

**ENDING THE SEXUAL
EXPLOITATION OF CHILDREN**

ECPAT INTERNATIONAL

GOVERNANCE DOCUMENTATION



CONSTITUTION

Based on the Charter of the Stichting (Foundation) ECPAT International, and on the text for a Constitution adopted by the ECPAT International General Assembly of September 1999 and all subsequent amendments formally adopted by the International Assembly, until June 2018.

MISSION STATEMENT

Recognising that every child is a person in his/her own right; entitled to all the rights set out in the UN Universal Declaration of Human Rights and in particular the specific provisions of the UN Convention on the Rights of the Child and other such international instruments;

Recognising also, that the commercial sexual exploitation of children is a serious global menace that takes many forms;

The vision of ECPAT International is to bring about the elimination of sexual exploitation of children, and to encourage the world community to ensure that children everywhere enjoy their fundamental rights free and secure from all forms of sexual exploitation.

1. MEMBERSHIP

1.1 ECPAT International is a Network comprised of Members.

1.2 A Member of ECPAT International may be recognised in any country upon acceptance by the Board of Trustees ('the Board').

1.3 Applications for membership shall be submitted through the International Secretariat to the Board, through whom they shall be submitted to the Credentials Sub-committee. This Sub-committee shall consider such applications against the criteria established by the International Assembly and submit its recommendations within 3 months of receipt of such applications to the Board.

The Board will, in turn, make a decision on such applications, and advise the applicant of acceptance or rejection.

A report of all such decisions shall be laid before the next International Assembly.

1.4

1.4.1 A Member can be ECPAT's sole representative in a country if it meets all of the following criteria:

- Commitment to the vision and Strategic Framework of ECPAT International;
- Has the capacity to operate on a national level; and
- Has a comprehensive understanding and capacity to address all of the manifestations of SEC.

1.4.1 If the Member does not meet all the criteria mentioned in 1.4.1, they shall:

- Actively seek out other Members in the country with whom to form a coalition, and/or
- Partner with organisations and other stakeholders that do not necessarily need to become a member of ECPAT.

1.5 The actions and work of Members shall be guided not only by the Mission Statement and the Charter and Constitution of ECPAT International, but also by the Policies and Organisational Guidelines formulated and decisions taken by the International Assembly and the recommendations of the Board.

1.6 All Members shall have a mechanism for ensuring that the voices and perspectives of children, especially those who are victims and survivors of sexual exploitation, shall be taken into account in their governance and decision making processes. Regional Members of the Board shall communicate the perspectives of children from their respective regions to the Board and the International Secretariat to ensure children's voices are reflected in all forums and platforms facilitated by ECPAT International

1.7

- 1.7.1 All Members are entitled to use the ECPAT International name and logo in accordance with the standards adopted by the International Assembly.
- 1.7.2 Under such standards, the Board shall decide the terms and conditions for use of the ECPAT International name and logo by a Member.
- 1.7.3 Any Member who ceases to be an ECPAT International member shall immediately cease to have the right to continue to use the ECPAT International name and logo, and any Member who does not comply with the standards, terms or conditions shall have the right to use of the ECPAT International name and logo be revoked.

1.8 A Member may terminate its membership of ECPAT International by means of a written notice addressed to the Board.

1.9

- 1.9.1 The Board may deprive a Member of membership in certain circumstances. Before so doing the member concerned shall be accorded an opportunity of being heard by the Board. (See under Disciplinary Procedures in Organisational Guidelines).
- 1.9.2 A Member shall have a right of appeal against a decision of the Board to the International Assembly at its next meeting. Membership shall remain suspended pending the hearing of any such appeal.

2. ORGANISATIONAL STRUCTURE

2.1 ECPAT International consists of the following bodies:

- A. The International Assembly
- B. The Board
- C. The International Secretariat

2.2 The International Assembly shall be the highest decision making body of ECPAT International. It shall lay down Policies and Organisational Guidelines by which the organisation shall be directed and controlled. It shall also adjudicate on specific issues that are incapable of resolution by the Board.

2.3 The International Assembly shall consist of representatives appointed by Members.

2.4 The International Assembly shall meet every three years at a venue and on a date/dates to be decided by the Board.

2.5

- 2.5.1 Ninety days' notice of an International Assembly shall be given to members by the Board.
- 2.5.2 meeting of the International Assembly shall be prepared by the International Secretariat under the direction of the Chair of the Board and shall take into account proposals from the membership.

2.6 Meetings of the International Assembly shall be conducted in accordance with the procedures established by the International Assembly and formalised in the By-laws.

The person presiding at such meeting shall be known as the Moderator, who shall be elected by the International Assembly on the nomination of the Board.

A Moderator so elected shall function as such at every extraordinary meeting of the International Assembly, if any, during the ensuing three-year period.

- 2.7 An extraordinary session of the International Assembly may be called either by the decision of the Board or at the written request of 25% of the total eligible voters.
- 2.8 A quorum shall consist of not less than one third of the total number of members entitled to vote.
- 2.9 The International Assembly may choose by a vote of simple majority to bestow the title of Honorary President (s) on an individual or individuals of eminence or other notoriety who are willing to collaborate with ECPAT International. The term of such a position shall be fixed by the International Assembly or remain in perpetuity. This person or persons will be entitled to participate in the International Assembly but without voting rights.
- 2.10
- 2.10.1 Every country with Members shall have the right to send two persons to the International Assembly.
- 2.10.2 Every country with Members shall have the right to two votes. Such votes may be exercised in person or by proxy.
- 2.10.3 In cases where there are more than two Members in a country, it is the responsibility of all Members to collectively appoint their official representatives to the International Assembly, or when a voting procedure is taking place.
- 2.11 Proxy votes shall be permitted other than for purposes of quorum defined in Article 2.8. However, no person shall carry and exercise more than four votes, including proxy votes.
- 2.12 Except as otherwise provided for in this Constitution, the International Assembly shall make its decisions by a simple majority of the votes cast. In the case of an equality of votes, the Moderator of the Assembly shall have a casting vote to enable her/him to decide the issue.

3. THE BOARD

- 3.1 The responsibility and authority for the implementation of all decisions of the International Assembly and the conduct of the general business of ECPAT International shall be that of the Board.
- 3.2 The Board shall submit a report every 12 months to all Members on the work of ECPAT International.
- 3.3
- 3.3.1 The Board shall consist of three officers and ten regional members who shall be elected by the International Assembly in accordance with the nomination and voting procedures outlined below (Article 3.7 et seq.).
- 3.3.2 The three officers shall be the Chair, Vice-Chair and Treasurer.
- 3.3.3 The ten regional members shall reside in the following regions: South Asia (1 representative), East Asia (1 representative), Central and Western Africa (1 representative), Southern and Eastern Africa (1 representative), Latin America (1 representative), North America (1 representative), Pacific (1 representative), Middle East and Northern Africa (1 representative), Western Europe (1 representative), and Eastern Europe and Central Asia (1 representative).
- 3.4 The Chair, Vice-Chair and Treasurer of the Board shall be elected by the International Assembly prior to the elections of the regional members.

3.5

- 3.5.1 All Board members shall hold office for a period of three years or until the next scheduled International Assembly.
- 3.5.2 In the event of ceasing to serve on the Board, the place of the member shall be filled in the manner hereinafter provided as in Article 3.6.1

3.6

- 3.6.1 Vacancies on the Board shall be filled by email/mail voting. Regional members shall be nominated and elected by their respective regions. The Chair, Vice-Chair and Treasurer, shall be nominated and elected from the entire membership.
- 3.6.2 When casual vacancies are filled in this manner, the successor will serve a period which shall be limited to the unexpired term of the person whose vacancy he/she has filled.

NOMINATION PROCEDURES

3.7 Nominations shall be made as follows:

- A. Regional members: nominations shall be made by two Members from within each respective region (i.e., Western Europe, Eastern Europe and Central Asia, North America, Latin America, Central and Western Africa, Southern and Eastern Africa, Pacific, South Asia, East Asia, and Middle East and Northern Africa) eligible to be represented at the International Assembly. One of those two Members must be established in a different country than the organisation of which the candidate is a member. In the case of a vacancy of nomination for one or more regions, the International Assembly will decide how to allocate the remaining seats.
- B. Officers: nominations shall be made by two Members eligible to be represented at the International Assembly. The nominations shall be based on the ability of the individual to fulfil the requirements of the office of Chair, Vice-Chair and Treasurer, respectively.

3.8 Nominations for election to the Board must reach the International Secretariat by email no later than 60 days before the opening of the International Assembly. Each nomination must be signed by an authorised person of the two nominating Members. A nomination shall not be made without the express consent of the person nominated.

3.9 A list of persons nominated as members of the Board shall be sent to all Members at the same time as the agenda for the International Assembly.

VOTING PROCEDURES

3.10 On a ballot of names for Chair, Vice-Chair and Treasurer the persons receiving the highest number of votes by the International Assembly as a whole shall be declared elected as Chair, Vice-Chair and Treasurer, respectively. Where there is an equality of votes a second ballot shall be held. Failing a definite result from the second ballot the procedure prescribed in Article 2.12 shall be followed.

3.11

- 3.11.1 On a regional ballot of names from each region, the persons receiving the highest number of votes by their respective region shall be declared elected for that region and to the Board. Where there is an equality of votes a second ballot should be held. Failing a definite result from the second ballot the procedure prescribed in Article 2.12 shall be followed.
- 3.11.2 Regional members shall be elected by their respective regions, after the elections of the Chair, Vice-Chair and Treasurer in the International Assembly.

3.12

- 3.12.1 The term of office of members of the Board shall be three years or the end of the next scheduled International Assembly, whichever is earlier.
- 3.12.2 Retiring Board members are, however, eligible for re-election, and if re-nominated may be elected for a further term of three years, except as provided in Article 3.12.3.
- 3.12.3 No person shall serve on the Board for a period of more than two full (three year) terms, excluding any short period of service as a replacement member.

3.13

- 3.13.1 The Board shall meet not less than once every twelve months.
- 3.13.2 The Chair may, and at the request of the majority of the Board, shall, summon additional meetings of the Board.
- 3.13.3 A quorum shall consist of five members of the Board.

3.14 Members of the Board who absent themselves from two consecutive meetings of the Board, other than for reasonable cause such as sickness, shall be deemed to have vacated their post, and shall be notified accordingly by the Chair. Vacancies so created shall be filled as described above (Article 3.5).

3.15 The agenda for the meetings of the Board shall be prepared by the International Secretariat under the direction of the Chair.

3.16 The Board may appoint Subcommittees for any purpose conducive to the effective discharge of its duties. Such Subcommittees may, if considered desirable, include non-members of the Board. Subcommittees so appointed shall report to the Board. Appointment, duties and regulations for Subcommittees should be in accordance with the By-laws.

4. POWERS, FUNCTIONS AND DUTIES

In addition to its powers under the Charter, the Board shall have the following specific powers, functions and duties:

4.1 Premises and Equipment:

To rent, lease, hire or to otherwise acquire in any place or territory such premises, buildings, equipment and facilities necessary in the ordinary course of business to conduct its affairs.

4.2 Staff:

- a. To engage, on the recommendation of the Executive Director, such persons as are deemed necessary to serve as employees or as consultants/ contractors in the International Secretariat;
- b. To determine their terms and conditions of service, including procedures for discipline and termination.

4.3 Finance:

- a. To open and operate bank accounts and deal with banks and similar institutions as necessary and appropriate in the course of conducting the business of ECPAT International;
- b. To receive all monies and debts due to ECPAT International, and to sue for all debts and claims incidental to the collection and preservation of finances and assets of the organisation;
- c. To cause proper financial records of all its transactions, including those of the International Secretariat, to be kept in accordance with internationally accepted procedures and standards of financial accounting and audit and in accordance with the By-laws on Financial Controls and Procedures;
- d. To render annually to the membership a summarised Report of Financial Condition (in the format set out in the By-laws) so that the overall financial health of the organisation may be kept transparent and under review;

- e. The annual accounts as prepared must be approved by the Executive Director and Treasurer and Chair, and laid before the next succeeding International Assembly for approval. In years when no International Assembly is to be convened, the annual accounts shall be approved by the ECPAT International Board.
- 4.4 By-laws, Policies and Organisational Guidelines for the functioning of the organisation:
The Board may formulate By-laws and Policies and Organisational Guidelines to regulate procedures required under this Constitution or for the effective functioning of ECPAT International as an international movement. Such By-laws, Policies and Organisational Guidelines will be placed for approval before the International Assembly. By-laws may be amended, substituted or added to substantively by motion of the International Assembly or by email/mail voting by the ECPAT International membership on the basis of a simple majority of the votes cast. By-laws may be amended, substituted or added to linguistically without changing the substance by the Board. Policies and Organisational Guidelines may be made and/or amended by the Board from time to time or by motion of the International Assembly or by email/mail voting by the ECPAT International membership on the basis of a simple majority of the votes cast.
- 4.5 General or Residual Powers:
To do all such other acts and things, as the Board may in its discretion deem necessary for the effective management of the affairs of ECPAT International and the attainment of its aims and objectives.
- 4.6 General Responsibilities:
To execute and faithfully carry out the directives of the International Assembly within the framework of Policies and Organisational Guidelines issued from time to time, in addition to specific responsibilities set out in the provisions of this Constitution.

5. INTERNATIONAL SECRETARIAT

- 5.1 The International Secretariat shall be the administrative and coordinating unit of ECPAT International. It shall represent the organisation for all such purposes and carry out such functions other than those undertaken by the Chair or a representative unit of the organisation.
- 5.2 The location of the International Secretariat shall be Bangkok, Thailand, or such other place as the International Assembly shall decide.
- 5.3
- 5.3.1 The International Secretariat shall be headed by an Executive Director who is appointed by and reports to the Board.
 - 5.3.2 The contract and terms of service of the Executive Director shall be determined by the Board.
 - 5.3.3 The Executive Director shall be responsible for the conduct and general management of the Secretariat within the scope of Article 4 above.
 - 5.3.4 The Executive Director shall coordinate, support and manage the work of ECPAT International and, in addition, shall represent ECPAT International at the international level in accordance with guidelines laid down by the Board.
 - 5.3.5 He/she shall implement the decisions of the Board and shall observe the Policies and Organisational Guidelines laid down by the International Assembly.
- 5.4 The Executive Director may appoint such staff as he/she considers necessary for the proper conduct of the affairs of the International Secretariat, subject to the approval of the Board.
- 5.5 The International Secretariat shall provide support and assistance as reasonable and appropriate to Members in their efforts to further the aims and objectives of ECPAT International.

- 5.6 The maintenance and upkeep of premises and equipment; the creation and maintenance of library and archives; the publication of periodic journals, bulletins, newsletters, and the “ad hoc” publication of materials received from regions and affiliates shall also fall within the scope of the International Secretariat’s functions.

6. GENERAL PROVISIONS

- 6.1.1 The headings used in the Articles are included for reference purposes only and are not to be considered or taken into account in interpreting the terms and provisions of the said Articles.
- 6.1.2 The term ‘country’ shall be construed and include, for the purposes of this Constitution, the term ‘territory’ provided such entities are recognisable as such by reference to a definable geographical area and are seen to be organised as a State in their own right. Recognition of such ‘territories’ shall be at the discretion of the Board.
- 6.2.1 The appointment of a reputable firm of public accountants/auditors shall be made at the International Assembly and/ or email voting from the entire ECPAT membership.
- 6.2.2 A reputable firm of solicitors shall also be appointed at the International Assembly to serve as the organisation’s regular legal advisors.
- 6.2.3 The appointment, term and duties of such accountants/auditors and solicitors shall be defined in the By-laws.
- 6.3.1 The official language that is used in all ECPAT International meetings, and in which all official ECPAT International documents are written, is the English language. However, the lack of command of the English language will not be a cause for exclusion from being elected in scenario’s such as the Board, Sub-committees, etc. The designated person may have support of a translator allowing effective communication.
- 6.3.2 Communications and other documents within the ECPAT International network shall preferably be conducted in English, but languages such as French, Arabic, Russian and Spanish will also be included in order to reach effectively and in an inclusive manner all communications to ECPAT Members.

7. AMENDMENTS TO THE CONSTITUTION

- 7.1
- a) The Constitution may be amended substantively at an International Assembly or by email/mail voting by the ECPAT International membership by the majority vote of not less than two thirds of the full membership. Proxy votes shall be permitted (in accordance with the provisions of Article 2.11).
 - b) Linguistic amendments to the constitution not involving changes of substance may be made by the Board. The International Assembly will be notified of any proposed non-substantive amendments. Following this notice, in absence of any objections, the Board may proceed with the amendment.
- 7.2 Proposed substantive amendments shall be either from the Board or from any Member.
- 7.3 In the latter case, proposed substantive amendments shall require the endorsement of at least two other Members.

- 7.4 All such proposals shall be submitted to the International Secretariat not less than 60 days before the meeting, at which such substantive amendments are to be considered by the International Assembly. This meeting could be an extraordinary meeting or a regular meeting of the International Assembly.
- 7.5 Copies of all proposed substantive amendments shall be circulated by the International Secretariat to the entire membership not less than 30 days before the said meeting.

BY-LAWS

The following provisions shall supplement and be read in conjunction with the provisions of the Charter and the Constitution.

1. Register of Members (Constitution Art. 1.1-1.3)

The Secretariat shall maintain a register of members. Such register shall contain, inter alia, the following particulars:

- (a) Name of member;
- (b) Date of admission to membership;
- (c) Description of entity, association/group;
- (d) Contact information.

A summary of the register shall be made available to the membership.

2. Use of the ECPAT International Logo (Constitution Art. 1.7)

- i. For the purpose of giving effect to the standards on the use of the ECPAT International name and logo, the Board shall prescribe such trademark registrations, licensing agreements or franchise arrangements as are deemed appropriate to protect the property and value of the ECPAT International name and logo.
- ii. The property and value of the ECPAT International name and logo shall be protected from:
 - (a) incorrect use or misuse and/or exploitation of the name and logo by any Members; and
 - (b) exploitation of the ECPAT International name and logo by unauthorized parties.
- iii. The International Secretariat and Members shall decide on the distribution of the ECPAT International name and logo to other users.

3. International Assembly Procedures (Constitution Art. 2.2-2.12)

- i. When an International Assembly is due in terms of Art. 2.4 or requisitioned under Art. 2.7, the Board shall instruct the Secretariat to send out notice under Art. 2.5.1.
- ii. Such notice shall contain:
 - a) The dates of the International Assembly and the venue;
 - b) A summary of the Agenda;
 - c) Official nomination forms for nominees to be written and completed
- iii. A detailed Agenda giving information on the following, inter alia, shall be sent to the membership within 45 days of the notice under ii above. Such notice shall be accompanied by:
 - (a) Chair report;
 - (b) Financial statements in the prescribed form;
 - (c) Agenda;
 - (d) Form of proxy.
- iv. Proxy holders need not be members of the same region as that of the member who grants the Proxy (But see Art. 2.11 as to limit on number of votes per person).
- v. The following reports, inter alia, shall be presented to the International Assembly:
 - (a) Chair Report;
 - (b) Treasurer Report/Auditor's Report;
 - (c) Executive Director Report;
 - (d) Regional Reports;
 - (e) Policy Papers;
 - (f) Strategic Plan.

- vi. The recording of the proceedings shall be under the direction of the Moderator (see Art. 2.6), who shall be kept informed of all the above and shall be consulted by the Secretariat on the format of the proceedings, including scheduling of events and allocation of time for presentations and debates/discussions.

The Moderator shall be a person who is currently not connected with any network member in the function of staff, board member, or salaried advisor.

The Moderator shall be identified by the Board at least three months prior to the holding of the International Assembly.

- vii. Simultaneous translation facilities as between Spanish and English shall be provided.
- viii. The proceedings shall be recorded on audio-tape or disc and a summary of decisions provided at the commencement of the following day's proceedings.
- ix. A summary of decisions shall be circulated and, where necessary, corrected at the commencement of the sessions on the next succeeding day.
- x. Within six weeks after the conclusion of the International Assembly, or completion of all corrections as envisaged in ix above, the draft Minutes shall be sent to the membership under the hand of the Secretariat. Comments and objections shall be communicated to the Secretariat, noted and placed on the agenda for the next Assembly.
- xi. All notices and communications referred to hereinbefore shall be dispatched by any effective practical means.

4. Voting Procedures (Constitution Art. 2.10-2.12)

- i. Voting shall be by open ballot except where the International Assembly decides by open vote that a secret ballot shall be conducted.
- ii. When a determination of the secret ballot process is requested, the Moderator shall decide whether to employ the method of a show of hands or other process to decide whether a secret ballot will be used.
- iii. Balloting cards shall be issued to each eligible voting member at the time of registration. Where a person is entitled to cast more than one vote, whether on his/her own account or as proxy holder, then coloured cards corresponding to that person's voting power shall be issued to him/her.
- iv. The Moderator shall announce at the commencement of each session how he/she will proceed to conduct the poll and shall appoint a Presiding Officer if he/she deems it necessary for the purposes of a count. For example, where the overwhelming indication on a show of cards demonstrates a decision one way or the other, no count may be necessary.
- v. The Moderator of the meeting shall ensure that on each division or poll the number of votes cast for and against (as applicable) and abstentions are recorded in the Minutes.
- vi. For administrative purposes, the Presiding Officer or Moderator shall nominate, in advance, a sufficient number of persons from among those present (excluding those entitled to vote) to act as enumerators when a count is necessary.
- vii. For purposes of secret ballots, authenticated ballot papers carrying the signature of the Presiding Officer or Moderator shall be prepared. The ballot shall be conducted at a point in time convenient to the meeting but before the conclusion of the next succeeding session.

5. Form for Appointment of Proxy (Constitution Art. 2.11)

Nomination of Proxy

We, being (1)..... member of ECPATdo hereby nominate:

(2).....

of (3).....

to be our Proxy and to represent us and vote on our behalf at the International Assembly to be held during the period (4)..... as well as at adjournments thereof, and at every poll which may be taken in consequence thereof.

Signed.....

Name and signature of signer

Date

Note: A copy of the Proxy has to be sent to the International Secretariat to reach them at least 30 days before the date of the meeting.

NOTES ON COMPLETION:

- (1) Insert name of individual to be recognised as Proxy
- (2) Insert name of organisation to which he/she belongs
- (3) Insert dates of the relevant International Assembly unless they are printed in advance.

6. Sub-committees (Constitution Art. 3.16)

- i. Sub-committees (hereinafter referred to as 'committees') may be either Standing (or permanent) committees or 'Ad-Hoc' (or temporary) committees, depending on nature and purpose.
- ii. The following Standing committees shall be established:
 - (a) Finance & Audit
 - (b) Governance
 - (c) Credentials
 - (d) Disciplinary
- iii. Committees may consist of one or more members and may be described by any appropriate title or designation. Their mandate shall be prescribed and controlled by the Board. In the event of a one-member committee, section iv(a) – (b) hereafter shall not apply.
- iv. Membership of committees listed in ii (a) – (c) above shall:
 - (a) Be restricted to persons who by profession, training or special experience are known to be knowledgeable in the particular area of expertise. However, in the interest of effective liaison with the Board and Secretariat, at least one member shall be a member of the Board regardless of whether he or she satisfies the professional or other requirements;
 - (b) Be chaired by the member who is also a Board member;
 - (c) Reflect, as far as practicable, persons of different nationalities and cultural backgrounds. Membership shall also include, as far as possible, a gender balance;
 - (d) The Disciplinary committee shall consist of a panel of persons constituted for this purpose by the Chair of the Disciplinary committee and act as a permanent resource. Such persons, while satisfying the requirements at iv (a) above shall be sufficiently representative of the language and cultural groups that constitute the global mix of ECPAT International membership.
- v. Members of committees will be expected to serve without payment, but all reasonable expenses of travelling, accommodation, food, etc. plus a per diem or honorarium as determined in each individual case by the Board may be disbursed in accordance with the budgetary procedures and in consultation with the Secretariat.

- vi. Committees shall not have the authority to bind the organisation unless they are specifically authorised by the Board to do so.

7. Financial Controls and Procedures (Constitution Art. 4.3c)

- i. The principal financial officer is the Treasurer and he/she is responsible for ensuring that proper procedures and controls for the maintenance of ECPAT International finances are in place.
- ii. A Finance and Administrative Manual containing policy and processes concerning the financial management of the organisation shall be drafted and periodically updated under the authority of the Treasurer and the Board.
- iii. The organisation shall have a bank account for its normal operating activities. The Treasurer shall approve the opening of any new account used for day-to-day operation of the organisation.
- iv. A separate bank account shall be opened where deemed useful for the efficient operations of ECPAT International. The Treasurer shall approve the opening of any new account.
- v. Expenditures or receipts from transactions that are considered to be reasonably outside the scope or intention of the organisation must be cleared by the Executive Director or a higher authority.
- vi. The Treasurer, in conjunction with the Executive Director, shall decide, in respect of any transaction that will entail the disbursement of money, which of the Secretariat's staff members can commit the organisation on a contractual basis and the levels of authorisation each staff member is allowed.
- vii. Such powers/authorisations shall be published in an Authorities List. This List shall designate the functionary by description and not by name; and give the extent in amount up to which he/she can authorise expenditure singly or with another person.
- viii. Larger sums may be allowed where they conform strictly to a pre-authorised budgetary item and have been sanctioned by the Board. For casual or one-off items there must be conscious reference to the Authorities List to avoid ultra vires actions.
- ix. No member of the organisation shall pay any monies to themselves or enter into commercial transactions that will benefit themselves or their immediate families.
- x. Anyone authorised to enter into commercial commitments shall not also sign cheques or make cash payments. There must be at least two persons involved in each transaction.
- xi. No one may collect money on behalf of the organisation without prior approval by the Executive Director or the Board.
- xii. Reimbursement of expenses and other authorised disbursements must be made against formally completed and authorised documents.
- xiii. Suppliers must be carefully vetted and, wherever possible, payments made by cheque or directly into their bank accounts rather than in the form of cash.
- xiv. Goods, including supplies of stationery and consumables, bought must be recorded and these purchases vouched and physical quantities verified from time to time.
- xv. Where outside units of the organisation hold petty cash, such money must be accounted for by the Secretariat at least quarterly. In addition, surprise cash audits must be carried out by a level of staff equivalent to, or higher, than the holders of the cash to ensure money is not being misused or misappropriated.
- xvi. Cash payments should be receipted and, where required by law, appropriately stamped. In the event that cash receipts are unavailable, approval of the Executive Director is necessary for reimbursement.
- xvii. The minimum amount of cash necessary for the day-to-day functioning shall be held on any premises of the organisation.
- xviii. Wages and salaries, wherever possible, shall be paid by bank transfer or by cheque. Any cash payments must be formally validated.
- xix. The payroll must be checked to ensure that all those listed are entitled to receive pay. Particular attention shall be paid to outside units of the Secretariat.

- xx. Loans for amounts larger than the pre-set limit shall not be given to officers or staff of the organisation without prior approval of the Treasurer. The present limit shall be determined by the Treasurer and reviewed from time to time.
- xxi. All donations over a specified sum determined by the Executive Director and the Treasurer must be formally acknowledged and this fact made public knowledge so that donors understand this is common practice and shall demand a receipt.
- xxii. Cheque signatories shall be limited to very few senior staff and officers (see paragraphs vii and viii). Ideal signatories shall be the Executive Director, Deputy Director, and Finance Officer or Office Manager, all duly authorised by a resolution of the Board, unless the payment is to the Treasurer when approval must be received from two members of the Board.
- xxiii. An annual Budget should be prepared under the direction of the Executive Director and presented prior to each year's end to the Treasurer. The Budget documentation shall include, in addition to a covering summary:
 - (a) A 12-month cash in-flow/out-flow statement;
 - (b) A statement of recurrent contractual expenditures, each in the prescribed form.

Once approved, the Budget shall be the guiding document for all payments and receipts to meet the normal business commitments of the organisation for the budgetary period. Significant additions or reductions must be notified to the Finance and Audit Committee immediately.

- xxiv. By the middle of the third month of each quarter the Treasurer shall receive from the Secretariat the following financial statements in respect of the previous quarter:
 - (a) Cash flow statement;
 - (b) Listing the budgeted versus actual expenditures with an explanation for all variances.

In addition, the Secretariat will produce a budget update after six months of each financial year which will be sent to the Treasurer and the Finance and Audit Committee.

- xxv. The final (12th month) unaudited financial statements so rendered may serve as the form to which Art. 4.3.e of the Constitution refers and shall be sent out to the membership under cover of a report by the Treasurer.
- xxvi. Where volunteers are appointed to collect funds on behalf of the organisation they shall be issued official badges that are recovered at the end of the fundraising activity.
- xxvii. Auditors shall ensure that the bookkeeping and accounting systems in use conform to internationally accepted accounting practices.
- xxviii. The Auditors shall certify that the accounting practices in force meet the accounting standards prescribed by the statute law of the country of incorporation, as well as internationally accepted accounting practices and standards.

8. Auditors/Solicitors (Constitution Art. 6.2.1-6.2.3)

- i. Auditors and Solicitors to whom ECPAT International work is entrusted shall not be individuals or small private or family firms.
- ii. Appointments shall run for periods of three years and remuneration shall be decided by the Board after discussions between the Secretariat and the chosen Firm(s).
- iii. Except where the functions and scope of the Firm(s) chosen are not prescribed by the governing bodies of the professions, the range of tasks and services may be settled by discussion between the Board and the Firm(s).
- iv. Specific project audits will be arranged, by the Secretariat, with the donors concerned.



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