



**The
International Federation
of Anti-Leprosy Associations
(‘ILEP’)

Bye-Laws**

Adopted on 31st March 2006
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The official reference text of the Bye-Laws is the English language version.

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*** Appendices One & Two are part of, and have the same force, as the Bye-Laws**

I HEAD OFFICE

1 Head Office

The Head Office of ILEP shall be based in Hammersmith at 234 Blythe Road, London, W14 0HJ.

Telephone number: + 44 (0)20 - 7602 6925 – E-mail: ilep@ilep.org.uk

II OBJECTS

2 Participation of Members

Members shall be committed to the Objects of ILEP and shall adhere to its rules and regulations. They shall seek to share expertise and resources and work within the co-ordination mechanisms of ILEP.

III MEMBERSHIP

3.1 Admission of new Members

Membership shall be open to organisations which are approved by the Board.

3.1.1 Any organisation applying for Membership of ILEP must include in its written application, the following information:

- a. Its exact address and date of foundation;
- b. Its Constitution (and legal status in its home country);
- c. Composition of its various management bodies (lists of members and technical advisers);
- d. The number of affiliated members or supporters;
- e. Audited accounts for the last two years;
- f. Details of programmes supported and of budget allocation.

3.1.2 The duly completed dossier must be sent to the General Secretary who shall examine it and certify that it complies with the regulations. It shall then be circulated to the Board to decide on the admission.

- a. The Board may only refuse an application for Membership if, acting reasonably and properly, they consider it to be in the best interests of ILEP to refuse the application.
- b. The Board must inform the applicant in writing of the reasons for the refusal within twenty-one days of the decision.
- c. The Board must consider any written representations the applicant may make about the decision. The Board's decision following any written representations must be notified to the applicant in writing, but shall be final.

3.1.3 Membership shall not be transferable to any other organisation.

3.1.4 The General Secretary shall maintain a register of Members.

3.2 Termination of Membership

3.2.1 Membership shall be terminated if:

- a. The organisation ceases to exist;
- b. The Member resigns by written notice to ILEP unless, after the resignation there would be less than two Members;
- c. Any sum due from the Member to ILEP is not paid in full within six months of it falling due;
- d. the Member is removed from Membership by a resolution of the Board that it is in the best interests of ILEP that their Membership be terminated. A resolution to remove a Member may only be passed if:
 - the Member has been given at least twenty-one days' notice in writing of the Board Meeting at which the resolution will be proposed and the reasons why it is to be proposed;
 - the Member's representative has been allowed to make representations to the meeting.

IV STRUCTURE AND ADMINISTRATION

4 The principle structures of ILEP shall be:

- a. the Board of Trustees;
- b. the Secretariat;
- c. the Technical Commission;
- d. Action Groups.

V BOARD

5.1 Purpose and Function

5.1.1 The purpose of the Board shall be to further the interests of ILEP in accordance with its charitable Objects.

5.1.2 Each Member shall appoint one person as a Trustee to the ILEP Board. Such appointment shall be made by written notice served on the General Secretary. A Member may terminate its appointment of a person as a Trustee by similar written notice.

5.1.3 The key tasks of the Trustees shall be:

- a. to take part in formulating, and regularly reviewing, the strategic aims of ILEP;
- b. to ensure that the policy and practices of ILEP are in keeping with its aims, vision and values;
- c. to ensure that ILEP functions within the legal and financial requirements of a charitable organisation and strives to achieve best practice; and
- d. to be familiar with, and keep under regular review, the ILEP Constitution and Bye-Laws.

- 5.1.4 Trustees shall be expected to take note of the Codes of Good Governance and Conduct for Trustees. (Appendices Three and Four).
- 5.1.5 The costs incurred by a Trustee shall be borne by the relevant Member.
- 5.2 Election of the ILEP President**
- 5.2.1 At the Board Meeting prior to that at which an election is to be held for President, the General Secretary shall invite all Trustees present to make nominations and shall invite Members where a Trustee was not present to make a nomination.
- 5.2.2 The deadline for receipt of nominations by the General Secretary shall be two months prior to the Board Meeting at which the election is to take place.
- 5.2.3 When making a nomination, a Member must ensure that the individual concerned is willing to stand, that the Member with which that person is linked is willing for her/him to stand, and that a Member is willing to incur the costs that the President will incur if he or she is elected.
- 5.2.4 Candidates must also know at least one of the languages of the Federation specified in the Constitution, and have the time to participate fully in the work of the Board.
- 5.3 The key tasks of the President shall be:
- a. to chair the Board Meetings and lead the Board in ensuring that it fulfils its responsibilities for the governance of ILEP;
 - b. to work in partnership with the General Secretary and oversee the adequate functioning of the Secretariat; and
 - c. to represent ILEP at international level.
- 5.4 The Board shall select one Trustee to be the Vice-President. This person shall chair meetings and otherwise stand in for the President as necessary.
- 5.5 Meetings of the Board shall be quorate if at least two-thirds of the Trustees are present throughout the meeting.
- 5.6 Any notice required by the Constitution to be given to or by any person must be:
- a. in writing; or
 - b. given using electronic communications.
- 5.7 Failure, accidentally, to give notice of a Meeting to any Trustee or Member shall not make the meeting unlawful.
- 5.8 The final agenda of the Board Meetings, including any Annual Report and Financial Statements and budgets, shall be sent to Trustees at least two weeks prior to the date of the Meeting.
- 5.8.1 Board Meetings requiring to be convened in an emergency may be so on a shorter notice period than that specified in Bye-Law 5.8. The notice period in these instances shall be no less than three days.

- 5.9 If the President dies or resigns, an election shall be held at the next Board Meeting for a new President to complete the term of office remaining. The new President elected in such circumstances may stand for re-election at the end of the initial term of office.
- 5.10 If a Trustee dies or resigns, a nominated deputy may stand in for him/her until such time as the relevant Member appoints a replacement.
- 5.11 **Disqualification and Removal of Trustees**
- 5.11.1 A Trustee shall cease to hold office if he or she:
- a. Is disqualified from acting as a trustee by virtue of section 72 of the Charities Act 1993 (or any statutory re-enactment or modification of that provision);
 - b. Ceases to be the appointed Trustee of the Member;
 - c. Becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs;
 - d. Resigns as Trustee by notice to ILEP (but only if at least the number of Trustees equal to one half of the Members will remain in office when the notice of resignation is to take effect); or
 - e. Is absent without permission of the Trustees from all their Board Meetings held within a period of twelve consecutive months and the Trustees resolve that his or her office be terminated;
 - f. Is the subject of a resolution passed by a two-thirds majority of the Trustees requesting an appointing Member to remove their appointee and appoint someone else.

VI ILEP SECRETARIAT

6 ILEP Secretariat

The Secretariat shall act as a Co-ordinating Bureau for ILEP. Its main function shall be to develop co-ordination tools and structures to optimise the work of Members and avoid duplication. Furthermore, the Secretariat shall organise ILEP meetings, co-ordinate the development of technical advice, facilitate the production and distribution of teaching materials for health workers and generally help Members to develop mutual support and co-operation.

6.1 General Secretary

6.1.1 The General Secretary shall be the Chief Executive Officer.

6.1.2 Key tasks of the General Secretary shall include:

- a. managing the staff, work plans and finances of the Secretariat;
- b. co-ordinating the development of ILEP policies and strategies under the authority of the Board;
- c. promoting advice available from ILEP on medical and social matters;
- d. promoting co-operation between Members, both at home and in the field, by strengthening co-ordination structures and mechanisms;
- e. acting as Secretary to the Board and Co-operation Meetings;

- f. representing the interests of ILEP and its Members including representing ILEP to outside agencies in order to promote action against leprosy.
- 6.1.3 The General Secretary shall be responsible for the selection, appointment, disciplining and dismissal of the staff of the Secretariat, keeping the President and other relevant persons informed. Where specific expertise is needed, professional external advice shall be sought.
- 6.1.4 The General Secretary and the staff employed by ILEP shall have the right to fair remuneration, as approved by the Board within the limits of the approved budget.

VII ILEP TECHNICAL COMMISSION

7 Functioning

- 7.1 The Technical Commission shall submit a yearly programme of activities, including details of meetings and publications, and regular progress reports to the Board. It shall also submit a yearly budget for its activities within the framework of the Secretariat's budget.
- 7.2 The ILEP Secretariat shall provide administrative support to the Technical Commission.
- 7.3 Members of the Technical Commission shall be supported by the ILEP Secretariat for travel and accommodation costs incurred in carrying out their Commission duties.
- 7.4 A Technical Forum, comprising technical advisers and representatives of the project departments of ILEP Members, may be convened at the initiative of the Technical Commission.
- 7.5 To establish a quorum in a meeting of the Technical Commission, four members must be present throughout the meeting.

7.6 Appointment of Members of the Technical Commission

- 7.6.1 At the Board Meeting prior to the appointment of a new Technical Commission, the Chairperson of the outgoing Commission shall recommend to the Board a list of leprosy-related disciplines and shall propose a distribution of the positions to be filled in the Technical Commission across the chosen disciplines.
- 7.6.2 At least four months prior to the appointment of the Technical Commission, the Secretariat shall invite Members to nominate candidates according to the agreed disciplines. ILEP Members shall be asked to indicate for each nominee, a first and a second choice of discipline.
- 7.6.3 Nominations shall be sought in time for the Board Meeting at which the appointment is to take place.

- 7.6.4 A consolidated list of candidates with their allocated disciplines shall be submitted to the Board for appointment in accordance with the Constitution.
- 7.6.5 The Board shall appoint a Technical Commission from the candidates nominated for a term of four years.
- 7.6.6 The Board shall appoint a chairperson for a term of four years. The responsibility of the chairperson shall be to ensure the functioning and permanent character of the Technical Commission and to represent the Technical Commission.
- 7.6.7 Should a vacancy occur within the Technical Commission, for whatever reason, the remaining members of the Technical Commission may co-opt someone to complete the term of office. Such co-options shall be undertaken in consultation with the Board.

7.7 Temporary Expert Groups

- 7.7.1 The Technical Commission may set up Temporary Expert Groups in agreement with the Board.
- 7.7.2 The chairperson of a Temporary Expert Group shall usually be a relevant expert of the Technical Commission.
- 7.7.3 Temporary Expert Groups shall meet as required and shall report to the Technical Commission for all their activities.
- 7.7.4 Whenever necessary, an ILEP Member may act as Co-ordinator for a Temporary Expert Group. This Member shall then be responsible for providing administrative support to the Group and for ensuring the financing of its activities. The appointment of a Temporary Expert Group Co-ordinator shall be subject to the same procedure as described in Bye-Law IX on Co-ordination of Activities.
- 7.7.5 Meetings and activities of a Temporary Expert Group without a Co-ordinator may be financed by the budget allocated to the Technical Commission.

VIII ACTION GROUPS

8 Role

- 8.1 Action Groups may be set up in order to accomplish a specific task relating to an issue affecting ILEP or of general interest to Members. They may be set up for the purposes of a single meeting, for a short-term study, or as an on-going resource.
- 8.2 When an Action Group is set up, the Board shall specify its terms of reference, appoint a chairperson for a maximum period of three years, and indicate an appropriate reporting procedure.

- 8.3 The General Secretary shall invite Members to participate in the Action Group. All Members shall be free to join or leave an Action Group as they wish and to send whom they wish to meetings of the Action Group. Action Groups lasting more than a single meeting, however, shall inform the General Secretary, who shall maintain a record of group membership, of their wish to join or leave and of the person(s) whom they are sending to meetings.
- 8.4 After a term of three years or in the event that the Chairperson of an Action Group resigns or leaves the Member with which he/she is associated, it shall be the responsibility of the Board to appoint a new Chairperson after consultation with participants in the Action Group and with the Member of the Chairperson who has ended his/her term in office or resigned. The Chairperson who has ended his/her term in office shall be eligible for re-appointment for one further mandate only.
- 8.5 The Board shall be responsible for ensuring the good functioning of the Action Groups and it shall review their progress annually. If an Action Group becomes inactive, the Board may either take steps to re-activate it or decide on its formal abolition.
- 8.6 For Action Groups involving only a single meeting, the Board shall determine how to ensure the necessary administrative and financial support. For ongoing Action Groups, the Action Group shall determine how best to ensure the support it needs, informing the Board. Such support may come from one or more participating Members or from the Secretariat.
- 8.7 The President, the Chairperson of the Technical Commission and the General Secretary or their nominees may participate ex-officio in all of the Action Groups.

IX CO-ORDINATION OF ACTIVITIES (see also Appendix One)

9 General

- 9.1 ILEP Co-ordination shall be an internal process. Only one Member may be appointed ILEP Co-ordinator for a given area or a given project, and as such shall represent the Members in that area or for that project.
- 9.2 Co-ordination, which may be financial, managerial, and/or operational, shall aim to avoid duplication and overlap and facilitate the adoption of common policies and synergy between ILEP Members.
- 9.3 Co-ordination shall not be seen as a means to achieve territorial or geographical control, but as a service to other Members. It shall be a proactive role that supports and promotes the work of all Members involved. Transparency of information, communication and willingness to collaborate shall constitute the essence of field co-ordination.
- 9.4 Difficulties arising between Members over Co-ordination shall be resolved privately between themselves. In cases where the Members concerned are unable to resolve the dispute themselves, the President or, if their Association

is involved, a neutral member of the Board, may appoint a Mediator and shall require the parties to co-operate with that person. If a resolution is still not achieved, the matter shall be put to a full Board Meeting for decision.

X FINANCES OF ILEP

10.1 Auditing or Independent Examination of Accounts

10.1.1 Auditing or independent examination of the accounts of the Secretariat shall be entrusted to an appropriately qualified firm.

10.2 Members' Contributions

10.2.1 Members shall contribute towards the budget of the Secretariat through an annual contribution, calculated on the basis of a quota system.

10.2.2 The scale used for the calculation of quotas may be reviewed by the Board.

XI EXTERNAL RELATIONSHIPS

11 General Principles

11.1 Members may only enter into commitments on their own behalf. They may not commit ILEP as a whole to any agreement or course of action, unless authorised to do so by the Board.

11.2 The Board shall be the only body that has the authority to commit ILEP to any agreement or course of action. It may, however, delegate this authority in specific instances to persons whom it selects for the purpose.

11.3 Guests and Observers

11.3.1 The Board may issue a standing invitation for an individual or organisation to attend some ILEP meetings.

11.4.2 The Board may invite to their Meetings, as observers with no voting rights, representatives of organisations interested in ILEP's activities and whose attendance is likely to lead to collaboration of some kind with ILEP.

11.3.3 The Chairpersons of the Board, the Technical Commission and the Action Groups may occasionally invite experts or specialists to attend their own meetings.

11.3.4 Guests may not attend any other meeting without a specific invitation.

Bye-Laws on Co-ordination

Contents

1. National Co-ordination
2. Co-ordination in Priority Countries
3. Project Co-ordination
4. Co-ordination of Combined and Integrated Programmes
5. Meetings for Co-ordination
6. Information for Co-ordination

1. National Co-ordination

- 1.1 For every country supported by Members, there should be a National Co-ordinator as far as is feasible.
- 1.2 National Co-ordinations shall be subject to the approval of the Board by a two-thirds majority vote.
- 1.3 It shall be the responsibility of the National Co-ordinator to ensure co-ordination, guarantee the flow of information and initiate co-operation between all partners, including the government.

To this effect, the National Co-ordinator shall:

- a. Give the Member Representative for the country a clear mandate and ensure that they are able to carry out their duties efficiently;
 - b. Propose an annual action plan in consultation with all partners;
 - c. Represent the interests of Members with other partners including the government;
 - d. Co-ordinate the involvement of Members in activities at national level;
 - e. Identify issues of common interest and concern for support;
 - f. Establish and maintain a channel of communication with partners for speedy dissemination of information and decision making;
 - g. Organise regular meetings of the Members for discussion of issues of common concern;
 - h. Promote and facilitate the distribution of ILEP teaching materials and technical advice to projects.
- 1.4 In highly endemic and/or large countries State/Province Co-ordinators may be appointed. The same rules of Co-ordination shall apply as for National Co-ordinations.

2 Co-ordination in Priority Countries

- 2.1 The Board may from time to time identify Priority Countries where Co-ordination needs to be enhanced.
- 2.2 Co-ordination in these areas shall be done on the following terms:

- a. Appointment of the Co-ordinator for a limited period (three-year mandate), with an evaluation after 2.5 years;
- b. Request for Co-ordination shall be supported by a dossier including the following elements:
 - Experience and achievements in the country;
 - Priorities in the work to be promoted;
 - Plans to strengthen co-operation between the government and non-governmental organisations;
 - Plans on formalisation of Co-operation;
 - Relations with international and national partners in the country;
 - Financial commitment in the country;
 - Details of the Member Representative in the country who will be chairing the Member Representatives' Meetings (curriculum vitae of the person in question);
 - Proposed job description of the Member Representative.
- c. At the end of the initial three-year mandate, the Co-ordinator may apply for renewal of the Co-ordination for a further mandate of three years. This request must be supported by a progress report, including indicators (as recommended by the Technical Commission), the evaluation report mentioned under 2.2a and future plans. Members may only apply for renewal once.

3 Project Co-ordination

- 3.1 Members may be recognised as 'Co-ordinator' for individual field, research or sectoral projects. In this context, Co-ordination involves:
 - a. facilitating the sharing of information about the project and its activities with other Members working in the region and with the National/Regional Co-ordinator;
 - b. ensuring the flow of the required information to the Secretariat; and
 - c. in cases of co-funding, co-ordinating the support of Members to the project.

4 Co-ordination of Combined or Integrated Programmes

- 4.1 Combined and integrated programmes involving health and rehabilitation services shall be part of the Co-ordination System in so far as they include people affected by leprosy. The same rules of Co-ordination shall apply as for leprosy-specific programmes.

5 Meetings for Co-operation

- 5.1 The international Co-operation Meetings shall represent for ILEP Members an essential means for the co-ordination of their activities.
- 5.2 The Secretariat shall consult Members in advance about the timing and topics for the programme of the Co-operation Meetings. However, the Board shall be responsible for drawing up the final programme.
- 5.3 The following types of meetings may be organised at the Co-operation Meetings:
 - a. Bilateral and Multilateral Discussions: to promote financial and

- operational co-operation among Members;
 - b. Action Groups: to prepare issues affecting ILEP as such or discuss general matters of common interest to Members.
 - c. Interface Meetings between the Technical Commission and Members to present and discuss technical issues.
- 5.4 Multilateral Discussions, Interface Meetings and Action Groups shall report to the Board.

6 Information for Co-ordination

- 6.1 Information is central to the process of Co-ordination and Members shall ensure that relevant and timely information on their activities is sent to the Secretariat.
- 6.2 In collaboration with the Technical Commission the Secretariat shall prepare standardised forms to be used by Members in the management of their projects: data collection, activity report and annual budget. These forms must be approved by Members within the framework of the Action Group on Co-ordination.
- 6.3 Statistics and financial compilations on Members' anti-leprosy activities shall be prepared annually by the Secretariat to provide an overview of ILEP and identify trends and gaps in Members' support.

Voting Procedures within ILEP

- Decisions of the Board on important questions shall be taken on the basis of a qualified two-thirds majority* of Board members. These questions shall be:
 - a. the election and expulsion of the President;
 - b. the entry of ILEP into official relationships with international groups or partnerships;
 - c. the nomination and expulsion of Members;
 - d. the expulsion of Trustees and of members of the Technical Commission;
 - e. the approval of national co-ordinations in priority countries as specified in the Bye-Laws;
 - f. the alterations to the Constitution and the Bye-Laws;
 - g. the dissolution of ILEP;
 - h. the mechanism for calculating Members' contributions.

* **“Two-thirds majority” in this context shall be taken to mean an *absolute* two-thirds majority. This means that two-thirds of the entire membership or more must agree to the proposition.**

- Decisions on other questions, shall be made by a simple majority** of Members present. These shall include:
 - a. the location of the ILEP Head Office;
 - b. the approval of the reports of the Federation;
 - c. the approval of the audited accounts of the Federation and its annual budget.

** **"Simple majority" shall mean that, of those who cast a vote for or against a proposition or candidate, more than half of the votes is necessary for election. NB. Abstentions and non-votes do not affect a simple majority process since they neither support nor oppose. They only affect an absolute majority.**

Voting procedures during ILEP Board Meetings

- Meetings of the Board shall not be valid unless two-thirds of the Trustees are present throughout the meeting.
- Elections and votes on important issues shall be by secret ballot and the results of the ballots shall be published.

Election of the President

A ballot on the basis of an absolute two-thirds majority shall be taken with each Member having one vote. The candidate who receives the highest number of votes and who has obtained the required majority shall be considered elected.

If after a maximum of two rounds of voting, the required majority has not been reached, the candidate with the fewest votes shall be eliminated. The process shall be repeated until an absolute two-thirds majority is reached.

In case of a tie or failing to obtain a two-thirds majority, the matter shall be referred back to the Board for appropriate action.

**Summary Code of Good Governance
(This is a code for the Voluntary and Community Sector extracted from
ACEVO, The Association of Chief Executives of Voluntary Organisations
in the United Kingdom)**

Principle One: Board Leadership

Every organisation should be led and controlled by an effective Board of Trustees which collectively ensures delivery of its objects, sets its strategic direction and upholds its values. The supporting principles are:

The role of the Board: Trustees have and must accept ultimate responsibility for directing the affairs of their organisation, ensuring it is solvent, well-run, and delivering the outcomes for which it has been set up.

Strategic direction: Trustees should focus on the strategic direction of their organisation, and avoid becoming involved in day-to-day operational decisions and matters (except in the case of small organisations with few or no staff). Where trustees do need to become involved in operational matters, they should separate their strategic and operational roles.

Principle Two: The Board in control

The trustees as a Board should collectively be responsible and accountable for ensuring and monitoring that the organisation is performing well, is solvent, and complies with all its obligations. The supporting principles are:

Compliance: The Board must ensure that the organisation complies with its own governing document, relevant laws, and the requirements of any regulatory bodies.

Internal controls: The Board should maintain and regularly review the organisation's system of internal controls, performance reporting, policies and procedures.

Prudence: The Board must act prudently to protect the assets and property of the organisation, and ensure that they are used to deliver the organisation's objectives.

Managing risk: The Board must regularly review the risks to which the organisation is subject, and take action to mitigate risks identified.

Equality and diversity: The Board should ensure that it upholds and applies the principles of equality and diversity, and that the organisation is fair and open to all sections of the community in all of its activities.

Principle Three: The high performance Board

The Board should have clear responsibilities and functions, and should compose and organise itself to discharge them effectively. The supporting principles are:

Trustee duties and responsibilities: Trustees should understand their duties and responsibilities and should have a statement defining them.

The effective Board: The Board should organise its work to ensure that it makes the most effective use of the time, skills and knowledge of trustees.

Information and advice: Trustees should ensure that they receive the advice and information they need in order to make good decisions.

Skills and experience: The trustees should have the diverse range of skills, experience and knowledge needed to run the organisation effectively.

Development and support: Trustees should ensure that they receive the necessary induction, training and ongoing support needed to discharge their duties.

The chief executive: The Board should make proper arrangements for the supervision, support, appraisal and remuneration of its chief executive.

Principle Four: Board review and renewal

The Board should periodically review its own and the organisation's effectiveness, and take any necessary steps to ensure that both continue to work well. The supporting principles are:

Performance appraisal: The Board should regularly review and assess its own performance, that of individual trustees, and of sub-committees, standing groups and other bodies.

Renewal and recruitment: The Board should have a strategy for its own renewal. Recruitment of new trustees should be open, and focused on creating a diverse and effective Board.

Review: The Board should periodically carry out strategic reviews of all aspects of the organisation's work, and use the results to inform positive change and innovation.

Principle Five: Board delegation

The Board should set out the functions of sub-committees, officers, the chief executive, other staff and agents in clear delegated authorities, and should monitor their performance. The supporting principles are:

Clarity of roles: The Board should define the roles and responsibilities of the chair and other honorary officers, in writing.

Effective delegation: The Board should ensure that staff, volunteers and agents have sufficient delegated authority to discharge their duties. All delegated authorities must have clear limits relating to budgetary and other matters.

Terms of reference: The Board should set clear terms of reference for sub-committees, standing groups, advisory panels, etc.

Monitoring: All delegated authorities must be subject to regular monitoring by the Board.

Principle Six: Board and trustee integrity

The Board and individual trustees should act according to high ethical standards, and ensure that conflicts of interest are properly dealt with. The supporting principles are:

No personal benefit: Trustees must not benefit from their position beyond what is allowed by the law and is in the interests of the organisation.

Dealing with conflicts of interest: Trustees should identify and promptly declare any actual or potential conflicts of interest affecting them.

Probity: There should be clear guidelines for receipt of gifts or hospitality by trustees.

Principle Seven: Board openness

The Board should be open, responsive and accountable to its users, beneficiaries, members, partners and others with an interest in its work. The supporting principles are:

Communication and consultation: Each organisation should identify those with a legitimate interest in its work (stakeholders), and ensure that there is a strategy for regular and effective communication with them about the organisation's achievements and work.

Openness and accountability: The Board should be open and accountable to stakeholders about its own work, and the governance of the organisation.

Stakeholder involvement: The Board should encourage and enable the engagement of key stakeholders, such as users and beneficiaries, in the organisation's planning and decision-making.

For more information, or to see the full Code, go to www.governanceub.org.uk

Code of Conduct for Trustees

General

1. Trustees will act with probity, due prudence and should take and consider professional advice on anything in which the Trustees do not have expertise themselves.
2. Trustees will administer the organisation and all its assets in the interest of current, potential and future stakeholders.
3. Trustees hold themselves accountable to the organisation's stakeholders for the Board's decisions, the performance of the Board and the performance of the organisation.
4. Except where legally authorised, Trustees must not gain financial or other material benefit for themselves, their families or their friends from their Trusteeship of ILEP. The Board should ensure there are clear written policies in claiming of expenses by Trustees.
5. Trustees will not place themselves under any financial or other obligation to outside individual organisations that might influence their performance of official duties.
6. Trustees will conduct themselves in a manner which enhances the reputation of the organisation. Where Trustees are aware of anything which could be damaging to the reputation of the organisation or to its staff individually or collectively this will be raised immediately with the Board and the General Secretary.
7. Trustees will make decisions together and take joint responsibility for them. The extent to which any one Trustee or a small group of Trustees is empowered to speak for or take action on behalf of ILEP or the Board must be a matter for all Trustees to decide together. Such decisions must be recorded.
8. Trustees accept that in fulfilling their role as a Trustee their responsibility must be solely to ILEP and they will focus the expertise they bring from other spheres of their lives for the benefit of ILEP.
9. Trustees are expected to work in a manner consistent with the principle of equal opportunities.

Responsibilities

10. Assisted by the General Secretary, Trustees will formulate and regularly review ILEP's vision, values, policies and long-term strategy.

11. Trustees will ensure that the organisation complies with statutory and regulatory requirements and will exercise overall control over ILEP's financial affairs - assisted by the General Secretary and other professional advisers, as necessary. In addition to compliance with statutory requirements, Trustees have a commitment to the development and implementation of good practice.
12. Trustees need to be familiar with, and keep under regular review, the rules and Constitution of ILEP. Any changes must be made in accordance with constitutional and legal requirements.
13. Trustees should endeavour to maintain links and keep in touch with ILEP through regular contacts or visits.

Board Meetings

14. Trustees are expected to attend all Board Meetings of which there are at least two a year.
15. A set of papers and an agenda is sent to all Trustees at least two weeks before each Board Meeting to allow time for these to be read in advance. Trustees are expected to prepare for and contribute appropriately and effectively to the Board Meetings.
16. Trustees should bring a fair and open minded view to all discussions of the Board and should ensure that all decisions are made in ILEP's best interests.
17. Trustees are expected to foresee and avoid any conflict of interest. Where one arises, a Trustee must at once declare the interest and if the Board requires it, to absent themselves from any discussion or vote taken on the matter. Any transaction under which the Trustee will benefit directly or indirectly must have proper legal authority.
18. Confidential information or material (relating to partner organisations, staff, donors, commercial business etc.) provided to or discussed at a Board Meeting must remain confidential and within the confines of the Board and must not be discussed outside the Board.
19. Trustees have a responsibility to ensure the maintenance of a properly constituted, balanced and competent Board, including clear procedures for selection, election, training, retirement and, if necessary, removal of Trustees and to ensure arrangements are followed for appointing any honorary officers.

Staff

20. Trustees must understand, accept and respect the difference in roles between the Board, the General Secretary and senior staff, ensuring that the honorary officers, the Board, the General Secretary, and the senior team work effectively and cohesively for the benefit of the organisation, and develop a mutually supportive and loyal relationship.
21. Policies and strategies agreed by Trustees should be expressed in unambiguous and practical terms, so that the General Secretary and staff responsible for

implementing those policies are clear what they need to do. Directions given to the General Secretary and the staff should come from the Board as a whole.

22. Trustees must ensure there is a clear understanding of the scope of authority delegated to the General Secretary.
23. Having given the General Secretary delegated authority, Trustees should be careful - individually and collectively - not to undermine it by word or action.
24. Trustees should act fairly and in accordance with good employment and equal opportunities principles in making decisions affecting the appointment, recruitment, professional development, appraisal, remuneration and discipline of the General Secretary and other staff.