



SCHEDULE OF BYE-LAWS

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THE INTER FAITH NETWORK FOR THE UK

BYE-LAW ON NOMINATION AND APPOINTMENT OF TRUSTEES

1. Size and make up of Board of Trustees

a) Size and make up of Board

- 1.1 The Board shall reflect different categories of membership and faith diversity but be focused on the work of Trustees/Directors under Charities/Companies law such as strategy, policy, and management of resources.
- 1.2 All Trustees shall be persons nominated on the bases outlined below and on the basis of having skills useful to IFN and with a strong commitment to serving its aims of promoting inter faith understanding and cooperation. The Board will develop and keep under review a list of needed skills and make this known ahead of the nomination and appointment process.
- 1.3 The maximum number of Trustees shall be **22**, of whom:
- 1.3.1 **16** shall be chosen by the IFN membership categories as follows:
- i. educational and academic bodies (EABs) 1 Trustee
 - ii. local inter faith organisations (LIFOs) 3 Trustees
 - iii. national and regional inter faith organisations (NRIFOs) 2 Trustees
 - iv. national faith community representative bodies (NFCRBs) 10 Trustees
- 1.3.2 NFCRB Trustees shall be appointed on the basis of 1 from each of the six largest faith communities in the UK¹ in membership of IFN and 4 Trustees in total appointed from within a Nominating Group comprising all smaller faith communities in membership.²
- 1.3.3 **3** shall be appointed by the subcategory of devolved national linking bodies on the basis of one for each of the national inter faith linking bodies of the three devolved nations. Where there is more than one national inter faith linking body of Northern Ireland, Scotland or Wales in IFN membership, these bodies shall agree between themselves. However, if agreement cannot be reached, voting shall take place by postal ballot, and all national inter faith linking bodies of the devolved nations in IFN membership shall be permitted to vote.

¹ Based on the most recent Census figures for England and Wales; Scotland; and Northern Ireland.

² This Nominating Group would include all NFCRBs not accepted (either by themselves or the existing members of the other relevant Nominating Groups) as representing one of the six largest faith communities.

1.3.4 **3** shall be nominated by the Board with a process of formal election by the AGM as follows:

- i. **2 Co-Chairs** (not of the same faith - one drawn from the category of NFCRBs and one from another category of member body)
- ii. **Honorary Treasurer**

b) Minimum number of Trustees

1.4 The minimum number of Trustees shall be 10.

1.5 The Board shall have the power to co-opt to a vacancy in accordance with the Articles.

1.6 The general powers of the Board are as laid down in the Articles of Association and in charity and company law.

c) Quorum

1.7 The quorum for Trustee meetings is set out in the Articles of Association.

2. Terms of service as Trustee

2.1 Terms of service shall be 3 years with a maximum of 2 consecutive terms of 3 years, other than in the case of the Co-Chairs.

2.2 A Trustee (other than a Co-Chair) may serve a third term only after a two year gap. No Trustee shall serve for more than 3 terms in total.

2.3 Approximately a third of the Board shall normally retire each year (the sequence/pattern of which shall be agreed).

2.4 One national inter faith linking body seat (Northern Ireland, Scotland, Wales) shall normally become vacant each year in rotation.

2.5 Where a category has more than one seat, not more than 1 of these seats shall normally become vacant during the same year under the pattern established of approximately one third of the Trustees normally retiring each year (although this may happen where a Trustee steps down before completing a full 3-year term).

2.6 In the case of the two Co-Chairs, each shall normally serve for a 4 year term with an overlap of 2 years between them, notwithstanding any previous term or terms of office served as an ordinary Trustee.

2.7 In the case of Trustees appointed by Nominating Group 7 (see below at 4.12) the seat shall be held in rotation by different faith groups within this. The order of this rotation will be determined by lot in the first year of this system. Member bodies joining IFN in

future years and belonging to this Nominating Group will be added to the end of the rotation and if more than one body joins at the same time, the order of such bodies at the end of the rotation shall be determined among them by lot. Each group shall be represented for a broadly equal period over a cycle of years.

3. Gender and age diversity

3.1 It is an aspiration that the Board shall have equal representation of men and women. Where there are fewer than eight Trustees of any one gender, the Board shall propose measures for increasing representation at the next following election.

3.2 It is an aspiration to increase involvement of young people.

4. Trustee nomination and election process

4.1 Category linked vacancies on the Board will be made known to the four categories of member body, normally four months ahead of the AGM.

4.2 The processes outlined for each constituency are designed to fill the number of vacant seats allocated to the various constituencies (a breakdown of the allocation of which is at 1.3 above).

4.3 Where the Board considers it appropriate to vary deadlines for nominations, it may do so.

a) Categories other than National Faith Community Representative Body

4.4 Nominations will be invited from categories other than National Faith Community Representative Bodies. Nominations must be received two months before the AGM except in the case of national inter faith linking bodies of the devolved nations where the deadline shall be 10 weeks before the AGM.

4.5 Nominations must be proposed by an authorised representative of the nominating Inter Faith Network member body, and signed by the proposer, a seconder who is an authorised member from the same, or another, body in the same membership category, and the nominated candidate.

4.6 Candidates from the categories of membership other than National Faith Community Representative bodies shall be required to provide, to accompany the Nomination Form described below, a completed Candidate Form to the IFN office by the time of formal nomination (two months before the AGM or 10 weeks in the case of national inter faith linking bodies of the devolved nations) which will include a short written statement outlining their involvement with an IFN member body/ies; their reasons for wishing to stand for election as Trustee; any relevant skills/ experience they would bring to their role; and their eligibility to stand in line with charity law.

- 4.7 All candidates properly nominated and returning completed Candidate Forms by the given date will be entered onto the ballot for the vacant seat(s) for that category.
- 4.8 The election will be held at the AGM.
- 4.9 Nominees will be voted on at the AGM by member bodies within the category whose seat they have been nominated for, except in the case of nominations from the National Faith Community Representative Body category and from the sub-category of national inter faith linking bodies of the devolved nations (whose members shall not participate in the nominations process of the wider NRIFO category to which they belong).
- 4.10 Member bodies shall be notified in the papers for the AGM of the details of the appointees from the National Faith Community Bodies.

b) National Faith Community Representative Bodies ('NFCRBs')

- 4.11 The 10 trustees to be appointed within this category are nominated by NFCRBs within 7 faith community 'Nominating Groups': 1 trustee nominated by each of the six largest faith communities in the UK (at any given time) in membership of IFN and 4 trustees in total appointed from within a seventh Nominating Group comprising all smaller faith communities in membership. The 6 largest faith communities shall be determined by the most recent United Kingdom census figures and the composition of the Nominating Groups shall be determined in accordance with paragraph 4.17.
- 4.12 Within Nominating Group 7, which may nominate up to 4 Trustees, each NFCRB shall elect a Trustee in rotation; where more than one NFCRB represents all or part of the same faith community, these shall jointly agree a candidate unless the other members of the Nominating Group agree that each body may elect a candidate as part of the rotation. Where agreement cannot be reached on a candidate, and there is no agreement that bodies may each elect a candidate as part of the rotation, the candidate will be selected by lot. See above at 2.7.
- 4.13 The Nominating Groups of the largest six communities shall put forward a nominee or nominees by each NFCRB within the Nominating Group sending written notification to the IFN office confirming their nominee. Where more than one nominee comes forward in this way, there will be voting by postal ballot ahead of the AGM by NFCRBs within the Nominating Group in question. A Nominating Group may – where a majority of NFCRBs within it agree and indicate this in writing to the IFN office and where no NFCRB within it indicates in writing to the IFN office that it objects to this – use an alternative process to arrive at a nominee, provided that all NFCRBs within the group indicate to the IFN office in writing that they are content that the nominee emerged in accordance with the agreed process.
- 4.14 Candidates duly proposed shall be put forward as the appointee of their faith community Nominating Group. Nominations shall be accompanied by a short written statement outlining the involvement of the candidate with an IFN member body/ies; their reasons for wishing to be a Trustee; any relevant skills/ experience they bring to their role; and their eligibility to stand in line with charity law.

- 4.15 Where a Nominating Group within groups 1-6 finds that it is not able to agree on a candidate in advance of the AGM, that seat shall remain vacant, and may not be filled until the following general meeting.
- 4.16 Nominations and all supporting material for nominees from within the National Faith Community Representative Body category shall be received 10 weeks ahead of the date of the AGM. Where more than one nominee is put forward by Nominating Groups 1-6, a postal ballot will take place to identify the appointee.
- 4.17 Composition of Nominating Groups
- 4.17.1 NFCRBs representing one of the 6 largest faith communities and in membership of IFN prior to 20 May 2014, will be assigned to the Nominating Group of the faith for which they nominated a trustee before 20 May 2014. All other NFCRBs will be assigned to the seventh Nominating Group, subject to the transfer arrangements set out in paragraph 4.17.2.
- 4.17.2 NFCRBs assigned to the seventh Nominating Group but which consider that their members define themselves as members of one of the 6 largest faith communities may apply at any time to the IFN Secretariat to be treated as belonging to that Nominating Group, provided that such an application may not be made more than once in any 5 year period. On receiving such an application, the Secretariat shall promptly seek the acceptance from each of the NFCRBs already belonging to the Nominating Group as to whether the applicant NFCRB is accepted as belonging to that group. If within 90 days of the application the Secretariat has received the acceptance of every NFCRB already within the Nominating Group, the Secretariat shall notify the applicant NFCRB and the Board and the applicant NFCRB shall from that date belong to its new Nominating Group. The decision so reached is final.

d) Honorary Treasurer

- 4.18 The role of Honorary Treasurer requires particular skills relating to finance and accounting.
- 4.19 When the role of Honorary Treasurer becomes vacant, it shall be advertised to the membership and may be more widely advertised.
- 4.20 The Director will work with the Board (or a relevant Subcommittee as directed by the Board) to shortlist applicants for interview and shortlisted applicants shall be interviewed by two Trustees and the Director.
- 4.21 The candidate for Honorary Treasurer will be put forward as a nominee by the Board.
- 4.22 Where the Honorary Treasurer is not elected by the general meeting, due to the particular process outlined for identifying a candidate with the necessary skills, the Board shall co-opt a suitable candidate to serve as Treasurer, provided that the co-optee shall not be a nominee which the general meeting chose not to elect.

e) Trustees nominated by the Board

- 4.23 The Board will nominate Co-Chairs for election at the AGM where there is a vacancy. The names of these, each of whom shall normally serve for a period of four years, shall normally be made known to member bodies no less than two months before the AGM. Further information is below.
- 4.24 If the nominee of the Board as Co-Chair is not elected, the Board shall have the power to co-opt another person but no other person may stand for election.

5. Chairing of the Board of Trustees

- 5.1 There shall be two Co-Chairs.
- 5.2 As noted above at 1.3 there shall be one Co-Chair drawn from the NFCRB category, and one from another category, from different faith backgrounds.
- 5.3 The Co-Chairs will be identified and nominated by the Board. In the case of the Co-Chair to be drawn from the NFCRB category, consultation will include discussion with the Co and Vice Moderators of the FCF.

6. Reviewing this Bye-law

- 6.1 This Bye-Law will be kept under review, particularly during the first three years of its operation.
- 6.2 The system of appointment of faith community Trustees will be closely monitored by the Board.
- 6.3 Irrespective of whether 6.2 leads to alterations to this Bye-Law ahead of that time, a thoroughgoing review of the system of appointment of faith community Trustees shall be carried out by the Board, in consultation with the membership, and findings brought to the 2019 AGM (three years from 2016), including recommendations for change if necessary.

**BYE LAW ON PROPOSAL OF RESOLUTIONS BY MEMBER BODIES
TO GENERAL MEETINGS**

1. General Meetings

- 1.1 There are two types of meetings of the member bodies:
- (a) the Annual General Meeting; and
 - (b) other general meetings.
- 1.2 Both types of meeting shall be held in accordance with the Articles of Association of the Inter Faith Network for the UK and in accordance with this Bye-Law.
- 1.3 Member bodies of IFN do not have a statutory right or a constitutional right under the Articles of Association to propose resolutions to a general meeting that has been called by the trustees. However, IFN wishes to put in place a procedure that allows member bodies to propose resolutions for consideration at general meetings.
- 1.4 This Bye-Law therefore sets out the procedures governing the proposal by member bodies of resolutions to a general meeting. For the avoidance of doubt, any reference to a general meeting in this Bye-Law includes the Annual General Meeting.

2. Proposal of Resolution by Member Bodies

- 2.1 The member bodies of IFN may request IFN to give, to all member bodies entitled to receive notice of the next general meeting, notice of a resolution which may properly be moved and is intended to be moved at the meeting.
- 2.2 A resolution may properly be moved at a general meeting, unless the trustees in their absolute discretion decide that:
- 2.2.1 it would, if passed, be ineffective (whether by reason of inconsistency with any law or enactment, or IFN's Memorandum and Articles of Association or otherwise);
 - 2.2.2 it is defamatory of any person or organisation;
 - 2.2.3 it is frivolous or vexatious; or
 - 2.2.4 it is not in the best interests of IFN.
- 2.3 Subject to the Bye-Laws 2.2 and 2.4, IFN shall give notice of a resolution when it has received requests that it do so from the greater of:

- 2.3.1 member bodies representing at least 10% of the total voting rights of all the member bodies who have a right to vote on the resolution at the meeting to which the request relates; or
- 2.3.2 at least 20 member bodies who have a right to vote on the resolution at the meeting to which the request relates;

provided that the member bodies submitting the request include at least two member bodies from each of IFN's four categories of membership.

2.4 A request:

- 2.4.1 may be in hard copy form or electronic form;
- 2.4.2 must identify the resolution of which notice is to be given;
- 2.4.3 must be authenticated by each of the member bodies making the request in the following manner:
 - (a) each member body must separately notify the IFN office in writing of its support of the proposed resolution and the named individual submitting the resolution on its behalf shall give confirmation that the matter has been considered by its membership according to its own rules on consideration of such matters; and
 - (b) such notification must include the precise wording of the proposed resolution; and
- 2.4.4 must be received by IFN and authenticated not less than 42 clear days before the date fixed for the general meeting.

3. General meeting called in urgent circumstances

Where a general meeting has been called in urgent circumstances, it may not be possible, due to the limited time frame, to allow members to propose resolutions in accordance with this Bye Law.