



For: BeVolunteer Board of Directors

Subject: Review of BeVolunteer Statutes:
Terms of Reference

Document Version: Draft 2.2

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Date: February 2017

Action Required: Approved by BoD 12.3.2017

Review of Statutes - Terms of Reference

Contents

1	Purpose of Review	3
2	Background.....	3
3	Review Definition	3
3.1	Objectives.....	3
3.2	Scope	3
3.3	Output.....	4
3.4	Constraints	4
3.5	Interfaces.....	4
4	Approach.....	4
5	Timescale.....	4
6	Review Resources	5
7	Risks	5
	Appendix A: Draft Risk Log.....	6

1. Purpose of Review

To examine holistically BeVolunteer's Statutes of Association, in order to ensure that these Statutes are clear and concise, and that they properly support and protect the democratic operation of BeWelcome in pursuit of its agreed aims and objectives.

2. Background

In November 2016, the BeVolunteer General Assembly agreed to '**give the mandate to the BoD to review the Statutes and adapt the Rules & Regulation according to our needs**'.

Inconsistencies and weaknesses had been identified in the current Statutes. The topics affected included membership categories, membership termination, voting quorums and calculating majorities. The French Statutes have had amendments in English and the whole document has been translated, perhaps more than once. At times, part amendments have been made without ensuring consistency across the whole document. In addition, it appears that the statutes were based on another document which a) already contained amendments and b) had already been subject to translations.

An association's Statutes set out the association's governance and that governance is in place to enable the association to achieve its objectives. As currently amended, however, the BV Statutes have insufficient clarity with regard to governance. This gives rise to differing interpretations, and sometimes disputes, about roles, responsibilities, authority and decision-making powers.

The Statutes should set the basic parameters, with detail being fleshed out in the Rules & Regulations. The R&R are more flexible and easier to amend - but must conform to the Statutes. The Statutes themselves are difficult to amend, requiring a specific (high) percentage of voting members to approve any change. This is normally a 'good thing' as the Statutes protect the association's governance and should seldom (ideally never) need amendment.

At present, though, sections of the Statutes contain detailed provisions that should really be in the R&R. At the same time, other matters are not dealt with at all except in the R&R. Worse still, the details in the Statutes and in the R&R sometimes conflict. Once any review proposals with regard to the Statutes have been agreed, therefore, a thorough review/revision of the Rules & Regulations will be necessary.

3. Review Definition

3.1 Objectives

The objective of the Review is [to develop a set of Statutes for BV](#) that (i) are clear and concise, (ii) match the agreed aims, (iii) fulfil the requirements of the regulatory authorities, and (iv), together with the R&R, support the association's method of operation; and to present these proposals to a future GA/eGA for approval.

3.2 Scope

The Review will look at:

- a. The options available for standard templates of statutes for similar French-registered associations.
- b. Any non-standard additions and amendments needed to reflect BV's particular method of operation.
- c. The statutes required to ensure proper democratic governance of BV's organisational structure.
- d. The Rules & Regulations necessary to support these statutes.
- e. The text necessary for statutes and R&R, both to ensure clarity for members and legal acceptance by the (French) regulatory authorities.

Note: This review has no remit to propose a change to the basic organisational form of BeVolunteer, as a non-profit association registered in France. (If any such option should emerge from review discussions, it would require a separate process of decision making and a fresh General Assembly mandate.)

3.3 Output

The Review is intended to produce a report for the BoD setting out conclusions and identifying options for change to be proposed to a future GA/eGA. In practice, the ultimate output should be new draft BV Statutes, suitable for registration, for presentation to a GA/eGA for approval, together with a new/revised copy of the Rules & Regulations.

3.4 Constraints

The main constraints on the review are time and resources.

3.5 Interfaces

There are currently no other formal BV reviews that may overlap with the Review of BV Statutes.

4. Approach

In preparation for the review, it is intended to obtain a template (possibly templates) for statutes used by French associations. This will enable the BV Statutes to be looked at from scratch, instead of continually patching and revising previous revisions. In outline, the process should be one of comparing what is specific to BV with what exists in the standard model, **and only making additions/amendments to the standard where these are necessary and/or justified.**

The BoD will receive regular updates through the BoD Review Sponsor (see below). In addition, interim reports will be provided as necessary and particularly if any issues arise that require specific discussion or interpretation. It is intended that the final draft should be checked by a lawyer or jurist with competency in this area of French law. A full report with proposals will be provided for approval by the BoD prior to submission to any GA/eGA.

5. Timescale

Preparation work for the review has already commenced. The aim is to have the review completed for voting on at the 2017 GA in November. Although this seems like a long time, it might prove to be insufficient. For instance, any proposed draft for

voting would need to be completed, agreed and circulated well in advance of the GA. Also, if aspects of any proposals need legal advice or discussion with the French regulatory authorities, this may impose a delay.

The priority for BeVolunteer is that the review should be thorough rather than rushed, so any timescales should be seen as targets only.

6. Review Resources

- a. The Review will be commissioned and overseen by the Board of Directors.
- b. The BoD will appoint a Review Sponsor to act on their behalf. (wind)
- c. The BoD will appoint a Review Co-ordinator to lead the review activities. (jointly mountx/polyglot)
- d. The BoD should consider whether it would be desirable for the Review to be supported by a 'reference group', perhaps consisting of members of the BoD, BV members, and other interested BW members.
- e. The BoD should note that the review could also require some financial resources (e.g. for the purchase of standard documentation or to obtain specialist legal advice). It is not possible to quantify this at the moment.

7. Risks

All identified risks will be captured in a Risk Log. (Initial rough draft included as Appendix A.)

Appendix A – Draft Risk Log

Ref No.	Description of Risk	Owner	Preventative actions	Risk level based on likelihood and impact		
				Impact	Likelihood	Total
	Lack of clarity/disagreement about the scope of the review	BoD	BoD adopt clear parameters from the outset.			
2	Insufficient resources to carry out review effectively.	mountx/polyglot	Monitor involvement in review group. Possible BoD action (appeals?)			
3	Irreconcilable differences in review group.	mountx/polyglot	As far as possible, include all views in range of options for BoD.			
4	Lack of support from BW/BV for any proposals.	BoD	Review responsibility ends at report production.			
5	Timescales for review are not met.	mountx/polyglot	Regular monitoring and reports to BoD			
6	Unable to implement agreed changes because of lack of resources or lack of BV support.	BoD	Review responsibility ends at report production.			