

Oxfam Canada

Rules and Procedures

*Approved by the Oxfam Canada Board of Directors
February 2013*

1. Introduction

- 1.1 The purpose of the Rules and Procedures is to document processes and rules governing internal matters of the Corporation that have been approved by the Board pursuant to and subject to the Canada Not-for-Profit Corporations Act, the Articles of Continuance and the By-Law.
- 1.2 The By-Law and the Rules and Procedures shall be available upon request to all members and shall be published on Oxfam Canada's website.

2. Membership

2.1 Membership rights include:

- (a) nominating, voting and standing as a candidate, provided the member is 18 years of age or older, for a position as director;
- (b) participating in meetings of members;
- (c) being consulted on changes to the By-Law and the Rules that affect the rights and responsibilities of members;
- (d) accessing information about Oxfam Canada policy and program activities;
- (e) contributing advice and making policy recommendations to the Board; and
- (f) moving motions and voting on all matters coming before meetings of members.

2.2 Membership responsibilities include:

- (a) subscribing to Oxfam Canada's mission, values, policies and programs and acting in accordance with them;
- (b) respecting the Code of Conduct for members and supporters
- (c) updating contact information as required; and
- (d) one or more of the following:
 - (i) participating in program, fundraising, campaign and advocacy activities;
 - (ii) donating to Oxfam;
 - (iii) encouraging increased support for Oxfam;
 - (iv) supporting the work of staff and partners;
 - (v) exercising voting rights.

- 2.3 The Corporation shall maintain an official Member Register that shall be used to certify membership.

3. Board

3.1 Board Meetings

- 3.1.1 The Board may meet in-person, or by teleconference, or by other electronic means, provided that:
- a) where possible two meetings of the Board each year shall be conducted on an 'in-person' basis;
 - b) meetings by teleconference have been approved by a resolution passed by the Board;
 - c) meetings by other electronic means have been approved by a resolution passed by the Board, such resolution to address the mechanics of holding such a meeting and dealing specifically with the procedures for establishing quorum, and recording votes.
- 3.1.2 Subject to the By-Law and these Rules and Procedures, in case of dispute about rules of procedure in a meeting, Roberts Rules of Order shall be followed.
- 3.1.3 Every question shall be decided by a show of hands unless a poll is required by the Chair of the meeting or demanded by any member present, provided that elections held under the By-Law shall be held by secret ballot.
- 3.1.4 At the request of the Chair or the Meeting, or by resolution of the Board, deliberations of the Board may be held *in camera*.
- 3.1.5 Any member may observe, but not vote at, a meeting of the Board. Any member may speak at a Board meeting with the permission of the Chair. The Board may, by resolution passed by a two-thirds majority of those present and entitled to vote, exclude members from the meeting.
- 3.1.6 Oxfam Canada staff will be invited to nominate a representative who will attend Board meetings as an observer, with voice but no vote.
- 3.1.7 Directors shall declare any potential conflict of interest in matters brought to the Board, including those conflict of interest matters that are set out in the Act and the Oxfam Canada Conflict of Interest Policy.

3.2 Elections of Officers, Committee Chairs and Committee Members

- 3.2.1 The Board shall determine a process to select its officers and committees at its first meeting.

4 Board Committees

- 4.1 As provided in Article 7 of the By-Law, the Board may create such committees as it deems appropriate.

4.2 Quorum for committees shall normally be one half of the eligible members of the committee.

4.3 Executive Committee

4.3.1 The Committee shall normally be composed of:

- (a) the Officers, including the Executive Director (non-voting);
- (b) no more than two chairs of standing committees.

4.3.2 The Committee shall:

- (a) plan agendas for the Board;
- (b) oversee and coordinate the work of the Board and its committees;
- (c) oversee implementation of the risk management policy, reviewing the risk registry and making recommendations as appropriate;
- (d) ensure the performance of the Executive Director is properly assessed and recommend compensation;
- (e) conduct the ordinary business of the Corporation between Board meetings and, in the event of an emergency, exercise full powers of the Board;
- (f) report to the Board on decisions and actions taken;
- (g) carry out other duties as assigned by the Board.

4.3.3 The Chair of the Board shall chair the Executive Committee, unless the Committee decides otherwise.

4.4 Finance and Audit Committee

4.4.1 The Committee shall normally be composed of:

- (a) the Treasurer, as Chair;
- (b) two additional Directors elected by the Board;
- (c) up to two additional members with financial expertise;
- (d) the Director of Organizational Services or his/her delegate (non-voting);
- (e) the Executive Director (non-voting);
- (f) the Chair (ex officio).

4.4.2 The Committee shall:

- (a) provide advice and make recommendations to the Board regarding policy related to the finances of the Corporation, including the annual budget;
- (b) recommend the appointment of the auditors;
- (c) review the audit plan and the audit findings and make appropriate recommendations to the Board;
- (b) monitor the financial health of the Corporation and report to the Board;
- (c) recommend investment guidelines for the Corporation to the Board and monitor their application;
- (d) ensure the Corporation has adequate financial policies in place;
- (e) monitor compliance with Board-approved financial policies;

(f) carry out other duties as assigned by the Board.

4.5 Policy Committee

4.5.1 The Committee shall normally be composed of:

- (a) a Committee chair elected by and from the Board;
- (b) up to two additional Directors elected by the Board;
- (c) up to two additional members with policy expertise;
- (d) a staff person designated by the Executive Director (non-voting);
- (e) the Executive Director (non-voting);
- (f) the Chair (ex officio).

4.5.2 The Committee shall:

- (a) identify policy priorities for consideration by the committee;
- (b) advise the Board and staff on the formulation of public policy positions and organizational policy as appropriate;
- (c) ensure policy positions are developed within the mandate, principles and priorities of Oxfam Canada and Oxfam International;
- (d) ensure the process for developing policy positions is open and transparent;
- (e) advise on processes of lobbying and advocacy in public policy discussions;
- (f) advise on the provision of input to Oxfam International policy development;
- (g) carry out other duties as assigned by the Board.

4.6 Public Engagement Committee

4.6.1. The Committee shall normally be composed of:

- (a) a Committee Chair elected by and from the Board;
- (b) two additional Directors elected by the Board;
- (c) up to four additional members with expertise in public engagement and fundraising;
- (d) a staff person designated by the Executive Director (non-voting); and
- (e) the Executive Director (non-voting);
- (f) the Chair (ex officio).

4.6.2 The Committee shall:

- (a) review public engagement, marketing and fundraising strategies and results;
- (b) make recommendations with respect to engagement of supporters – members, donors, volunteers and others;
- (c) ensure policies and systems for engaging and recognizing members, donors and volunteers are appropriate and implemented;
- (d) support staff in realizing objectives with respect to fundraising and outreach;
- (e) carry out other duties as assigned by the Board.

4.7 Program Committee

4.7.1 The Committee shall be constituted as a committee of the whole, composed of all members of the Board. The Vice-Chair of the Board shall normally serve as Committee Chair.

4.7.2 The Committee shall:

- (a) review and consider recommendations with respect to Oxfam Canada's program framework;
- (b) review and consider recommendations with respect to new program initiatives;
- (c) review major evaluations of Oxfam Canada's programming and consider recommendations for appropriate follow up; and
- (d) provide oversight to Oxfam Canada's program with a view to assessing risk and opportunities;
- (e) carry out other duties as assigned by the Board.

4.8 Governance Committee

4.8.1 The Committee shall normally be composed of:

- (a) a Committee Chair elected by and from the Board;
- (b) two additional Directors elected by the Board;
- (c) up to two additional members with expertise in governance;
- (d) the Executive Director (non-voting);
- (e) the Chair (ex officio).

4.8.2 The Committee shall:

- (a) make recommendations with respect to good governance;
- (b) enhance the capacity of the Board to perform its responsibilities;
- (c) recommend priorities to the Board for the election of Directors;
- (d) recruit and recommend the membership of the Nominating Committee;
- (e) recommend the schedule and process for elections in line with the By-Law and Rules and Procedures;
- (f) prepare a report to the Board on the electoral process including recommendations for reform as appropriate;
- (g) carry out other duties as assigned by the Board.

4.9 Nominating Committee

4.8.1 The Committee shall normally be composed of:

- (a) a Committee Chair who is not standing for re-election, elected by and from the Board;

- (b) at least one other Director who is not standing for election, or in the event this is not possible, at least one other member who is a former Director;
- (c) at least one member from each region who is not standing for election; and
- (d) the Executive Director (non-voting).

4.8.2 The Committee shall:

- (a) ensure, through personal declaration, that no member of the committee is in any potential conflict of interest or has a personal interest in any particular candidacy;
- (b) solicit nominations and vet candidates for the Board;
- (c) recommend a list of candidates for the post of Director in keeping with the provisions of the By-Law and the priorities identified by the Board;
- (d) verify additional nominations that may come forward;
- (e) oversee the voting process and the tabulation and reporting of results;
- (f) carry out other duties as assigned by the Board.

5. Regions

- 5.1 As provided in Article 4 of the By-Law, Oxfam Canada will recognize five or more regions.
- 5.2 There shall be at least one member normally resident in each of the regions on the Board and the Nominating Committee.
- 5.3 The Board shall ensure mechanisms are established to support engagement of Oxfam members and supporters at the regional level.

6. Oxfam Canada Groups

- 6.1 Oxfam Canada groups consist of at least five members who wish to work together within Oxfam Canada.
 - 6.1.1 Oxfam Canada groups shall:
 - (a) abide by Oxfam Canada's mission and values;
 - (b) work within the framework of policies and programs approved by the Board;
 - (c) recruit Oxfam Canada supporters – donors, volunteers and members;
 - (d) promote Oxfam policies and campaigns in support of global justice, including gender justice, and eradicating poverty in their constituencies and communities;
 - (e) maintain an active roster of at least five members and meet regularly;
 - (f) conduct financial transactions, if any, in accord with policies approved by the Corporation.
 - 6.1.2 Oxfam Canada groups shall not:
 - (a) maintain formal religious or political party affiliations;
 - (b) engage in or endorse illegal activity, including violence;

- (c) take a public position on behalf of Oxfam that is contrary to Oxfam policy;
- (d) speak publicly in such a way as to endanger Oxfam staff, programs or partners.

6.1.3 Oxfam Canada groups may:

- (a) plan and carry out activities in support of Oxfam Canada's program, including education, campaigning and advocacy;
- (b) raise funds and support fundraising efforts in accord with Board policy on fundraising in Oxfam's name;
- (c) influence Oxfam Canada policy and program direction;
- (d) represent themselves to other local groups;
- (e) nominate one or more candidates for participation in leadership teams at the local and regional level.

6.2 All Oxfam Canada groups shall be chartered under terms and conditions authorized by the Board.

6.3 Staff shall be responsible for maintaining up-to-date information on chartered groups, including contact information.

6.4 A Charter Register shall be maintained and made available to all members.

6.5 Termination of a charter shall occur when:

- (a) a group gives up its charter;
- (b) a group has failed to fulfill the terms of the charter;
- (c) a group is inactive for over one year.

6.6 Termination of a Charter will mean that the group in question will no longer be authorized to use the name "Oxfam Canada" or "Oxfam" or any version thereof, or to represent itself as part of Oxfam Canada.

7. Elections

7.1 The Board shall confirm the electoral schedule and process, including setting the deadlines for opening and closing of nominations, and the method for balloting, including the procedures for distribution and return of ballots.

7.2 The Board shall confirm the mandate of the Nominating Committee, delegating responsibility for soliciting, reviewing and recommending candidates, verifying nominations from the membership, and overseeing the tabulation and reporting of results.

7.3 Acting within the profile and priorities determined by the Board, the Nominating Committee shall ensure a diversity of gender, age, and cultural backgrounds as well as the required range of expertise and skills and shall recommend at least one candidate normally resident in each region among candidates for election as directors.

- 7.4 Candidates for the Board shall agree to respect the Code of Conduct for Board members.
- 7.5 The Nominating Committee shall approve the nomination form(s) to be distributed to all members. All nominations shall be received by the Nominating Committee and reviewed for their eligibility.
- 7.6 Any two members, excluding the nominee, can make a formal nomination using approved nomination forms.
- 7.7 There shall be at least 30 days between the distribution and return of ballots.
- 7.8 In case of a tie for a position, the Chair shall vote to break the tie.

8. Proxy Voting

- 8.1 With respect to the use of proxy votes, Oxfam Canada will be governed by the Act and its regulations. For ease of reference only, see appendix A.

9. Amendments and Notices

- 9.1 Members will be consulted on amendments to the Rules and Procedures that relate to members' rights and responsibilities.
- 9.2 All notices (and written requests) as required by the Rules and Procedures, unless otherwise specified in the By-Law or herein, may be given by e-mail, ordinary mail, or other reasonable method that is financially and technologically available.

Appendix A

Proxy Voting

With respect to the use of proxy votes:

- (a) a proxy is valid only at the meeting for which it is given or at a continuation of that meeting;
- (b) a member may revoke a proxy by confirming their intention to do so in writing no later than the end of the business day preceding the meeting or to the chairperson on the day of the meeting.
- (c) a person appointed by proxy must be a member.
- (d) a proxyholder or an alternate proxyholder has the same rights as the member by whom they were appointed, including the right to speak at a meeting of members, to vote by way of ballot at the meeting, to demand a ballot at the meeting and, except where a proxyholder or an alternate proxyholder has conflicting instructions from more than one member, to vote at the meeting by way of a show of hands;
- (e) if a form of proxy is created by a person other than the member, the form of proxy shall
 - (i) indicate, in bold-face type,
 - (A) the meeting at which it is to be used,
 - (B) that the member may appoint a proxyholder, other than a person designated in the form of proxy, to attend and act on their behalf at the meeting, and
 - (C) instructions on the manner in which the member may appoint the proxyholder,
 - (ii) contain a designated blank space for the date of the signature,
 - (iii) provide a means for the member to designate some other person as proxyholder, if the form of proxy designates a person as proxyholder,
 - (iv) provide a means for the member to specify that the membership registered in their name is to be voted for or against each matter, or group of related matters, identified in the notice of meeting, other than the appointment of a public accountant and the election of directors,
 - (v) provide a means for the member to specify that the membership registered in their name is to be voted or withheld from voting in respect of the appointment of a public accountant or the election of directors, and
 - (vi) state that the membership represented by the proxy is to be voted or withheld from voting, in accordance with the instructions of the member, on any ballot that may be called for and that, if the member specifies a choice under subparagraph (iv) or (v) with respect to any matter to be acted on, the membership is to be voted accordingly;
- (f) a form of proxy may include a statement that, when the proxy is signed, the member confers authority with respect to matters for which a choice is not provided in accordance with subparagraph (d)(iv) only if the form of proxy states, in bold-

face type, how the proxyholder is to vote the membership in respect of each matter or group of related matters;

- (g) if a form of proxy is sent in electronic form, the requirements that certain information be set out in bold-face type are satisfied if the information in question is set out in some other manner so as to draw the addressee's attention to the information; and
- (h) a form of proxy that, if signed, has the effect of conferring a discretionary authority in respect of amendments to matters identified in the notice of meeting or other matters that may properly come before the meeting must contain a specific statement to that effect.