

Rules and Regulations

Wetlands International – European Association

Contents

0. Background	2
1. Naming the Association	2
2. Representing the Association	3
2.1 Power of Attorney.....	3
3. Functioning of the Board	3
4. Budget, annual accounts and audit	4
4.1 Preparation of draft budget.....	4
4.2 Budget consideration and adoption	4
4.3 Approval of annual accounts	4
5. Financial Management & Oversight	5
5.1 Bank account.....	5
5.2 Expenses.....	5
5.3 Procurement policy.....	6
5.4 Payment authorisation and execution.....	6
5.5 Record keeping	6
5.6 Budgetary analysis	6
6. Staff arrangements	6
6.1 Staff appraisals.....	7
6.2 Time sheets	7
Annex I: Bank account.....	8
Annex II: Procurement Policy.....	9
Annex A: Procurement Decision	11

0. Background

This document sets out the general rules of procedure or bylaws for Wetlands International – European Association (hereafter referred to as “the Association”), pursuant to Articles 10.2, 10.8 and 13.3 of the Articles of Association:

10.2 The Board members shall be appointed by the General Members Meeting according to the criteria specified in the bylaws. The General Members Meeting shall appoint a Chairman, a Secretary and a Treasurer from among the members of the Board. The Chairman, Secretary and Treasurer will together comprise the Executive Board.

10.8 The Board may draw up bylaws for its working procedure.

13.3 The General Members Meeting shall carry out the work assigned to it by these Articles of Association or any by-law adopted by the Association, and shall give recommendations to the Board whenever the Board so requests or when the General Members Meeting deems this advisable.

The Rules and Regulations set out in this document will be valid for a period of 6 months. After this initial implementation period, they will be reviewed and, if necessary, amended.

1. Naming the Association

Wetlands International – European Association is part of the Wetlands International global network. As per the Global Network Partnership Agreement, Wetlands International allows the Association to make use of its registered trade name Wetlands International and logo, consistently and without alteration.

Guidance on correct use of the brand name and logo can be found in the ‘Wetlands International Brand management guideline’, and is summarised as follows:

- We always use our full name ‘**Wetlands International**’ in all countries where we work.
- We **do not** use abbreviations in external and internal communication and never for official documentation. Never use the following: Wetlands, WI, WISA, WIIP, WIA etc. and even avoid them in internal communication.
- On our stationary we refer to a country or regional office as Wetlands International Mali or Wetlands International South Asia. See letterheads and business cards.
- When quoting a colleague in a news item or press release we write “*NAME OF PERSON from Wetlands International stated...*”. It does not matter whether it is a colleague from China, Kenya or Argentina. Of course you can always use the job title, for example “*XX, Programme Manager from Wetlands International stated...*”. If for some reason it is really necessary to make clear that the colleague is working in a specific country – say Malaysia - then we quote him/her as follows “*XX from the Wetlands International office in Malaysia stated...*”.
- When mentioning achievements, they are achievements of Wetlands International, not a particular office.

The Association will therefore be referred to by its full name “Wetlands International – European Association” in all official documentation and communication, and when there is a need to specify that a certain context applies to the Association specifically and not to Wetlands International as a global organisation.

In external communications, the name “Wetlands International” will be used.

2. Representing the Association

Article 12 of the Articles of Association specifies that:

12.1 The Association shall be represented by the Board unless the law provides otherwise.

12.2 The power to represent the Association shall in addition be vested in the Chairman acting jointly with the Secretary and the Treasurer.

12.3 The Board may resolve to provide a power of attorney to one (1) or several Board members as well as other persons, either acting individually or jointly, to represent the Association within the limits of that power of attorney.

In all cases in which the Association has a conflict of interest with one (1) or several of its Board members, the General Members Meeting may appoint one (1) or several persons to represent the Association.

2.1 Power of Attorney

In accordance with Article 12.3, the Board has conferred powers of attorney to the European Programme Manager, “to represent the Executive Board, to receive all correspondence, sign employment contracts, negotiate agreements for meeting venues, pay invoices up to a maximum amount of € 10.000 jointly with Mr Frans van Es, controller of Wetlands International Foundation, and to do everything considered necessary or useful, with the right of substitution, with a view to, but not limited to implementing the work programme of Wetlands International – European Association in accordance with the budget submitted to the 2014 LIFE NGO Operating Grant”.

Due to the specific reference to the 2014 work programme, the Power of Attorney will have to be reviewed/renewed in 2015.

3. Functioning of the Board

The Board meets regularly, and at least 4 times a year.

Ordinary Board meetings are called by the Chair, or by the Programme Manager upon request of the Chair.

Any Board member may request the organisation of an extraordinary Board meeting.

The Board may decide to invite other members of the Association to attend Board meetings.

Notes of each meeting will be kept and circulated to all participants. These records shall be kept for at least 5 years.

4. Budget, annual accounts and audit

The Association's financial year is the calendar year, meaning that it runs from the 1st of January to the 31st of December (Art. 16.1 of the Articles of Association).

4.1 Preparation of draft budget

The Board is entrusted with the management of the Association (Article 11.1 of the Articles of Association). Therefore, the Board is responsible for preparing, and the Treasurer for presenting, to the General Members Meeting (GMM) a budget for the organisation for the following year.

The preparation of the budget by the Board will be done on the basis of a draft budget prepared by the Programme Manager in consultation with other Wetlands International staff as appropriate.

The budget must be consistent with the work programme of the organisation. If the budget is insufficient to cover all proposed work then the work programme must be amended accordingly.

4.2 Budget consideration and adoption

A provisional budget, including a clear distinction between secured and prospective sources of funding, must be submitted to the Board for initial scrutiny no less than 3 months before the start of the year in question. The provisional budget must then be submitted to the GMM for approval not less than two months before the start of the year in question (i.e., by the 31st of October for the financial year starting on the 1st of January).

The GMM must approve the budget before the start of the year in question.

4.3 Approval of annual accounts

Article 16.2 of the Articles of Association stipulates that *"the Board shall prepare annual accounts and an annual report in respect of that financial year"* within 6 months of the close of the Association's financial year.

Article 16.5 adds that the GMM *"shall instruct a chartered accountant [...] to audit the annual accounts prepared. If the General Meeting fails to do so, the Board shall be authorized and obliged to give the instruction"*.

The annual accounts and Board's report shall be produced on the basis of a proposal by the Programme Manager, in consultation with other Wetlands International staff as appropriate. The Board will submit the accounts to an independent auditor for auditing, in accordance with Dutch law and the specific requirements of donors.

Finally, Article 16.8 states that *"The adoption of the annual accounts and the Annual Report shall be done by the General Members Meeting. The adoption shall not serve to discharge the Board members from liability for their management conducted in the preceding financial year"*.

The Treasurer will present the annual accounts and the financial report of the Board to the GMM. The financial report must include detailed consideration of any significant deviations from the agreed budget. The Board must submit the annual accounts to the GMM within 6 months of the end of the year in question.

5. Financial Management & Oversight

5.1 Bank account

All income is paid into and all payments are made out of the Association's bank account (account details as at Annex I).

5.2 Expenses

The phrase "expenses" is used in this context to mean costs incurred by participant representatives or Association staff engaged on Association business; this includes travel, accommodation, subsistence costs while working away, communications costs (e.g., telephone, internet and postage costs), and consumables relating to the operation of the office (e.g., stationery, printer toners etc.).

The annual budget contains expense amounts specific to individual Association projects. The staff are responsible to the Programme Manager for ensuring that their expenditure does not exceed these budgeted amounts. Staff are required to undertake travel and other financial obligations in the most economical manner possible consistent with the efficient execution of their responsibilities.

All individual non-budgeted expenditures up to 1500 EUR have to be approved beforehand by the Programme Manager. All non-budgeted expenditure above 1500 EUR has to be approved by the Treasurer. Approval may be given by email.

Expenses are declared and claimed using the standard Wetlands International claim form. Invoices and receipts should be attached to a paper version, which must be signed and date stamped by the person incurring the expenses.

The Programme Manager is responsible for checking that the expenditure is consistent with the agreed budgets and that invoices and receipts are present; once this has been done the Programme Manager signs and date stamps the declaration and claim forms. When the Programme Manager is

the person incurring the expenses, or in her absence, then the Wetlands International Chief Operations Officer and/or the Wetlands International Controller perform these duties.

5.3 Procurement policy

In incurring expenses, the Association will apply the procedures outlined in the Procurement Policy, which is included as Annex II to this document.

5.4 Payment authorisation and execution

The Programme Manager is responsible for authorising payments consistent with the agreed budget. Where costs are outside of the budget the Programme Manager must consult with the Treasurer for approval. If costs outside the budget will affect the end of year balance, members of the Board must be consulted for approval.

The execution of payments is undertaken by the Wetlands International Chief Operations Officer and/or the Wetlands International Controller, based on the signed authorisation of the Programme Manager.

No payments can be executed unless at least 2 people have scrutinised the expenses.

5.5 Record keeping

The Wetlands International Controller or any member of his Finance Team delegated by him is responsible for maintaining the book keeping system and a record of all income and expenditure (balance of accounts).

In the case of income, the Programme Manager is responsible for ensuring that the records include all related correspondence with funders, including applications and reports.

In the case of expenditure the record should include all invoices and receipts and all expenses declaration and claim forms (and associated invoices and receipts).

5.6 Budgetary analysis

At least twice a year the Programme Manager and the Controller should produce an interim analysis of income and expenditure, to be shared with the Board.

In particular the Programme Manager will use this opportunity to address issues that are likely to affect the ability of the organisation to meet its budgetary targets.

6. Staff arrangements

The Programme Manager is responsible for ensuring an appropriate level of staffing, commensurate with the budget and the commitments made to donors. The Programme Manager will seek the

assistance and counsel of the Board and/or other Wetlands International staff during any recruitment process. No staff is to be hired without the input of at least two people.

The Terms and Conditions applicable to the staff of Wetlands International Foundation also apply to the staff of Wetlands International – European Association.

6.1 Staff appraisals

A Performance Agreement is concluded between each staff member and the Programme Manager. Appraisal meetings take place at least twice a year: an interim appraisal and a final appraisal at the end of the year. Both meetings use the commonly agreed Performance Agreement as a basis for discussion. The outcomes of the appraisals affect career progression, as per the Wetlands International Terms and Conditions.

In the case of the Programme Manager's appraisal, the appraisal committee will consist of the Chair and at least one other member of the Board.

6.2 Time sheets

Staff are required to keep a record of the work they have undertaken and the hours worked, using the project administration system of Wetlands International (PSA). Time sheets must be provided at least on a monthly basis. The Programme Manager approves the time keeping records submitted by staff.

Annex I: Bank account

Wetlands International – European Association

Bank Account Details	
Account number	56.39.99.225
Name of account holder	Wetlands International – European Association
Address of account holder	P.O. Box 471, 6700 AL, Wageningen
Name of the bank:	ABN AMRO Bank
Address of bank:	P.O. Box 30, 3800 AA, Amersfoort
Country	The Netherlands
BIC or SWIFT code:	ABNANL2A
IBAN code (EU-countries)	NL85ABNA0563999225

Annex II: Procurement Policy

Wetlands International – European Association

General

Wetlands International – European Association's procurement policy is guided by social, ecological and economic considerations. As a matter of principle, preference will be given to those products and services that meet stringent ecological and social criteria. Wetlands International – European Association strives for the purchases of the best quality in relation to the best price.

The total budget of the organisation is approved by the General Members Meeting as per the Articles of Association, and managed by the Programme Manager under supervision of the Board, as per the Rules and Regulations.

The rules below explain under which circumstances a market research is required. The rules make a distinction between the purchase of goods and the contracting of services.

All invoices have to be addressed to Wetlands International – European Association. The Association does not have a VAT number.

Purchasing goods

Purchases up to 1.500 EUR

All purchases up to 1.500 EUR (excluding VAT) do not require a previous market research, as long as they are foreseen in the budget of the Association.

Purchases up to 1.500 EUR (excluding VAT) not included in the budget must be approved by the Programme Manager and require a minimum of 2 quotes.

Purchases above 1.500 EUR

All purchases above 1.500 EUR (excluding VAT) require at least 2 quotes, as long as they are foreseen in the budget of the Association.

Expenses above 1.500 EUR (excluding VAT) not included in the budget must be approved by the Treasurer and require a minimum of 3 quotes.

Contracting services

Contracts up to 5.000 EUR

All contracts up to 5.000 EUR (excluding VAT) do not require a market research, as long as they are foreseen in the budget of the Association.

Contracts up to 5.000 EUR (excluding VAT) not included in the budget must be approved by the Treasurer and require a minimum of 2 quotes.

Contracts above 5.000 EUR

In principle such contracts require a market search, requiring a minimum of 3 quotes.

Contracts above 5.000 EUR (excluding VAT) not included in the budget must be approved by the Treasurer and require a minimum of 3 quotes.

Contracts above 50.000 EUR

These contracts require a call for tender.

Exceptions

As a general rule, the Programme Manager may decide whether a call for tender and/or a market search can be waived on the basis of the following criteria:

- the nature of the job is so specific that only a certain service provider can perform / provide the job in the set time-frame; or
- the provider has been previously contracted by Wetlands International – European Association or the Wetlands International network and is recommended as offering the best price for the best quality.

The Programme Manager's decision will be motivated in writing and will be filed. In case a call for tender is needed, a minimum of 3 quotes is required. The quotes will be filed, together with the contract of the chosen provider or member organization. The template for the procurement decision can be found at Annex A.

Annex A: Procurement Decision

Wetlands International – European Association’s procurement policy is guided by social, ecological and economic considerations. As a matter of principle, **preference will be given to those products and services that meet stringent ecological and social criteria.**

	Purchases (goods)		Contracts (services)		
	Up to 1.500 EUR (excl. VAT)	Above 1.500 EUR (excl. VAT)	Up to 5.000 EUR (excl. VAT)	Above 5.000 EUR (excl. VAT)	Above 50.000 EUR (excl. VAT)
In budget	<ul style="list-style-type: none"> No market search 	<ul style="list-style-type: none"> 2 quotes Procurement sheet signed by Progr. Manager 	<ul style="list-style-type: none"> No market search 	<ul style="list-style-type: none"> 3 quotes Procurement sheet signed by Progr. Manager 	<ul style="list-style-type: none"> Public tender
Not in budget	<ul style="list-style-type: none"> 2 quotes Procurement sheet signed by Progr. Manager 	<ul style="list-style-type: none"> 3 quotes Procurement sheet signed by Treasurer (or email approval) 	<ul style="list-style-type: none"> 2 quotes Procurement sheet signed by Treasurer (or email approval) 	<ul style="list-style-type: none"> 3 quotes Procurement sheet signed by Treasurer (or email approval) 	

Subject	
Supplier	
One-off	
Permanent	
Period	
Price	-
Other suppliers contacted	-
Other quotes received	-
Decision	
Review	
Approved by	Vera Coelho, Programme Manager
Signature	
Date	