



HANDBOOK FOR DIRECTORS 2023



Handbook for Directors of Front Line Defenders

This revised handbook is issued to Directors on the 1st of december 2022. This handbook may be updated from time to time and will be reviewed every two years at least. The Chair will send any revised version of the Directors' Handbook to all Directors as soon as practicable after revisions have been incorporated. Directors should check with the Executive Director that they are reading the most recent version of the Handbook at any given time.

There are six appendices to this Handbook:

1. Constitution of Front Line Defenders
2. Vision, Mission & Values
3. Briefing documents for new Directors
4. Director's Responsibilities Letter Template
5. International Advisory Council Terms of References
6. Charity Governance Code
7. Dochas Code of Corporate Governance

Charitable Object

Front Line, The International Foundation for the Protection of Human Rights Defenders trading as Front Line Defenders, is registered in Ireland as a company limited by guarantee and not having a share capital (Company No. 593190; Registered Charity No. 20204494; CHY 22404). Registered Office: First floor, Avoca House, Temple Road, Blackrock A94 R7W3, Dublin, Ireland.

The Charitable Object of Front Line Defenders as set out in clause 3 of the Constitution (Appendix 1) is:

3. The primary objects for which the Company is established and to which all other objects hereunder are secondary objects and ancillary to the primary objects are set out at sub-clause 3.1 hereof as follows:

3.1 The promotion of education in Ireland and elsewhere in relation to human rights and that in furtherance thereof or in addition thereto to operate for educational purposes including: (i) to promote research and education into the maintenance and observance of Human Rights and to publish the results of such research; (ii) to provide relief to the victims of breaches of Human Rights by the provision of appropriate medical, rehabilitation or financial assistance; (iii) to provide education, communication, support to Human Rights Defenders wherever they may be located; (iv) to provide an educational resource for Human Rights Defenders and the general public and to educate and inform the public of the activities of such Human Rights Defenders by all legal means; (v) to provide, distribute and publish information and research about Human Rights and the activities of those involved in defending same by whatever means may be appropriate from time to time; (vi) to promote awareness of unfair discrimination of all types throughout the world, in accordance with the values enshrined in the Universal Declaration of Human Rights and the promotion by legal means of awareness and education about the legal systems and internal administration of all countries throughout the world including compiling and publishing information with regard to Human Rights as defined in the Universal Declaration of Human Rights; (vii) to promote the furtherance of the objects by setting up networks of individuals by contact by any means; and (viii) to carry out any legally charitable purposes for the advancement of the objects

as shall from time to time be considered appropriate.

The role of the Board is to:

- a. ensure compliance with the objects, purposes and values of the organisation, and with its governing document, the Constitution (Appendix 1);
- b. set or approve policies, plans and budgets to achieve those objectives, and monitor performance against them;
- c. ensure the solvency, financial strength and good performance of the organisation;
- d. ensure that the organisation complies with all relevant laws, regulations and requirements of its regulators including the Charity Governance Code (Appendix 6);
- e. deal with the appointment (and if necessary the dismissal) of the organisation's Executive Director;
- f. set and maintain a framework of delegation and internal control; and
- g. agree or ratify all policies and decisions on matters which might create significant risk to the organisation, financial or otherwise.

Statement of Duties of Directors

The Board must ensure that the organisation's vision, mission and values (Appendix 2) and activities remain true to its objects.

Directors are bound by an overriding duty, individually and as a Board, to act reasonably at all times in the interests of the organisation and of its present and future beneficiaries.

All Directors are equally responsible in law for the Board's actions and decisions, and have equal status as Directors.

Each Director shall be given the documents specified at Appendix 3 to assist them in understanding their duties as Directors. A Director should seek any additional information needed to clarify or better understand the Director's role.

Each and every Director must act personally, and not as the representative of any group or organisation; this applies regardless of how that person was nominated, elected or selected to become a Director.

Individual Directors may not act on their own on behalf of the Board, or on the business of the organisation, without proper authority from the Board.

Directors are not directly involved in decisions which have been properly delegated to staff but hold staff to account through the Executive Director.

Responsibilities Letter to be signed by Directors

This letter (*template in Appendix 4*) confirms Directors are aware of their responsibilities :
The terms-of-reference include obligations to:

- a. know and support the mission and charitable purpose of the organisation;
- b. uphold the values and objectives of the organisation;
- c. give adequate time and energy to the duties of being a Director;
- d. prepare for meetings in advance;
- e. maintain confidentiality;
- f. offer informed and impartial guidance;
- g. fulfill fiduciary and statutory duties;
- h. act with integrity, and avoid or declare personal conflicts of interest;
- i. participate in committees and special events;
- j. support the Executive Director;
- k. take part in resource development;
- l. promote the organisation in the community;
- m. comply with the principles of the Dochas Code of Governance and the Charities Governance Code;
- p. confirm understanding that the Chair runs the Board and sets the agenda which is strategic and takes account of members' issues.

Role of the Chair

The Chair is responsible for the running of the Board and for the performance appraisal of the Executive Director on behalf of the Board.

The Chair should ensure that the members of the Board receive accurate, timely and clear information, in particular about the organisation's performance, to enable the Board to take sound decisions, monitor effectively and provide advice to promote the success of the organisation.

The Chair should enable effective communication with stakeholders and ensure that the Board upholds the highest standards of integrity.

The Chair should manage the Board to ensure that sufficient time is allowed for discussion of complex or contentious issues. Where appropriate, the Chair should arrange for informal meetings beforehand to enable thorough preparation for the Board discussion. It is particularly important that Directors have sufficient time to consider critical issues and are not faced with unrealistic deadlines for decision-making.

The Chair should encourage active engagement by all the members of the Board, ensure that Board members focus on the strategic direction of the organisation and avoid becoming involved in day-to-day operational decisions and matters.

The role of the Chair should include, as a minimum, to ensure:

- a. the efficient conduct of business at the organisation's Board and general meetings;
- b. that the organisation's business is efficiently and accountably conducted between Board meetings;
- c. that the organisation complies generally with the Charities Governance Code (Appendix 6) and Dochas Governance Code (Appendix 7);
- d. that the appraisal and remuneration of the organisation's Executive Director is conducted in

accordance with the Dochas Code;

e. that the employment of the Executive Director complies with employment legislation and good practice; and

f. that the appraisal of the Board of Directors performance is conducted in accordance with the Dochas Code.

Role of the Executive Director

The Executive Director is responsible for the running of the organisation. The Executive Director has responsibility for maintaining a clear division of responsibilities. S/he is the effective link between Board and staff, informing and implementing the strategic decisions of the Board.

Directors are not directly involved in decisions which have been properly delegated to staff but hold staff to account through the Executive Director.

The Executive Director will report to the Board on an annual basis regarding legal and regulatory compliance, including with regard to the Charities Governance Code (Appendix 6) and Dochas Governance Code (Appendix 7).

Role of the Treasurer

The Treasurer is responsible for maintaining an overview of the organisation's financial procedures and financial health. The Treasurer will chair the Audit Committee and will sign the report of the External Auditors.

Code of Conduct

Directors must have a good understanding of, and be sympathetic with, the aims and objects of the organisation and act in accordance with the governing document at all times.

Directors must act and make decisions in the best interests of the organisation, and its present and future beneficiaries.

Directors should do their best to avoid conflicts of interest, and where they do find that they have a conflict, they should declare that fact and not take part in any relevant decision-making, in accordance with the conflict of interest policy.

Directors must play an active role in Board and sub-committee meetings, having spent due time reading and digesting Board papers in preparation for the meeting. A minimum attendance at meetings should be specified to ensure that best practice in governance is reached and maintained.

Directors are jointly and severally liable for their decisions, therefore decisions should be taken together, as a team, recorded accurately in the minutes, and communicated to staff, beneficiaries and funders in a unified manner.

Directors are accountable to a range of interested stakeholders for their actions and as such decision-making and governance issues should be as transparent as possible, except for when

confidentiality is required.

Any information of a confidential nature must remain so outside the confines of the Board Meeting.

Conflicts of Interest

Directors should identify and promptly declare any actual or potential conflicts of interest affecting them. Conflict of Interest will be a standing item at all Board meetings.

Where a material conflict of interest arises at a Board meeting, the Directors concerned should not vote on the matter or participate in discussions. She or he should also offer to withdraw from the meeting, and the other Directors should decide if this is required.

Gifts & Hospitality

Directors should declare all personal gifts received or material hospitality of a value greater than €300 each accepted while on the organisation's business, or from people or organisations connected with the organisation; such declarations should be recorded in Board minutes or in a register kept for that purpose.

Where Directors accept gifts exceeding the materiality threshold they should contribute such gifts or their monetary value to the organisation's cause. Such contributions and their origin should be recorded in the Board minutes or register.

Directors should under no circumstances accept any gifts or hospitality where this could be seen as being likely to influence the decisions of the Board.

Audit Committee

The Board will establish an audit committee of three Directors, chaired by the Treasurer. The Board should satisfy itself that at least one member of the audit committee has recent and relevant financial experience. The Chair of the Board will not be an audit committee member.

The main role and responsibilities of the audit committee include:

- a. to monitor the integrity of the financial statements of the organisation, and any formal announcements relating to the organisation's financial performance, reviewing significant financial reporting judgements contained in them;
- b. to review the organisation's internal financial controls and to review the organisation's internal control and risk management systems;
- c. to monitor and review the effectiveness of the organisation's internal audit function;
- d. to make recommendations to the Board, for it to put to the members for their approval in general meeting, in relation to the appointment, re-appointment and removal of the external auditor and to approve the remuneration and terms of engagement of the external auditor;
- e. to review and monitor the external auditor's independence and objectivity and the effectiveness of the audit process, taking into consideration relevant Irish professional and regulatory requirements;

A separate section of the audited accounts should describe the work of the committee in discharging those responsibilities.

The audit committee will review arrangements by which staff of the organisation may, in confidence, raise concerns about possible improprieties in matters of financial reporting or other matters. The audit committee's objective will be to ensure that arrangements are in place for the proportionate and independent investigation of such matters and for appropriate follow-up action.

The audit committee will meet at least three times per year, normally in conjunction with meetings of the Board of Directors.

The audit committee should monitor and review the effectiveness of the internal audit activities. Where there is no internal audit function, the audit committee should consider annually whether there is a need for an internal audit function.

The audit committee should have primary responsibility for making a recommendation on the appointment, reappointment and removal of the external auditors. If the Board does not accept the audit committee's recommendation, it should include in a report of the Board and in any papers recommending appointment or re-appointment, a statement from the audit committee explaining the recommendation and should set out reasons why the Board has taken a different position.

There should be a statement available to stakeholders how, if the auditor provides non-audit services, auditor objectivity and independence is safeguarded.

Programme Sub-Committee

The Board will establish a Programme Sub-Committee (PSC) of at least three Directors. Membership will be reviewed on an annual basis. Meetings will normally be arranged on the day preceding Board meetings in order to facilitate the participation of internationally based Board members.

The aim will be to ensure more in-depth discussion and input to strategy with regard to the programmatic work of Front Line Defenders. The management of the organization will remain the responsibility of the Executive Director who is accountable to the Chair and the full Board.

The main role and responsibilities of the Programme Sub-Committee include:

- a. to monitor the implementation of the 4-year Strategic Plans and the Annual Business Plan at programme level including through more in-depth discussion of relevant Board reports.
- b. to receive and review programmatic or country evaluation reports as well as those external evaluations which are undertaken;
- c. to provide strategic advice on programme implementation and the development of the Strategic Plans;
- d. to make recommendations to the Board regarding strategy.

The PSC will meet at least two times per year, normally in conjunction with meetings of the Board

of Directors.

Board Self-Assessment

The Board should ensure that at least every two years, it sets aside time to reflect on its own performance and functioning as a team. The results of these appraisals should be used to make necessary changes and improvements, to inform the creation of appropriate training programmes, and to guide Director renewal and recruitment.

Standing Orders for the Board of Directors

- a) The Board of Directors shall normally meet three times per year;
- b) The Board of Directors shall elect a Chair and a Treasurer who will undertake responsibilities as set down in the Board of Directors Handbook
- c) The Chair of the Board of Directors is responsible for convening meetings of the Board of Directors and approving the agenda which will be prepared by the Executive Director.
- d) Any member of the Board may request in advance that an item be added to the agenda.
- e) All relevant documents for the meeting of the Board will be circulated at least one week in advance of the meeting by the Executive Director.
- f) In order for a meeting of the Board of Directors to be quorate, 50% plus one of the members of the Board of Directors must be participating in the meeting.
- g) The Board of Directors may make arrangements for participation via tele-conferencing.
- h) If the Chair is unable to attend a meeting a temporary Chair may be elected for the duration of the meeting.
- i) If voting is required in order to resolve any issue the decision will be made by simple majority of members present. In the event of a tied vote the Chair will have a casting vote.
- j) The Board may decide to delegate specific matters in written form to a specific Board member and/or a sub-committee of Board members. The full Board should receive a written report of the outcome.
- k) The Board may decide to take decisions in between meetings through discussion on email.
- l) The Board may invite non-members to take part in Board discussions but they will have no voting or decision making rights.
- m) Minutes of meetings of the Board will be kept under the responsibility of the Executive Director and will be circulated after each meeting and formally approved at the subsequent meeting. In

addition to the business on the agenda, the Minutes shall include a record of those present, and actions arising from business discussed. The Chair shall sign the Minutes of the previous meeting once approved by the Board. A signed copy of the Minutes shall be retained in a Minute Book by the Secretariat

n) A Risk Register will be updated and reviewed annually by the Board

International Advisory Council

The International Advisory Council of Front Line Defenders is a body created by the Board of Directors to give advice to the Board of Directors on Strategy and policy. While the Board of Directors is expected to receive whatever advice the Council offers, it is under no obligation whatsoever to act on such advice nor to account to the International Advisory Council in relation to that advice or at all. The Board of Directors retains the responsibilities for the direction of the organisation already outlined in this document. The terms of reference of the International Advisory Council are set out in Appendix 5 to this document.

Appendix 1: Front Line Defenders Constitution

THE COMPANIES ACT 2014

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

CONSTITUTION

OF

FRONT LINE, THE INTERNATIONAL FOUNDATION FOR THE PROTECTION OF HUMAN RIGHTS DEFENDERS

MEMORANDUM OF ASSOCIATION

1. The name of the Company is Front Line, the International Foundation for the Protection of Human Rights Defenders.
2. The Company is a company limited by guarantee, registered under Part 18 of the Companies Act 2014 (the "Act").
3. The primary objects for which the Company is established and to which all other objects hereunder are secondary objects and ancillary to the primary objects are set out at sub-clause 3.1 hereof as follows:
 - 3.1 The promotion of education in Ireland and elsewhere in relation to human rights and that in furtherance thereof or in addition thereto to operate for educational purposes including: (i) to promote research and education into the maintenance and observance of Human Rights and to publish the results of such research; (ii) to provide relief to the victims of breaches of Human Rights by the provision of appropriate medical, rehabilitation or financial assistance; (iii) to provide education, communication, support to Human Rights Defenders wherever they may be located; (iv) to provide an educational resource for Human Rights Defenders and the general public and to educate and inform the public of the activities of such Human Rights Defenders by all legal means; (v) to provide, distribute and publish information and research about Human Rights and the activities of those involved in defending same by whatever means may be appropriate from time to time; (vi) to promote awareness of unfair discrimination of all types throughout the world, in accordance with the values enshrined in the Universal Declaration of Human Rights and the promotion by legal means of awareness and education about the legal systems and internal administration of all countries throughout the world including compiling and publishing information with regard to Human Rights as defined in the Universal Declaration of Human Rights; (vii) to promote the furtherance of the objects by setting up networks of individuals by contact by any means; and (viii) to carry out any legally charitable purposes for the advancement of the objects as shall from time to time be considered appropriate.
4. For the purpose of promoting and achieving the foregoing primary objectives set out at Clause 3.1 above the Company is empowered to do or cause to be done or concur in doing all or any of the following things in so far as they are subsidiary and ancillary thereto and not inconsistent therewith that is to say:
 - 4.1 to receive and apply donations and subscriptions and funds;

- 4.2 to receive gifts or monies or annual or other payments and to apply them in the furtherance of the objects of the Company;
- 4.3 to perform any lawful duty, function or act and to carry into effect any lawful directions or instructions relating to any property of the Company by a lawfully constituted body entitled or empowered to give such directions or instructions whether the same relate to the corpus or to the income of such property;
- 4.4 to provide the equipment necessary to give effect to the object and purposes of the Company;
- 4.5 to provide information to the public in furtherance of the objects of the Company;
- 4.6 to do all other such acts or things as will be conducive to the aims and objects of the Company;
- 4.7 to furnish and provide the Company's property with such furniture, implements, machinery and conveniences as are appropriate where necessary for the charitable purposes of the Company;
- 4.8 to raise funds and to help raise funds for the charitable purposes of the Company;
- 4.9 to carry on any business which may seem to the Company capable of being conveniently carried on in connection with the above objects or any of them or calculated directly or indirectly to enhance the value of or render profitable and of the property rights or interests of the Company;
- 4.10 to invest the funds of the Company in or upon or otherwise acquire, hold and deal in securities and investments of every kind;
- 4.11 to make, draw, accept, endorse, issue, discount and otherwise deal with promissory notes, bills of exchange, cheques, letters of credit, circular notes, and other mercantile instruments;
- 4.12 to acquire by purchase, exchange, lease, fee farm grant or otherwise, either for an estate in fee simple or for any less estate or other estate or interest, whether immediate or reversionary, and whether vested or contingent and lands, tenements or hereditaments of any tenure whether subject to or not any charges or encumbrances and to hold and farm and work or manage or to sell, let, alienate, mortgage, lease or charge land, house property, shops, flats, maisonettes, reversions, interests, annuities, life policies and any other property real or personal, movable or immovable, either absolutely or conditionally and either subject to or not any mortgage, charges, ground rent or other rents or encumbrances and to pay for any lands, tenements hereditaments or assets acquired by the Company in case of debentures or obligations of the Company whether fully paid or otherwise or in any other manner;
- 4.13 to guarantee support or secure whether by personal covenant or by mortgaging or charging all or any part of the undertaking, property and assets (present and future) of the Company or all such methods, the performance of the obligations of any the repayment or payment of the principal amounts and interest of any person, firm or company or the dividends or interest of any securities, including (without prejudice to the generality of the foregoing) any company which is the Company's holding company or a subsidiary or associated company;

- 4.14 to apply for purchase or otherwise acquire and protect, prolong and renew whether in Ireland or elsewhere, any patents, patent rights, brevets d'Invention, licences, protections, concessions and the like, conferring any exclusive or non-exclusive or limited right to use or any secret or other information as to any invention, process or privilege which may seem capable of being used for any of the purposes of the Company, or the acquisition of which may seem calculated directly or indirectly to benefit the Company and to use, exercise, develop, manufacture under or grant licenses or privileges in respect thereof or otherwise turn to account the property, rights and information so acquired and to carry on any business in any way connected therewith and to expend money in experimenting upon and testing and in improving or seeking to improve any patents, inventions or rights which the Company may acquire or propose to acquire;
- 4.15 to accumulate capital for any of the purposes of the Company, and to appropriate any of the Company's assets to specific purposes either conditionally or unconditionally (prior permission to be obtained from the Revenue Commissioners where it is intended to accumulate funds for a period in excess of two (2) years);
- 4.16 to apply for and obtain any legislative, municipal or other acts or authorisations for enabling the Company to carry any of its objects into effect and for any extension or alteration of its powers or for effecting any modification of the Company's constitution or for any other purpose which may seem expedient and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the interest of the Company;
- 4.17 to enter into any arrangements with any government or authority, supreme, municipal, local or otherwise or company that may seem conducive to the objects of the Company or any of them and to obtain from any such government, authority or company any charters, contracts, decrees, rights, privileges and concessions and to carry out exercise and comply with any such arrangements, charters, contracts, decrees, rights, privileges and concessions;
- 4.18 to raise or borrow money and to secure the payment of money by mortgage, charge, hypothecation, lien or pledge of the whole or any part of the undertaking, property, assets and rights of the Company, both present and future and generally in such other manner and on such terms as may seem expedient and to issue any of the securities of the Company for such consideration and on such terms as may be thought fit including the power to pay a proportion of the profits of the Company by way of interest on any money so raised or borrowed, and also by a similar mortgage, charge, hypothecation, lien or pledge to secure and guarantee the performance of the Company of any obligation or liability it may undertake and to redeem or pay off any such securities;
- 4.19 to create, maintain, invest and deal with any reserve or sinking funds for redemption of obligations of the Company or for depreciation of works or stock, or any other purpose of the Company;
- 4.20 to establish, join, support and subscribe to, or to aid in the establishment and support of associations, institutions, societies, co-operatives, clubs, funds, trusts or conveniences calculated to benefit the Company or employees or ex-employees of the Company or the dependants or connections of such persons or connected with any town or place where the Company carries on business and to grant pensions, gratuities, allowances or charitable aid to any person who may have served the Company or to the wives, children or other relatives of such person and to make payments towards insurance and to form and contribute to Provident and benefit funds for the benefit of any persons employed by the Company and to subscribe or guarantee money for the charitable objects of for any exhibition;

- 4.21 to promote freedom of contract and to resist, insure against, counteract and discourage interference therewith, to join any lawful federation, union, association or party and to contribute to the funds thereof, or do any other lawful act or thing with a view to preventing or resisting directly or indirectly any interruption of or interference with the Company's or any other trade or business or providing or safeguarding against the same or resisting or opposing any strike movement or organisation which may be thought detrimental to the interests of the Company or its employees and to subscribe to any association or fund for any such purposes;
- 4.22 to procure the Company to be registered or recognised in any foreign country or place;
- 4.23 to pay all or any expenses of, incidental to or incurred in connection with the formation and incorporation of the Company and the raising of its loan capital or to contract with any person or company to pay the same and to pay commissions to brokers and others;
- 4.24 to do all or any of the above things in any part of Ireland and as principals, agents, contractors, trustees or otherwise, and either by or through trustees, agents sub-contractors or otherwise and either alone or in partnership or conjunction with any person or company to contract for the carrying on of any operation connected with the business of the Company by any person or company;
- 4.25 to do all such other things as may be deemed charitable and incidental or conducive to the attainment of the above objects or any of them.

AND IT IS HEREBY DECLARED that in the construction of this clause the word "company" shall be deemed to include any person or partnership or any other body of persons whether incorporated or not incorporated and whether domiciled in Ireland or elsewhere and words denoting the singular number only shall include the plural number and vice versa and the intention is that the objects specified in each paragraph of this Clause shall except where otherwise expressed in such paragraph be in no ways restricted by reference to or inference from the terms of any other paragraph or the name of the Company.

PROVIDED ALWAYS that the provisions of the clause shall be subject to the Company obtaining, where necessary for the purpose of carrying any of its objects into effect, such licence, permit or authority as may be required by law.

5. The liability of the members is limited.
6. Every member of the Company undertakes to contribute to the assets of the Company, in the event of the Company being wound up while he is a member or within one year afterwards, for payment of the debts and liabilities of the Company contracted before he ceases to be a member and of the costs, charges and expenses of winding up and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding one euro (€1.00).
7. **Winding-up**

If upon the winding up or dissolution of the Company there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, it shall not be paid to or distributed among the members of the Company. Instead, such property shall be given or transferred to some other company or companies (being a charitable institution or institutions) having

main objects similar to the main objects of the Company. The company or companies (being a charitable institution or institutions) to which the property is to be given or transferred shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Company under or by virtue of Clause 8 hereof. Members of the Company shall select the company or companies (being a charitable Institution or institutions) at or before the time of dissolution. Final accounts will be prepared and submitted that will include a section that identifies and values any assets transferred along with the details of the recipients and the terms of the transfer.

8. Income and Property

The income and property of the Company shall be applied solely towards the promotion of main object(s) as set forth in this Constitution. No portion of the Company's income and property shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit to members of the Company. No Director shall be appointed to any office of the Company paid by salary or fees, or receive any remuneration or other benefit in money or money's worth from the Company. However, nothing shall prevent any payment in good faith by the Company of:

- a) reasonable and proper remuneration to any member or servant of the Company (not being a Director) for any services rendered to the Company;
- b) interest at a rate not exceeding 1% above the Euro Interbank Offered Rate (Euribor) per annum on money lent by Directors or other members of the Company to the Company;
- c) reasonable and proper rent for premises demised and let by any member of the Company (including any Director) to the Company;
- d) reasonable and proper out-of-pocket expenses incurred by any Director in connection with their attendance to any matter affecting the Company;
- e) fees, remuneration or other benefit in money or money's worth to any company of which a Director may be a member holding not more than one hundredth part of the issued capital of such company;
- f) Nothing shall prevent any payment by the Company to a person pursuant to an agreement entered into in compliance with section 89 of the Charities Act, 2009 (as for the time being amended, extended or replaced).

9. Additions, Alterations or Amendments

- 9.1 The Company must ensure that the Charities Regulator has a copy of its most recent Constitution. If it is proposed to make an amendment to the Constitution of the Company which requires the prior approval of the Charities Regulator, advance notice in writing of the proposed changes must be given to the Charities Regulator for approval, and the amendment shall not take effect until such approval is received.
- 9.2 No amendments of any kind shall be made to the provisions of Clauses 7 and 8 of this Memorandum of Association for the time being in force and no amendments shall be made to the Memorandum and Articles of Association to such extent that they would alter the effect of Clauses 7 and 8 of this Memorandum of Association, such that there would be non-

compliance with the requirements of section 1180 and of the Companies Act 2014.

10. Accounts

True account shall be kept of the moneys received and expended by the Company in the matters in respect of which such receipt or expenditure shall take place of all sales and purchases of goods and services by the Company of the property, credits and liabilities of the Company, and subject to any reasonable restriction as to the time and manner of inspecting the same that may be imposed in accordance with the regulations of the Company for the time being in force shall be open to the inspection of the members once at least in each year and the accounts shall be examined and the correctness of the balance sheet ascertained by one or more properly qualified auditor or auditors and such shall be made available to the Revenue Commissioners for inspection as and when required.

ARTICLES OF ASSOCIATION

The following Regulation shall apply to the Company.

1 REGULATIONS

The provisions of the Act as defined by Section 1177 of the Act shall apply to the Company save and so far as they are excluded or modified by Section 1173 of the Act and this Constitution and such provisions together with the provisions of this Constitution shall constitute the Regulations of the Company.

2 DEFINITIONS

In these Articles the following expressions shall unless the context otherwise requires have the following meanings:

Act	the Companies Act 2014;
Directors	the Directors for the time being of the Company or the Directors present at a meeting of the Board of Directors and includes any person occupying the position of Director by whatever name called;
Office	the registered office for the time being of the Company;
Seal	the Common Seal of the Company; and
Secretary	any person appointed to perform the duties of the Secretary of the Company.

Expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography and any other modes of representing or reproducing words in a visible form.

Unless the contrary intention appears, words or expressions contained in these Articles shall bear the same meaning as in the Act, or any statutory modification thereof in force at the date at which these Articles become binding on the Company.

3 MEMBERS

3.1 The number of members which the Company proposes to register is nine (9) but the Directors may from time to time register an increase of members.

3.2 Every person who wishes to be a member shall deliver to the Directors an application form for membership in such form as the Directors may require to be executed. The Directors will then approve such applications for membership of the Company as they see fit.

4 MEMBERSHIP

4.1 A member may by giving at least one months' notice in writing to the Secretary of the Company resign his membership of the Company, provided that the member shall have paid all subscriptions due to the Company and Section 1199 (7) shall be modified accordingly.

- 4.2 Membership of the Company shall not be transferable and shall automatically cease:
- 4.2.1 on any member's death; or
 - 4.2.2 in the event the member becomes bankrupt; or
 - 4.2.3 if the member makes an assignment or enters into an arrangement for the benefit of his creditors; or
 - 4.2.4 if a member is wound up; or
 - 4.2.5 if the member's subscription or levy imposed by the Company under Article 4.4 shall remain unpaid three calendar months after the same has become due and the Directors resolved that his or her membership be terminated.
- 4.3 The Members may by a majority of two thirds of the number of Members present and voting at any general meeting of the Company terminate the membership of any Member but the requirements of natural justice should be respected and the Member shall be entitled to be heard in his own defence at such general meeting. Any such member so expelled shall be eligible to re-apply for membership to the Company. Section 1199 (8) shall be modified accordingly.
- 4.4 Entrance fees for membership shall be fixed by the Directors and approved by the members in general meeting.
- 4.5 The Directors shall prepare each year a budget of expenditure for the ensuing year and shall fix subscriptions for membership to meet the needs of the budget.

5 GENERAL MEETINGS

- 5.1 All general meetings of the Company shall be held in Ireland unless in respect of any particular meeting either all the Members entitled to attend and vote at such meeting consent in writing to its being held elsewhere or a resolution providing that it be held elsewhere has been passed at the preceding annual general meeting and Section 176 shall be modified accordingly.

6 PROCEEDINGS AT GENERAL MEETINGS

- 6.1 All business shall be deemed special that is transacted at an extraordinary general meeting, and also all that is transacted at an annual general meeting, with the exception of the consideration of the accounts, balance sheets and the reports of the Directors and Auditors, the election of Directors in the place of those retiring, the re-appointment of the retiring Auditors, and the fixing of the remuneration of the Auditors and Section 186 of the Act shall be modified accordingly.
- 6.2 In Section 189(2)(b) the words "one Member" shall be substituted for the words "three Members".
- 6.3 Unless a poll is so demanded, a declaration by the Chairperson that a resolution has, on a show of hands, been carried or carried unanimously or by a particular majority or lost, and an entry to that effect in the book containing the minutes of proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the

votes recorded in favour of or against such resolution. The demand for a poll may be withdrawn.

7 VOTES OF MEMBERS

7.1 Every member shall have one vote.

7.2 No members shall be entitled to vote at any general meeting unless all monies immediately payable by him to the Company have been paid.

7.3 A member of unsound mind, or in respect of whom an order has been made by any Court having jurisdiction in lunacy, may vote, whether on a show of hands or on a poll, by his committee, receiver, guardian or other person appointed by that Court, and any such committee, receiver, guardian, or other person may vote by proxy on a show of hands or on a poll.

7.4 No objection shall be raised to the qualification or any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meetings shall be valid for all purposes. Any such objection made in due time shall be referred to the Chairman of the meeting whose decision shall be final and conclusive.

7.5 Votes may be either personally or by proxy.

8 PROXIES

8.1 The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the registered office or at such place within the State as is specified for that purpose in the notice convening the meeting (whether by post, delivery or electronic means) not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than 48 hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid. Where any meeting of the Company is held at short notice pursuant to Section 181 (2) or Section 191 (4) of the Act it shall be sufficient if the instrument appointing a proxy (and the power of attorney or other authority), if any, under which it is signed, or a notarially certified copy of such power or authority) is deposited with the Chairperson of the meeting immediately upon the commencement of such meeting.

8.2 An instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances permit:

FRONT LINE, THE INTERNATIONAL FOUNDATION FOR THE PROTECTION OF HUMAN RIGHTS DEFENDERS

I/We, _____ of _____ in the County of _____, being a member/members of the above-named Company, hereby appoint _____ of _____ as my/our proxy to vote for me/us on my behalf at the (annual or extraordinary, as the case may be) general meeting of the Company to be held on the _____ day of _____ 20__ and at any adjournment

thereof.

This form is to be used *in favour of/against the resolution.

Unless otherwise instructed, the proxy will vote as he thinks fit.

Signed _____

this ____ day of _____ 20__

*Strike out whichever is not desired.

- 8.3 The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

9 BORROWING POWERS

Subject to Section 158, the Directors may exercise all the powers of the Company to borrow money and to mortgage or charge its undertaking and property or any part thereof, and to issue debentures, debenture stock and other securities, whether outright or as security for any debt, liability or obligation of the Company or of any third party. Debentures, debenture stock and other securities may be made assignable free from any equities between the Company and any person to whom the same may be issued. Any debentures or debenture stock may be issued at a discount, premium or otherwise and with any special rights as to redemption, surrender, drawings, allotment of shares, attending and voting at general meetings of the Company, appointment of Directors or otherwise.

10 POWERS AND DUTIES OF THE DIRECTORS

- 10.1 Subject to the Act, the Directors may from time to time and at any time by power of attorney appoint any company, firm or person or body of persons, whether nominated directly or indirectly by the Directors, to be the attorney or attorneys of the Company for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Directors under these Articles) and for such period and subject to such conditions as they may think fit, and any such powers of attorney may contain such provisions for the protection and convenience of persons dealing with any such attorney as the Directors may think fit, and may also authorise any such attorney to delegate all or any of the powers, authorities and discretions vested in him.

11 DISQUALIFICATION OF DIRECTORS

In addition to the provisions of the Act, the office of Director shall be vacated if the Director:

- 11.1 is directly or indirectly interested in any contract with the Company and fails to declare the nature of his interest in manner required by Section 231 of the Act.
- 11.2 is removed from office by a resolution duly passed pursuant to Section 146 of the Act or under the provisions hereof.

12 VOTING ON CONTRACTS

Subject to the provisions of the Act, a Director may vote in respect of any contract in which he is interested or any matter arising thereof.

13 DIRECTORS

- 13.1 The number of Directors shall not be less than three nor, unless and until otherwise determined by the Company by ordinary resolution, more than ten (10).
- 13.2 Nomination for election as a Director must be made in writing by two Members. Such nominations, together with the nominee's written consent to serve shall be delivered to the Secretary at least 7 days before the Annual General Meeting and providing the nominations are acceptable shall be put before the meeting.
- 13.3 If there are insufficient candidates nominated in advance for the vacancies, Members present at the Annual General Meeting may make additional nominations. However, if the number of nominations exceeds the number of vacancies there shall be an election by ballot.
- 13.4 The Directors shall have power at any time, and from time to time, to appoint any person to be a Director, either to fill a casual vacancy or as an addition to the existing Directors, but so that the total number of Directors shall not at any time exceed the number fixed in accordance with these Articles.
- 13.5 The Company may by ordinary resolution remove any Director, notwithstanding anything in these Articles or in any agreement between the Company and such Director. Such removal shall be without prejudice to any claim such Director may have for damages for breach of any contract of service between him and the Company.
- 13.6 The Company may by ordinary resolution appoint another person in place of a Director removed from office under Article 13.5. Without prejudice to the powers of the Directors under Article 13.4, the Company in general meeting may appoint any person to be a Director, either to fill a casual vacancy or as an additional Director.
- 13.7 In accordance with Section 1196, all Directors shall retire from office at the first annual general meeting. At the annual general meeting in every subsequent year, one-third of the directors for the time being shall retire from office. The Directors to retire in every year shall be those who have been longest in office since their last election provided that as between Directors elected on the same day the Directors to retire shall be determined by lot or in such other manner as the Board may otherwise determine. A retiring Director shall be eligible for re-election save in the event of their earlier death, resignation or removal from office.
- 13.8 A Director present at a meeting of the Directors shall in addition to his own vote be entitled to one vote in respect of each other Director not present at the meeting who shall have authorised him in respect of such meeting to vote for such other Director in his absence. Any such authority may relate generally to all meetings of the Directors or to any specified meeting or meetings and must be in writing or by telefax, by cable or telegram or telex message, which must be presented to the Secretary for filing prior to or be produced at the first meeting at which a vote is to be cast pursuant thereto.
- 13.9 The Directors may establish and maintain or procure the establishment and maintenance of any non-contributory or contributory pension or superannuation funds for the benefit of and give or procure the giving of donations, gratuities, pensions, allowances or emoluments to

any persons who are or were at any time in the employment or service of the Company or of any company which is a subsidiary of the Company or is allied to or associated with the Company or with any such subsidiary or who are or were at any time Directors or officers of the Company or of any such other company aforesaid and hold or have at any time held any salaried employment or office in the Company or such other company and the wives, widows, families and dependents of any such persons and also establish and subsidise or subscribe to any institutions, associations, clubs or funds calculated to be for the benefit of or to advance the interests and well-being of the Company or any such other company as aforesaid or of any such persons as aforesaid and make payments for or towards the insurance of any such persons as aforesaid and subscribe or guarantee money for any charitable or benevolent objects or for any exhibition or for any public general or useful object and do any of the matters aforesaid either alone or in conjunction with any such other company as aforesaid. Any Director who holds or has held any such employment or office shall be entitled to participate in and retain for his own benefit any such donation, gratuity, pension, allowance or emolument to the extent and upon such terms as may for the time being be permitted or required by law.

14 PROCEEDINGS OF DIRECTORS

- 14.1 The quorum necessary for the transaction of the business of the Directors shall be a majority of directors and Section 160 (6) shall be modified accordingly.
- 14.2 The Chairperson shall be elected for a period of three years which may be renewed.
- 14.3 All acts done by any meeting of the Directors or of a Committee of Directors or by any person acting as a Director shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such Director or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Director.

15 NOTICES

- 15.1 Every person who, by operation of law, transfer, or other means shall become entitled to any share shall be bound by every notice or other document which, previous to his name and address being entered on the register in respect of such share, shall have been given to the person in whose name the share shall have been previously registered.
- 15.2 Any notice or document sent by post to the registered address of any member in pursuance of these presents shall, notwithstanding that such member be then deceased, and whether or not the Company have notice of his decease, be deemed to have been duly served in respect of any share held by such member (whether solely or jointly with other person or persons) until some other person or persons be registered in his stead as the holder or joint holders thereof, and such service shall for all purposes of these presents be deemed a sufficient service of such notice or document on his or her executors or administrators, and all persons (if any) jointly interested with him or her in any such share.
- 15.3 Any notice may be served on a member or returned by a member by use of electronic means in accordance with Section 218(3) of the Act.
- 15.4 The signature to any notice to be given by the Company may be written or printed.

16 INDEMNITY

Subject to the Act, every Director, Managing Director, agent, Auditor, secretary and other officer for the time being of the Company shall be indemnified out of the assets of the Company against any liability incurred by him in defending any proceedings, whether civil or criminal, in relation to his acts while acting in such office, in which judgement is given in his favour or in which he is acquitted or in connection with any application under Section 233 or 234 of the Act in which relief is granted to him by the court.

17 WINDING-UP

The provision of Regulation 6 of the Memorandum of Association relating to the winding up or dissolution of the Association shall have effect and be observed as if the same were repeated in full in these Articles.

Appendix 2: Vision, Mission and Core Values of Front Line Defenders

VISION

Human rights defenders are recognised and supported as essential actors in defending and advancing human rights, and bringing about positive change in society.

MISSION

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To support and enable the protection of human rights defenders who are at risk as a result of their human rights work.

CORE VALUES

Our values and principles: Front Line Defenders was founded with a clear and ambitious mandate to provide practical support to HRDs who are most at risk. Our values and principles are the fundamental beliefs and principles that underpin the strategic direction of the organisation, the work we do, and how we do it.

➤ We are focused: In a complex global context, remaining focused as an organisation on our core mandate - protection of HRDs at risk - is our strength. The organisation is built on a foundation of the primacy and centrality of defenders and being fast, flexible and agile in its support. We will remain focused on responding to the needs expressed by HRDs.

➤ We demonstrate respect: Our work is built on profound respect for HRDs, for the work that they do, their courage and their knowledge. We respect the leading role of local civil society in their own contexts. We recognise that listening with empathy to HRDs and understanding the situations they are in is key to providing effective protection support. We demonstrate humility in the role that we have in supporting them.

➤ We demonstrate perseverance: We will continue to find ways to provide meaningful support and be present to HRDs facing the most difficult circumstances and at most risk. In many cases this means finding creative solutions, innovating and being brave in our decision making. We also appreciate the importance of continued solidarity as a key element of protection support. We will continue to show determination to hold those in power to account.

Appendix 3: Briefing documents for new Directors

- Strategic Plan
- Most recent Annual Reports (Business Plan, Annual Report)
- Most recent Audited Accounts
- All relevant policy documents
- Charities Regulator Guidance document 'What is a Charity?'

Appendix 4: Director's Responsibilities Letter Template

To: The Chairperson
Front Line Defenders

Date dd/mm/yy

As a Director of Front Line Defenders, the International Foundation for the Protection of Human Rights Defenders, I hereby confirm that I am aware of my responsibilities to:

- know and support the mission of the organisation;
- uphold the values and objectives of the organisation;
- give adequate time and energy to the duties of being a Trustee;
- prepare for meetings in advance;
- maintain confidentiality;
- offer informed and impartial guidance;
- fulfill fiduciary and statutory duties;

- act with integrity, and avoid or declare personal conflicts of interest;
- participate in committees and special events;
- support the Executive Director;
- take part in resource development;
- promote the organisation in the community;
- comply with the principles of the Charities Governance Code and the Dochas Code on Governance;
- confirm understanding that the Chair runs the Board and sets the agenda which is strategic and takes account of members' issues.

Sincerely,

Appendix 5: International Advisory Council (Terms of Reference)

The International Advisory Council was created to meet two inter-related challenges. Front Line receives some questioning from funders and others about the international diversity of our governance structures. At the same time as we have added non-Irish based members to the Board it has become more difficult to find suitable dates for Board meetings and to ensure attendance at Board meetings.

The Board of Directors therefore agreed in September 2011 to create a new body, to be named the International Advisory Council (IAC), which would meet once per year together with members of the Board of Directors. The main purpose is to give international input on Strategy. The IAC will also contribute ideas to be considered in the strategic planning process.

The Board of Directors retains its existing legal responsibilities for the management of the organization. One of the Board meetings will coincide with an IAC meeting. All members of the Board of Directors would automatically be members of the International Advisory Council.

The IAC does not have a specific legal status in the Trust Deed. The current Trust Deed provides discretion for the Board of Directors to establish such a body as a means of getting the best advice on the strategic direction of the organisation. Clause 9b of the Trust Deed on Powers of Directors specifies that Directors may, “If and when they shall think fit employ and pay out of the Trust Fund any person or persons to do any act or acts... ..although they or some or one of them could have done the act or those acts.”

Criteria for membership of the IAC

- international credibility, ideally to have individuals from each of the world regions not already represented who could provide strategic input to the work of Front Line; at all times there should be at least one person from the 5 regions;
- assistance with fundraising;
- former Directors.

Standing Orders

- a) The International Advisory Council shall be convened by the Board of Directors one time per year, normally in conjunction with a Board of Directors meeting.
- b) Members of the IAC will be appointed by the Board of Directors for a three year term, renewable once.
- c) Each meeting of the IAC shall be chaired by a member of the Board of Directors.
- d) The agenda and preparation of the IAC shall be the responsibility of the Board of Directors.
- e) Any member of the IAC may request in advance that an item be added to the agenda.
- f) All documents for the meeting of the IAC will be circulated at least one week in advance of the meeting.
- g) Minutes of meetings of the IAC will be kept under the responsibility of the Executive Director and will be circulated after each meeting.
- h) Given the advisory nature of the IAC there is no provision for voting or decision making.

Appendix 6: Charities Governance Code (To be appended separately as a PDF document)

Appendix 7: Dochas Code on Corporate Governance (To be appended separately as a PDF document)