reference. The Board shall nominate one or several of its Members or of its Delegates to conduct the selection procedure.

§23.2 The Board has to approve the opening of a call for applications and the terms of reference of any other position that is exceeding a gross annual salary or compensation of more than €10,000 or of more than 30% of its Annual Budget if this position is not covered by the budgetary authorisations of an adopted Programme Line.

§23.3 Within the limits of the Statutes of the Association, of these Internal Rules of Procedure or of any other decision of the Board, the Chief Executive Officer can engage further staff members for the fulfilment of the objectives and duties of the Association, whether as employees, volunteers or service providers. Each Country Director may similarly employ additional staff members within the limits of his or her mandate.

Rule 24
[Code of conduct]

§24.1 All personnel is employed under the authority and in full respect of the applicable national law. Every staff member is obliged to fully respect the applicable laws of the country as well as its customs as far as compatible with international standards of fundamental human rights.

§24.2 As a code of conduct for all personnel of the Association, the Board shall adopt General Rules of Engagement, a General Security Policy and any other collection of rules it deems necessary for the fulfilment of its objectives and responsibilities, within the limits and under the authority of the law.

§24.3 Every Country Director shall submit a specific Staff Manual and a specific Security Protocol for the respective Country of Operations to the Board. The Board may request the elaboration of any other specific rules for each Country of Operations and/or for each field office of the Association.

§24.4 Every Country Director shall submit an annual report of the accomplishment of his or her duties to the Board. The Board can request a special report at any moment. In the case of a suspected serious violation of the objectives, rules or procedures of the Association, the Board can temporarily suspend the responsibility of a Core Staff Member, a Country Director or any other member of the personnel at any moment until further clarification

§24.5 The Board can invest any of its Members with the broadest powers to investigate and to temporarily administer all operations in a specific area or at large. Such a temporary mandate has to be renewed monthly by a decision of the Board.

§24.6 The Association shall apply best practices for assuring the personal safety and the well-being of all its personnel. Each Country Director has to establish a clear line of command within his or her mandate to take care of every staff member. He or she has to account for them to the Core Staff (if available) and ultimately to the Board, represented by its Secretary General. Ultimately, staff members may refer matters to the Board of Directors through the Secretary General.

§24.7 Each staff member is compelled to fully respect and implement the objective and the philosophy of the Association, as well as all its rules and procedures. The repeated violation of any of these or any other act against the spirit or the interests of the Association may be considered as serious fault and may invoke an immediate dissolution of any contract.

TITLE VI: PROGRAMMES AND OPERATIONS

Rule 25
[Programme Lines]

§25.1 In compliance with the objectives of the Association, the Board shall adopt General Rules of Engagement and shall define the Countries of Operations. Furthermore, the Board shall adopt specific Programmes Lines defining the exact scope of activities in each Country of Operations.

§25.2 Programme Lines may cover several years or be limited to specific operations. In any case, Programme Lines must entail specific budgetary authorisations that are considered as fulfilment of

the provisions of the Statutes and of these Internal Rules of Procedure with regard to the authorisation of expenditure by the Board. In case expenditure, which is not covered by an external donor within a specific Project Budget, exceeds the budgetary authorisations of a Programme Line by more than 20%, assessed on a quarterly basis, the Board has to be notified for approval.

§25.3 The Country Director in each Country of Operations can submit specific Project Budgets to the approval of the Chairman and the Treasurer, as specified in these Internal Rules of Procedure.

Rule 26
[Local operations]

§26.1 In every Country of Operations, the local Country Director bears the responsibility to identify possible locations for the establishment of Centres of Activity. Operations shall mainly take place in the environment of these Centres.

§26.2 Every Centre of Activity is managed in consensus with a local Steering Committee, composed of moral authorities of different local communities and groups, which shall entail local religious leaders and other representatives of civil society.

§26.3 Membership in these local Steering Committees is gained through an autonomous act of constitution and through the signature of a Peace Charter between the Association and the founding members of each Steering Committee. The Executive Board has to agree on the final text of each Peace Charter and shall delegate at least two of its Members to sign it.

§26.4 The local Steering Committee can define its own rules to manage its membership and its decision-making procedures. However, all new members of a local Steering Committee shall only be accepted as interlocutors for the Association if they sign the agreed Peace Charter.

§26.5 The Association will grant full access to the premises of its Centres of Activity to individual members of the local Steering Committee and will accept their collective supervision within the limits of its own objectives and rules, and within the limits of the agreed Programme Lines. In case of conflict over its interpretations, the Board might nominate special envoys to reach conciliation.

§26.6 All operations have to be conducted in full respect of the human dignity of every person and of his or her fundamental human rights.