



# **BADMINTON EUROPE**

**Meeting procedures for Board of Directors  
(Including Commissions/Committees/Working Groups)**

**29 January 2023**

# INDEX

1. Introduction.....	3
2. Principles of operation.....	3
3. Board of Directors' Meetings.....	3
4. Planning and notice of meetings.....	4
5. Agenda and conduct of meetings.....	5
6. Email decisions by Board of Directors.....	5
7. Duties of Members of the Board of Directors, Commissions, Committees and Working Groups.....	6
8. Role of the Commissions and Committees.....	6
9. Athletes Representation.....	8
10. Role of the BEC President.....	8
11. Role of the BEC Vice-Presidents.....	9
12. Role of the BWF Vice-President for Europe.....	10
13. Role of the BEC Director of Finance.....	10
14. Role of the BEC Directors.....	11
15. Role of a Commission or Committee Chair.....	12
16. Role of the General Secretary.....	12
17. Minutes.....	13
18. Confidential nature of documents and information.....	14
19. Spokesperson for the Board of Directors.....	14
20. Travelling and operational expenses.....	15
21. Bank account.....	15
22. Interpretation.....	16

## **1. Introduction**

- 1.1. The Board of Directors are committed to building solid foundations for management and oversight and achieving and demonstrating high standards of corporate governance.
- 1.2. The following Guidelines for Board of Directors Procedures have been enacted to assist in operating the Confederation at all levels in accord with these governance principles.

## **2. Principles of operation**

- 2.1. The Board of Directors and all Commissions, Committees and Working Groups operate on democratic principles.
- 2.2. These Guidelines for Board of Directors Procedures are a guide and reflect a common-sense approach to the business affairs of the Confederation. These Guidelines may be varied with the approval of the majority of the Board of Directors.
- 2.3. These Guidelines for Board of Directors Procedures are to be interpreted taking account of the relative roles and responsibilities of the Board of Directors.
- 2.4. Email is considered to be an acceptable form of communication for official notification and day to day correspondence. Each Director shall have a BEC email set by BEC Office, normally in the following format: *name.surname@badmintoneurope.com*, and such email shall be considered as a registered email for all official communication with BEC. Director's emails shall be treated as received even if they have been sent from Director's unregistered email, provided that it is clear that such email has actually been sent by the Director. Directors shall try to avoid such practice. In case of doubt or dispute, only BEC email shall be used.
- 2.5. Emails intended for Directors shall always be sent to Directors only. Translators/assistants shall not be sent any emails.

## **3. Board of Directors' Meetings**

Board of Directors shall:

- 3.1. Have at least three ordinary meetings annually which may be held physically, virtually or in a hybrid manner, as decided by the President in consultation with the Board of Directors. The President may change the manner of the meeting after the meeting is called. Any Director may ask to attend virtually if unable to be physically present.
- 3.2. Meet at the time of the Annual Delegates' Meeting.
- 3.3. Meet at other times as determined by the agreement of the majority of the Board of Directors.

- 3.4. Board of Directors' Meetings shall be chaired by the President or the person he/she appoints. When such an appointment is not possible and the President is unable to chair the Meeting, the Meeting shall select the Chair. A hybrid Board of Directors' Meeting may not be chaired by a person not being physical present.
- 3.5. The quorum of a Board of Directors' Meeting shall be the attendance of Directors representing at least fifty (50) % of the total number of Directors. Only a quorate Meeting shall have the power to make decisions.
- 3.6. Any regulation specified in these Meeting Procedures regarding the Board of Directors Meetings shall be reasonably applied to Committee or Commission meetings, unless specifically expressed otherwise in these Meeting Procedures.

#### **4. Planning and notice of meetings**

- 4.1. The planning of Board of Directors Meetings should normally be done in consultation with the Board of Directors and if possible, consensus should be achieved on acceptable dates and times. The location of the Board of Directors Meeting shall normally be decided by a majority of the Board of Directors.
- 4.2. Notice of the date, time and venue of physical or hybrid Board of Directors Meetings will normally be given a minimum 8 weeks in advance of the meeting by the General Secretary. In Exceptional circumstances, the timing of the notice may be varied by agreement of the majority of Board of Directors.
- 4.3. Notice of the date and time of virtual Board of Directors Meetings will normally be given a minimum 4 weeks in advance of the meeting by the General Secretary. In Exceptional circumstances, the timing of the notice may be varied by agreement of the majority of Board of Directors.
- 4.4. When an urgent decision is needed, the President may call for an Urgent Meeting in any manner. If the President is incapacitated or unable to act in any other way, a Vice-President may call for an Urgent Meeting in any manner. An urgent Meeting may be called without prior notice, but may be blocked if at least one third of the Directors disagree. All decisions taken at an Urgent Meeting shall be deemed temporary until approved at the next ordinary meeting.
- 4.5. Extraordinary Meetings may be requisitioned by at least one third of the Directors, the requisition specifying the purpose and the format of the meeting. A minimum of 4 weeks' notice is required, and the date must not be more than two months from the date of requisition, unless the majority of Board of Directors agrees otherwise. The Chair or the person nominated by the Chair will determine the most suitable timing and location.
- 4.6. A Board of Directors' Meeting may be held without any restrictions if there is consensus of all Directors.
- 4.7. Committee and Commission meetings may be called by the Chair at such times, in such a manner and with such a notice as the Chair sees fit.

## **5. Agenda and conduct of meetings**

- 5.1. The preliminary agenda of a Board of Directors Meeting shall be circulated not less than one week before the meeting.
- 5.2. Meetings shall be conducted in conformity with these Guidelines and the Chair shall have the final decision upon all points of order and matters of procedure but shall not have the power to rule on matters of the substance of the proposals without the consent of the meeting.
- 5.3. The Chair has authority to admit guests or expert counsel to a Board of Directors Meeting, but such guests or expert counsel can only attend and speak during the relevant point on the Agenda. Directors may ask the Chair to admit their translators or assistants. Such translators/assistants shall have no other role than to assist a particular Director to express his/her opinion. Director's translator/assistant may not attend without the attendance of the Director, which also applies to virtual and hybrid meetings in which only one channel per Director may be used.
- 5.4. Additional agenda points may be added as a result of Commission or Committee meetings. However, for agenda items that are considered material by the Chair, the Board of Directors shall only accept this onto the agenda with a 2/3 majority.
- 5.5. The Chair shall be responsible for putting together the agenda at the request of the Board of Directors.
- 5.6. All matters will be determined firstly by consensus or if necessary to finality by a vote of simple majority, unless specified differently. Any majority shall be calculated without taking into account those Directors who are conflicted as per BEC Conflict of Interest Policy. The Chair shall decide whether the vote is open or secret. A vote shall be secret if demanded by at least three Directors.
- 5.7. The Chair of the Meeting has no casting vote. In the event of an equality of votes, the motion is lost.
- 5.8. No proxy voting is permissible at any meeting of Board of Directors or its Commissions.
- 5.9. The General Secretary is responsible for ensuring documentation prepared by the Office for meetings is procedurally correct.

## **6. Email decisions by Board of Directors**

- 6.1. If the Chair is satisfied that a decision is considered to be urgent business, then the chair may call for an email decision by Board of Directors. Urgent business is a decision that cannot wait for the next Board of Directors meeting.
- 6.2. Email Votes will be controlled and declared by the General Secretary or a person specifically nominated by the General Secretary.

An email decision may be sought subject to the following:

- 6.3. The email proposing a motion must be sent to the registered email address of ALL Board of Directors Members and will be deemed received.
- 6.4. The proposal must specify the urgency of the decision sought and provide all necessary documentation - rationale and background information to the decision.
- 6.5. The time frames (dates for the discussion, date for when a vote will be called, closing date for the vote) will be detailed in the initial email calling for an email decision. All deadlines are as at midnight Copenhagen time on the date identified unless a specific time is announced.
- 6.6. A voting period of 48 hours must normally be allowed. If deemed necessary by the Chair, a shorter voting period, but not less than 24 hours, may be required.
- 6.7. The result may not be declared until the specified time limit has been exceeded.
- 6.8. At least half of the Board of Directors members must have voted before the declared deadline in order for an email decision to be accepted as a decision of the Board of Directors.

## **7. Duties of Members of the Board of Directors, Commissions, Committees and Working Groups**

- 7.1. For the purposes of the application of these duties they refer to all those serving on the Board of Directors or serving on any Commissions, Committees or Working Groups.
- 7.2. The Board of Directors members must observe and abide by the BWF Code of Ethics.
- 7.3. The Board of Directors' members shall strive to participate in all Board of Directors' meetings. Meeting attendance shall be registered and published in the Confederation's Annual Report.

## **8. Role of the Commissions and Committees**

- 8.1. Board of Directors shall establish Commissions to provide high level strategic input and Committees to provide sparring and political direction to the functional areas of the Confederation.

The Commission and Committee structure will consist of the following:

- 8.2. Governance Commission
- 8.3. Participation Commission
- 8.4. High-Performance Commission
- 8.5. Entertainment Commission

8.6. Member Support Commission

8.7. Administration Committee

8.8. Business Committee

8.9. Development Committee

8.10. Governance Committee

8.11. Events Committee

8.12. International Committee

8.13. The composition of each Commission and Committee shall be determined every two years by the Board of Directors upon recommendation of the President either at the meeting in connection with the ADM or the meeting thereafter.

8.14. The President may at any time decide to recommend changes to Board of Directors on the composition of a Commission and Committees.

8.15. Board of Directors shall appoint a Chair of each Commission and Committee upon recommendation of the President.

8.16. The President, Director of Finance and Athletes Representative shall be ex-officio members of every Commission/Committee.

8.17. The Chair of each Commission and Committee has authority to admit guest or expert counsel to a Commission/Committee Meeting, but such guest or expert counsel can only attend and speak during the relevant point on the Agenda.

8.18. Commission or Committee meetings shall normally be planned in the days prior to the Board of Directors meetings.

8.19. The Commissions will deal with any policy, strategy and overall management issue related to their Board of Directors approved Terms of Reference and will make recommendations to Board of Directors within their respective areas.

8.20. The Committees will deal with the functional areas of the Confederation and provide guidance and political direction to the staff.

8.21. All matters will be determined firstly by consensus or if necessary to finality by a vote. A vote can determine which recommendation is given to Board of Directors but cannot prevent a proposal to be discussed and decided on in Board of Directors.

8.22. Board of Directors may from time to time delegate decision making powers to the Commissions and Committees and the Chair of the Commissions and Committees within their respective areas.

8.23. Any Commission, Committee or Working Group of the Board of Directors will adhere to the principles and procedures of these Guidelines for Board of Directors.

## **9. Athletes Representation**

9.1. An Athletes Commission will be formed comprising four members elected by a players' body formally recognized by the Board of Directors for the purpose of representing the players.

9.2. Separate guidelines for the Athletes Commission may be prepared.

## **10. Role of the President**

10.1. The BEC President must also comply with the key responsibilities and principal duties of BEC Directors.

10.2. The role of the President is non-executive.

10.3. Responsibilities:

- Provide inclusive leadership to *the Membership and* the Board acting in the long-term interests of Badminton Europe and its stakeholders
- Take responsibility for the Board's composition, induction, development and performance management in consultation with the Board
- Lead the Board in ensuring there is the best organisation structure and Board composition in place
- Lead the Board in making decisions in the best interest of the Board
- Provide political support and advice to the Secretary General and Secretariat and ensure robust performance appraisal processes are in place. However, leaving full responsibility to the General Secretary to manage the staff.
- Ensure the Badminton Europe Board carries out its essential functions, by planning the business to be conducted, ensuring a voice for all, reaching appropriate conclusions, and ensuring accurate records are kept
- Lead the Board in operating in accordance with the highest standards and governance best practice
- To be an advocate, ambassador and spokesperson for Badminton Europe, develop and maintain robust, productive relationships with key stakeholders internally and externally

10.4. Duties:

- Lead the Badminton Europe Board in setting and delivering the vision, mission, values and strategic objectives.



- Provide constructive support and challenge to the Secretary General to ensure effective delivery of the strategic plan
- Ensure Badminton Europe continues to operate as an inclusive, representative and effective governing body fully equipped to lead, develop and govern the sport in Europe
- Be a recognised figurehead and advocate for Badminton Europe and lead the sport within Europe
- As signatory to commercial contracts, in accordance with the BEC Operational Guidelines, be familiar with content and be present at signing ceremonies as appropriate
- Communicate with the European badminton community on a regular basis
- Set appropriate agenda, together with the General Secretary, and effectively chair ADM
- Ensure that decisions taken by the ADM are taken back to the Board for further deliberation and consideration
- Set appropriate agenda, together with the General Secretary, and effectively chair Board meetings
- In consultation with the board put in place an effective structure of Commissions and working groups to focus on the organisation's key objectives and areas of responsibility .
- Ensure the Board has the required information to monitor and review the Badminton Europe Strategy and to identify any necessary changes as a result of its impact on Badminton Europe and its members
- Establish effective evaluation procedures of the Board, any committees and individual directors annually
- Ensure that Board is able to Evaluate the performance of the Secretary General to provide appropriate support, mentoring and development as necessary
- Coordinate with the European BWF Vice-President to ensure coherence in the way the BEC Board of Director's stand points are presented in the BWF
- Coordinate with the European BWF Vice-President to ensure coherence in cooperation with the other four Continental Confederations
- Ensure Badminton Europe has an active and growing influence within other relevant European sporting bodies
- Ensuring Badminton Europe is appropriately represented at European Championships and international events/forums

## **11. Role of the BEC Vice-Presidents**

11.1. The BEC Vice-Presidents must also comply with the key responsibilities and principal duties of BEC Directors.

### 11.2. Key responsibilities:

- Provide inclusive leadership to the Membership acting in the long-term interests of Badminton Europe and its stakeholders
- Provide support and advice to the President and Secretary General
- Stand in for the President as required
- To be an advocate, ambassador and spokesperson for Badminton Europe, develop and maintain robust, productive relationships with key stakeholders internally and externally

### 11.3. Principal duties:

- Provide constructive support and challenge to the President and Secretary General to ensure effective delivery of the strategic plan
- Ensure Badminton Europe continues to operate as an inclusive, representative and effective governing body fully equipped to lead, develop and govern the sport in Europe
- Be a recognised figurehead and advocate for Badminton Europe and lead the sport within Europe

## **12. Role of the BWF Vice-President for Europe**

12.1. The European BWF Vice-President must also comply with the key responsibilities and principal duties of BEC Directors.

### 12.2. Key responsibilities:

- To provide inclusive leadership to the Membership and the Board acting in the long-term interests of Badminton Europe and its stakeholders
- To represent the views of BEC Board at BWF meetings
- To report to the BEC Board from BWF meetings
- To take responsibility for European representation at BWF level
- To inform European BWF Council Members of the views of the BEC Board
- To inform BEC Member Associations regarding BWF matters
- To provide support and advice to the Secretary General and Secretariat on BWF matters
- To be an advocate, ambassador and spokesperson for Badminton Europe, develop and maintain robust, productive relationships with key stakeholders internally and externally

### 12.3. Principal duties:

- Lead Badminton Europe in ensuring coherence between the vision, mission, values and strategic objectives of BWF and BEC
- Be a recognised figurehead and advocate for Badminton Europe and lead the sport within Europe
- Ensure that decisions taken by the BWF AGM, BWF Council and BWF Commissions and Committees are taken back to the BEC Board
- Ensure Badminton Europe operates loyally within the framework of BWF while also ensuring relevant influence to represent European interest
- Ensure that Badminton Europe is well connected with the four other Continental Confederations
- Engage with European BWF members and seek their input prior to all BWF meetings, decisions or other relevant BWF activities

## **13. Role of the BEC Director of Finance**

13.1. The Director of Finance must have recent and relevant financial experience from working at a senior level and is likely to be a qualified accountant.

13.2. The BEC Director of Finance must also comply with the key responsibilities and principal duties of BEC Directors

13.3. Key responsibilities:

- Provide financial leadership to the Membership and the Board acting in the long-term interests of Badminton Europe and its stakeholders
- Provide support and advice to the Secretary General and Secretariat on financial matters
- Lead the Board in operating in accordance with the highest financial standards and governance best practice
- To be an advocate, ambassador and spokesperson for Badminton Europe, develop and maintain robust, productive relationships with key stakeholders internally and externally

13.4. Principal duties:

- Oversee policies and procedures to enable effective and efficient financial management
- Provide financial advice and guidance to the Secretary General and Secretariat team
- Set appropriate agenda and effectively chair Finance Committee meetings
- Control the annual operating budget to ensure that all financial targets are met
- Ensure that Badminton Europe operates appropriate internal controls and that financial regulations are complied with
- Oversee the preparation of financial accounts to ensure that these are presented accurately and on time
- Liaise with external auditors regarding annual financial report
- Present the financial report and budgets to the membership

## **14. Role of the BEC Directors**

14.1. Key responsibilities:

- Provide leadership to the Membership acting in the long-term interests of Badminton Europe and its stakeholders
- Provide support and advice to the Secretary General and Secretariat on matters particularly within their functional areas
- To be an advocate, ambassador and spokesperson for Badminton Europe, develop and maintain robust, productive relationships with key stakeholders internally and externally

14.2. Principal duties:

- Play an active role in setting and delivering the vision, mission, values and strategic objectives of Badminton Europe
- Provide advice and guidance to the Secretary General and Secretariat team
- Keeping up to date with relevant topics in the badminton and sports world and take responsibility for own training
- Set appropriate agenda and effectively chair Commissions/Committees as and when appointed

- Be prepared to take active part in Commission, Committee and Board meetings
- Take up duties as appropriate when requested by the Board of Directors
- Take an active part when involved in decision making processes
- Communicate regularly with relevant staff, fellow Board members and Commission/Committee members
- Control the annual operating budget within relevant functional areas
- Prepare and present the annual report to the membership
- Develop and maintain strong relationships and communications with the Badminton Europe membership and its stakeholders
- Comply at all times with BEC Operational Guidelines and BEC Meetings Procedures
- Sign and live up to the BEC Good Governance Statement

## **15. Role of a Commission or Committee Chair**

- 15.1. A Commission or Committee Chair will chair the Commission or Committee meetings and will be responsible for putting together the agenda of the meeting together with the General Secretary, and at the request of the Board of Directors and Commission or Committee Members.
- 15.2. The Chair of the Meeting has no casting vote. In the event of equal number of votes, the motion is lost.
- 15.3. The Chair of the Commissions or Committees provides oversight of their respective areas and will liaise with the General Secretary and the office to make sure that approved policy and strategies are implemented within each of the respective Commission or Committee areas defined in the Terms of Reference for the Commission or Committee.
- 15.4. In case of urgent budget request in between Board of Directors meetings, which is not part of the Board of Directors approved budget, such requests can be granted upon approval from the Commission or Committee Chair, Director of Finance and the President providing the amount is not above 20,000€.

## **16. Role of the General Secretary**

- 16.1. Board of Directors shall appoint a person to undertake the functions ascribed to the General Secretary under the Rules.
- 16.2. The General Secretary reports to the Board of Directors and shall ensure a high level of service delivery through the office.
- 16.3. The responsibility for the day to day management and administration of the Confederation is delegated to the General Secretary who serves as the chief administrative and financial official of the Confederation.

- 16.4. The General Secretary manages the Confederation activities in accordance with the policies, programs, strategies, budgets and delegations determined by the Board of Directors and works to ensure excellence in management and the growth of the sport.
- 16.5. The General Secretary works in close consultation with and with oversight of the Commission/Committee Chairs on the respective areas. In areas not covered by the Commission/Committee and Commission/Committee Chairs, the President, or another Board member, as decided by the President, will be responsible to provide oversight.
- 16.6. The General Secretary is responsible for ensuring documentation prepared by the Office for meetings is procedurally correct.
- 16.7. The General Secretary shall employ such staff that is deemed necessary in carrying out the management and administration of the day to day operations of Confederation within the approved cadre and budget.
- 16.8. The General Secretary shall lead the management team, identifying and overseeing training and development needs as required.

## **17. Minutes**

- 17.1. Minutes of Board of Directors, Commission and Committee meetings are produced by the Secretariat. The minutes should reflect:
- Summarization of the presentation of the agenda point or reference to a written presentation or proposal
  - Summarization of the main discussion points during the meeting. Such summarization may not include mention of who made a statement unless important for the understanding of the point
  - A clear description of the conclusion/decision of the agenda point, or a reference to approval/rejection of a written proposal
  - A clear description of the responsible person(s) to take action on any decision
  - The person making a statement at the meeting can have the exact wording included into the minutes, but will have to explicitly request this to the minute taker during the meeting
- 17.2. The Chair of the Board of Directors meeting in consultation with the General Secretary shall review the minutes and sign these as being a true record of the respective meeting.
- 17.3. A copy of the minutes of every Board of Directors meeting shall be circulated to each member of Board of Directors as soon as practicable after the meeting concerned, desirably within fifteen working days.
- 17.4. Board of Directors shall review and approve the minutes through the following process:

- 17.4.1. Any comments regarding the accuracy of the minutes must be submitted to the Secretary General within 14 days of receipt of the minutes. A proposal may not be moved, nor may discussion take place upon the minutes of any Board of Directors meeting other than to question their accuracy.
- 17.4.2. If no comments are received after the 14 days period, the minutes are deemed to be approved.
- 17.4.3. If any comments are received, then such comments are incorporated into the minutes by the Chair in consultation with the General Secretary. The revised version of the minutes is then sent to Board of Directors to be approved according to the “email decision” procedures.
- 17.4.4. After approval of the minutes a final copy of the approved minutes shall be circulated to each member of Board of Directors.
- 17.5. At the next meeting of Board of Directors matters arising from the minutes shall be part of the Agenda.
- 17.6. The notes of Commission and Committee meetings and proposals from such Commission or Committee meetings shall be produced by the Secretariat and shall be reviewed and approved by the Commission or Committee Chair. Notes from the Commission or Committee meetings shall be circulated to all members of Board of Directors and shall be presented to the next meeting of Board of Directors for consideration. It shall be the duty of the Chair of each Commission or Committee to draw the Board of Directors’ attention to any recommendation which covers a course of action beyond Commissions’ or Committees’ terms of reference.

## **18. Confidential nature of documents and information**

- 18.1. Unless otherwise specified all documents circulated to members of Board of Directors and to its Commissions and Committees, and information disclosed during Board of Directors and Commission and Committee meetings are confidential and as a result shall remain confidential to the members of Board of Directors and/or to the members of Commissions and Committees. These documents and information include agenda, minutes, and any reports and appendices relating thereto, and furthermore, any verbal information given during the meetings.
- 18.2. Board of Directors Members who are allowed translators/assistants during a meeting shall be held liable for any breach of confidentiality by their respective translators/assistants.

## **19. Spokesperson for the Board of Directors**

- 19.1. The President and the General Secretary are considered to be the spokespersons on behalf of Board of Directors and are given the right to express publicly the opinion of Board of Directors and act as a spokesperson of the Confederation. No other persons are entitled to act

as spokespersons and publicly express the opinion of the Confederation unless this right is explicitly granted by the President.

## **20. Travelling and operational expenses**

- 20.1. Board of Directors shall be entitled to reasonable travel, hotel and subsistence expenses when engaged on the business of Board of Directors. They shall also be entitled to reimbursement of their operational expenses (such as postage and telephone costs). Other participants, especially Commission Members shall similarly be entitled, provided the expenses are agreed in advance by the relevant Chair. Details of the entitlements shall be as specified by Board of Directors in Confederation's Operational Guidelines.
- 20.2. Board of Directors members shall not receive travel expenses to Board of Directors and Committee/Commission meetings in connection with an ADM where elected to Board of Directors, having not been a Board of Directors member immediately before that ADM.
- 20.3. Board of Directors members are however eligible for expenses, including travel and accommodation, from the date of election (including accommodation expenses immediately after elected) until they demit office.
- 20.4. All claims for expenses shall be lodged in accordance with the specified guidelines in Confederation's Operational Guidelines, but not later than 6 weeks after the activity to be compensated and not later than 15 December in the calendar year concerned, failing which it may be deemed that there shall be no claim. If travel expenses are met in whole or in part by a Member Association, then a claim may be made, and the member of Board of Directors entrusted to return any monies received to the Member Association. No claim may be made for any expenses met directly by a Board of Directors Member's government.
- 20.5. Board of Directors Members cannot receive remuneration from the Confederation directly or indirectly unless specifically decided by Board of Directors and will be declared to the next ADM.

## **21. Bank account**

- 21.1. The Confederation's banking accounts can be opened, as deemed fit, with the recommendation from the Director of Finance and be approved by Board of Directors.
- 21.2. The signing authority of such banking accounts will be recommended by the Director of Finance and be approved by the Board of Directors.
- 21.3. No one may provide the only authorisation for a payment in their own favour. Should any payment be required to the General Secretary or Deputy General Secretary, there must be approval from the President (expenses) or Director of Finance (payroll).
- 21.4. All electronic payments require two authorisations by the General Secretary and Deputy General Secretary after being prepared by the Finance Manager.

## **22. Interpretation**

22.1. Any terms in masculine or female gender, expressed in these Meeting Procedures, shall be interpreted as a neutral form for men and women.

22.2. Any terms used in these Meeting Procedures shall have the same meaning as defined in BEC Rules.

22.3. Board of Directors has the power to interpret these Meeting Procedures and such interpretations are binding. Any Chair may ask Board of Directors for clarification.

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Approved by the BEC Board of Directors 29 January 2023  
Valid from 30 January 2023