

# Guidelines for Executive Board Elections

## Equinet Annual General Meeting 2023

### Preamble

This guide contains the **Elections Procedures for the Equinet Executive Board** as adopted in 2010 by the General Assembly of Equinet Members at their Annual General Meeting (AGM) 2010 and subsequently amended at AGM 2022.

The procedures have been designed to ensure that the **diversity** within the membership of Equinet (be it **geographical** or in **size** and scope of mandate) is reflected as much as possible at the level of its Executive Board.

Every second year, the general assembly of Equinet Members is called upon to renew the Executive Board of Equinet at the Annual General Meeting of that year. The Executive Board is generally composed of nine Members who are high-level representatives of National Equality Bodies that are Members of Equinet. Board Members are elected for a two-year mandate.

The Board is the highest governing body of the Network and is in charge of defining the general strategic direction of the Network as well as supervising the implementation of the proposed activities in collaboration with the Equinet Secretariat.

Board Members sit in their personal name on the Equinet Executive Board and not as representatives of their respective organisations.

For more information about the Equinet Board elections, please do not hesitate to contact the Equinet Secretariat (Yannick Godin, Senior Operations and Finance Manager – [Yannick.godin@equineteurope.org](mailto:Yannick.godin@equineteurope.org) / +32 2 212 31 82).



## Equinet Board Election Procedures

### 1. The number of Board members in the Equinet Executive Board

**1.1.** The Equinet Executive Board has nine members unless otherwise regulated in this document.

### 2. The geographical clusters

**2.1.** There are three geographical clusters of members for the Board elections.

#### Geographical Clusters for Board Elections

Cluster 1	Cluster 2	Cluster 3
Belgium	Austria	Albania
Denmark	Czech Republic	Bosnia and Herzegovina
France	Estonia	Bulgaria
UK - Great Britain	Finland	Croatia
Ireland	Georgia	Cyprus
Luxemburg	Germany	Greece
The Netherlands	Hungary	Italy
Norway	Latvia	Kosovo <sup>*1</sup>
UK - Northern Ireland	Lithuania	North Macedonia
Portugal	Moldova	Malta
Spain	Poland	Montenegro
Sweden	Romania	Serbia
	Slovakia	Slovenia

**2.2.** In case of an equality body joining the network from a country that is not listed in the above clusters, the Equinet Executive Board will decide in which cluster the country in question is to be grouped. This decision shall be made at the first meeting of the Equinet Executive Board after the AGM that ratified the membership.

**2.3.** An equal number of candidates are elected from each geographical cluster

---

<sup>\*1</sup>This designation is without prejudice to positions on status, and is in line with UNSCR 1244/1999 and the ICJ Opinion on the Kosovo declaration of independence.



## Number of candidates from each cluster

Cluster 1	Cluster 2	Cluster 3	Total
<b>3 Members</b>	<b>3 Members</b>	<b>3 Members</b>	<b>9 Members</b>

**2.4.** In accordance with the statutes, values, and objectives of Equinet, diversity in the broadest sense and gender balance within the composition of the Equinet Executive Board is strongly encouraged.

## 3. Nomination of candidates and requirements

**3.1.** Prior to the AGM, all effective members of Equinet are called to **nominate candidates** from their organisation for the nine positions of the EQUINET Executive Board, according to the following procedure and requirements:

- a) Each Equinet member has the right to nominate one candidate. Observers are neither allowed to nominate candidates nor to vote at the AGM. Organisations ratified as Equinet members at the AGM where the Board elections take place are not allowed to nominate a candidate for the Board but have the right to vote at the election of the Board Members.
- b) Nominated candidates shall be employees of the equality body (effective Equinet member) with a senior level of responsibilities in their respective organisation. As the language of the Board meetings is English, the candidates should also have a sufficient level of English.
- c) Prior to the AGM, Equinet members send their proposed candidacies to the Co-Directors of the Equinet Secretariat, using the form circulated for this purpose.
- d) Nominated candidates for Board Member positions must be present at the AGM, except only in case of *force majeure*.

## 4. Election of Board members

Board elections are held during the AGM according to the following procedure:

- 4.1.** Election of the Board members takes the form of a secret ballot at the AGM with one vote per effective member organisation represented. **Members vote for a total of nine candidates – three candidates from each geographical cluster.**
- 4.2.** Effective member organisations that are not represented at the AGM may delegate their vote to another member that is present (proxy voting).
- 4.3.** Board Members are elected from each cluster based on the number of votes received and within the boundaries of their geographical electoral cluster. No candidate can be elected as a Board Member without receiving a minimum of 5 votes.



- 4.4.** Board Members are elected for a two-year mandate.
- 4.5.** In case of an equal number of votes received by two or more candidates within one geographical cluster and if, due to the limits of their cluster, they may not all become members of the Board a new round of voting shall be organised for the candidates in question. However, if a co-national of one of these candidates is already voted in as a Board Member, the candidate shall not become a Member of the Board. In case the second vote is still not decisive, the decision shall be made on a random basis by the drawing of names.
- 4.6.** In case the number of candidates receiving a minimum of 5 votes in one or more geographical clusters is less than three, the candidate from any of the other clusters with the highest number of votes, reaching at least 5 votes, who did not get elected in their cluster will become Board member.
- 4.7.** If the total number of candidates receiving at least 5 votes cast is at least six but does not reach nine, the Board will be composed of these candidates. If the total number of candidates receiving at least 5 votes cast does not reach six, a new round of voting will be called at the same General Meeting.
- 4.8.** At their first meeting, the newly elected Board Members elect a Chair for Equinet for the same two-year mandate. The Chair must be one of the elected Board Members.
- 4.9.** A person can serve a maximum of three consecutive terms as a Board Member.

## 5. During the Board's mandate

- 5.1.** Board members shall be employees of the equality body (effective Equinet member) with a senior level of responsibilities in their respective organisation during the full length of their mandate. If this requirement is no longer fulfilled, their mandate will be automatically terminated.
- 5.2.** Board members are elected in their individual capacities. They should not be required to consult their own institution before voting or expressing views within Equinet's Board. In case of termination of their mandate, they shall not be automatically replaced or substituted by other employees of the same equality body.

## 6. Main responsibilities of the Board Members

- Continued and active involvement in the development and implementation of Equinet strategies and activities, overseeing the Equinet budget and the work of the Secretariat.
- Attending and actively participating in Board meetings. Each year, four Board meetings are organised in Brussels or other European cities.
- Attending and actively participating in Equinet Annual General Meetings (AGM)
- Actively participating in selected Equinet conferences, seminars, trainings and/or working group(s).



- Providing feedback on regular requests and consultations circulated by the Chair or Equinet Secretariat between Board meetings throughout the year.
  - Potentially representing Equinet and the interests of Equality Bodies at external events
  - Encouraging gender balance, geographical representation, and diversity in the broadest sense in all activities of the network
- 6.1.** If the mandate of a Board member terminates before the end of the term of the Board, the remaining Board members can temporarily appoint a substitute who will perform the mandate of the person she/he replaces. The substitute shall fulfil the criteria of article 3.1.b.



## Annex I – Extract of the Equinet Statutes

### ARTICLES 18 TO 27 (BOARD OF DIRECTORS)

#### TITLE V: Board of Directors

##### Article 18

The INFPA (International Not-For-Profit Association) is administrated by a board of directors made up of at least 6 members. The directors are elected by the general meeting for a two-year renewable mandate. The mandate of a director is an unpaid position.

The board of directors has all the powers of management and administration, subject to orders of reference from the general meeting. It can delegate the day-to-day management to one or more director(s), to the executive director, or to one or more employees whose powers it will set.

The directors are elected by the general meeting on the basis of a list of people designated by the effective members. Any effective member can propose candidates for nomination to the board of directors.

Their responsibilities will be terminated by death, resignation, civil incapacity, or by provisional administration, revocation, or expiry of the mandate. A director can be revoked by the general meeting if a two-thirds majority of the present or represented effective members rule thusly.

In the event of vacation during a mandate, the board of directors can temporarily appoint a substitute who will perform the mandate of the person he replaces.

All documents relating to the appointment or revocation of directors will be established in accordance with the law, will be deposited in the file in the name of the INFPA at the clerk's office in the competent commercial court, and published in the Appendices of the Moniteur Belge.

##### Article 19

The board of directors will choose a president from among its members for a period of two years. In the event of the absence or unavailability of the president, the board meetings will be chaired by a president elected by the members of the board of directors who are present.



## Article 20

The board of directors meets both in Belgium and abroad, at least once per annum, on convocation by the executive director, at the request of the president or a director. A written convocation, mentioning the place, day, and time of the meeting as well as its purpose, will be sent to the directors before each meeting. This convocation will be sent to the directors by letter, fax, or email.

The board of directors can only validly deliberate and act if half of its members are present or represented. If this quorum is not reached, the board of directors cannot deliberate or make a decision other than to provide for a vacant position or convene a general meeting.

A director, being unable to attend a board meeting, can be represented by another director provided that the president or the executive director has been warned. A director cannot however hold more than three proxy votes.

The resolutions of the board of directors are taken by a majority vote by show of hands by the directors who are present or represented. A meeting can be adjourned by a vote of two thirds of the directors who are present or represented and entitled to vote no item which could not have been discussed at the initial meeting will be considered at the adjourned meeting.

## Article 21

The board of directors has the power to carry out all actions which are necessary or pertinent to the realisation of the association's objective, with the exception of those that the law or the present statutes reserve for the general meeting.

In particular, the board of directors must:

- handle the candidatures of new members;
- advise, at his request, the secretary general on any issue designated by the same;
- invite the members to pay their contributions which will cover the expenses relating to the operation of the INFPA and other costs incurred by the INFPA in the realization of its objectives; this includes payment of contributions to other associations that the board of directors judges necessary for the interests of association;
- to create and name the sub-commissions and delegate the hypothetically achievable tasks and businesses to them in accordance with article 25 of these statutes;
  - to recruit and name the executive director and personnel of the INFPA and to set the terms and conditions of their employment.
- to establish the annual accounts for the previous accounting period as well as the budget for the following financial year.

## Article 22

The resolutions of the board of directors are recorded in a register signed by the president and the executive director and kept at the disposal of the members of the association. All copies or



extracts required for legal or other purposes are signed by the executive director or a director who can certify them as being true copies.

## **TITLE VI: Delegation of Powers**

### Article 23

The board of directors can delegate certain powers of the INFPA to sub-commissions made up of people who are considered capable of handling the activities of the INFPA in accordance with the conditions defined by the board of directors. The board of directors however reserves the right to make any decisions regarding documents that constitute a legal commitment for the association.

The board of directors appoints an executive director in accordance with the conditions to be defined by the board of directors. The board of directors has the power to revoke the executive director in accordance with its current mode of deliberation.

The executive director is responsible for convening the members of the general meeting and the board of directors and manages the INFPA within the framework of the day-to-day management. The board of directors will be able to delegate other powers to the executive director or other responsible people when it proves to be necessary in order to achieve the association's objectives.

### Article 24

The document which engages the association, other than those related to the day-to-day management, is signed, except for special delegations by the board of directors, by the president, and a director, who shall not have to submit proof of his authority to third parties.

### Article 25

Neither the directors nor the executive director incur any personal obligations as a result of their position and they are only responsible for the execution of their mandate.

### Article 26

Legal proceedings, either in terms of defending and pursuing, are filed or defended in the name of the INFPA by the board of directors represented by a director or the executive director.

### Article 27

The documents relating to the nomination, revocation, and suspension of the roles of the people entitled to represent the association, established in accordance with the law, are published in the Appendices of the Moniteur Belge and deposited in the file made up, in the name of the association, at the clerk's office of the relevant commercial court.

