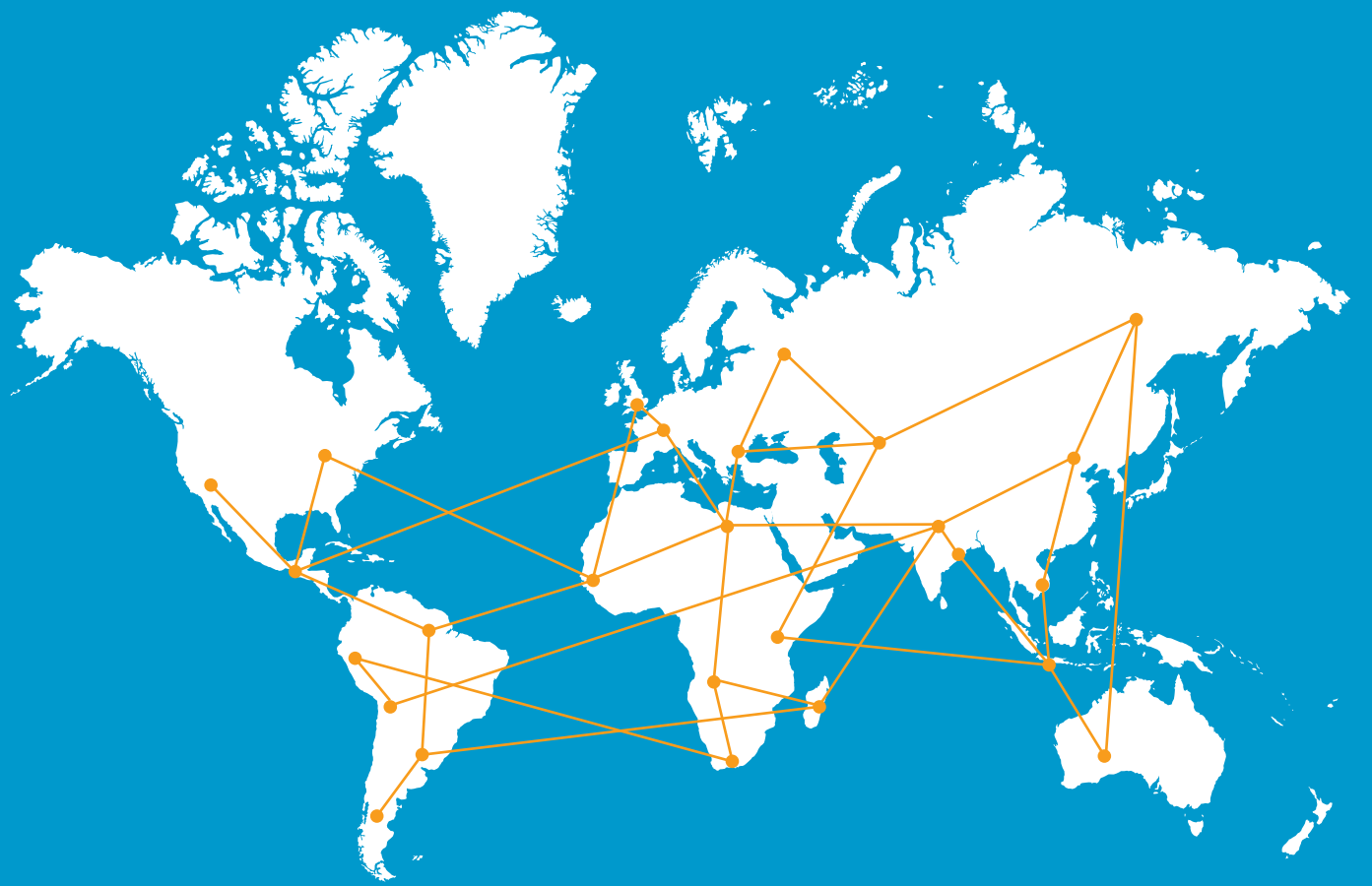


Governance Manual



Global Network of
Civil Society Organisations
for Disaster Reduction

Acknowledgements

The global board acknowledges the contributions of the governance working group in leading the drafting process and is also grateful for the individual contributions of: Ali Ardalán, Bijay Kumar, Emad Adly, Emma Hillyard, Emma Kerr, Farah Kabir, Graciela Mercedes Salaberri Vacani, Jesús Cordero, Jonathan Potter, José Ramón Ávila Quiñonez, Kheswar Beeharry Panray, Loreine B. dela Cruz, Lucy Pearson, Nick Roberts, Nicole Stolz, Oenone Chadburn, Papiloa Foliaki, Peter Akanimoh, Peter Curran, Prime Nkezumukama, Rod Snider, Rumana Kabir, Sarah Henly-Shepard, and Zenaida Willison.

The global board would also like to thank the Deutsche Gesellschaft für Internationale Zusammenarbeit (GIZ) GmbH for their kind support with the project 'Strengthening Collaboration Capacities for Resilience' that has made possible this document.



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The Global Network of Civil Society Organisations for Disaster Reduction (GNDR) is the largest international network of organisations committed to working together to improve the lives of people affected by disasters worldwide.

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Contents

- 4 Foreword
- 5 Purpose of the manual
- 6 History, vision, mission and values
- 7 The purpose of governance
- 9 The governance framework
- 15 Relationship of global board members and trustees with the secretariat
- 16 The global board's responsibilities
- 17 Trustees' responsibilities
- 18 Functioning of the trustees and the global board

Annexes

- 23 Role of the global board chairperson
- 25 Role of the chairperson of the trustees
- 26 Responsibilities of an individual global board member
- 27 Responsibilities of a trustee
- 28 Working groups
- 32 Breakdown of regions electing global board members

Foreword

The GNDR Governance Manual was approved by the global board on 22 October 2018. With the new GNDR global strategy approved in 2020, the board mandated the secretariat to adapt the manual to the new strategy and also critical changes to British charity law, if any. The amended document was approved by the board on 9 September 2021. As envisaged in the original document, the manual aims to:

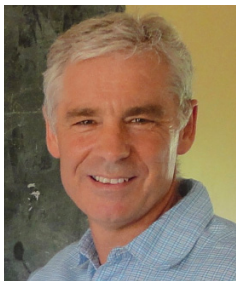
- Support and help GNDR achieve the highest standards of corporate governance and to promote adherence to accepted good governance principles
- Set out clear relationships between the members of our network, the global board, the regional advisory groups (RAGs), trustees, the executive director, and the staff, in terms of running GNDR and pursuing its mission

We would urge the network members, the global board, RAGs, trustees, senior leadership team and staff of the secretariat to make use of this manual both in letter and spirit.

In solidarity,



Graciela Mercedes
Salaberry Vacani
Chair of the Global
Board



Peter Curran
Chair of Trustees



Marcos Concepcion Raba
Executive Director

Purpose of the manual

The purpose of this manual is to provide global board members, trustees, secretariat staff and others with the information necessary to enable them to carry out their duties in a manner appropriate to the values and needs of GNDR. It will be used as an induction tool for new board members and trustees and a reference document for all GNDR stakeholders (especially members).

The manual draws on a range of sources including the GNDR Memorandum and Articles of Association (see website) and a previous governance manual drawn up for the first global board in March 2015. It also draws from good practice established by other networks in the sector and, where relevant, Charity Commission publications on good governance. The approved version of the Governance Manual 2018 has been adapted to the new GNDR strategy 2020-25, Local Leadership for Global Impact.

History, vision, mission and values

Our vision

A world in which everyone works together to strengthen the resilience of people most at risk and prevent hazards from becoming disasters.

Our purpose

GNDR is a voluntary network of civil society organisations, associations and individuals who are committed to working together, and engaging with partners and other stakeholders, to increase community resilience and reduce disaster risk around the world.

Our charitable objects

1. Prevention or relief of poverty for the public benefit
2. Community capacity-building
3. Promotion of human rights
4. Sustainable development.¹

Our values

GNDR members believe that we can achieve more by working together. By undertaking joint actions and providing mutual support we can achieve shared objectives and reach common goals. We share core values that bind us:

1. Trust and openness to listen, share and learn from one another that enables us to build consensus and mutual understanding
2. Transparency and mutual accountability

3. Equity and respect for diverse identities, needs and perspectives
4. Commitment to work together in a collaborative, inclusive and participatory manner

Our history

The Global Network of Civil Society Organisations for Disaster Reduction is the largest international network of organisations committed to working together to improve the lives of people affected by disasters world-wide. GNDR was officially launched at the second session of the Global Platform for Disaster Reduction in Geneva June 2007.

A steering group was formed which oversaw the development of GNDR until members requested that there be a more formal, democratic process. Elections to the global board took place in late 2014. By this time the GNDR membership consisted of approximately 1,185 members from more than 850 organisations working across 127 countries in virtually every geographical region of the world. As of 2021 the GNDR membership has grown to 1,287 organisations from across 124 countries. The GNDR strategic objectives and main activities are detailed in the strategy 2020-25, Local Leadership for Global Impact. This was developed by the global board with input and endorsement from the GNDR membership.

GNDR was founded in the belief that civil society organisations can achieve more by working together to address common challenges and issues related to disaster risk reduction that cut across local, national, regional and international levels. It does this by giving voice, connecting and amplifying the concerns and priorities of marginalised and vulnerable people amongst key decision makers; linking local with global; connecting policy with practice; building capacities and knowledge through sharing learning and experiences; building consensus; developing common positions and supporting collaborative approaches and joint actions.

¹ These are defined fully in the charity's Article of Association.

The purpose of governance

The relationships and interaction between the GNDR membership, the global board, the trustees, and the secretariat are key to the effective management and governance of GNDR. This is particularly with regard to how the decision-making and accountability functions work to ensure the necessary checks and balances are in place to make GNDR an effective, responsive and transparent network.

The governance of GNDR has the following purposes:

- To ensure that the organisation works within the relevant legal frameworks
- To ensure that the interests of the membership are represented and addressed
- To ensure that GNDR is accountable to all relevant stakeholders
- To give strategic guidance and to ensure that the work of the organisation is focused on the needs of the wider stakeholder group by developing and supporting the implementation of a strategic plan
- To ensure that the governance is based on, and demonstrates, the values of GNDR
- To provide oversight to the pursuance of the mission of GNDR
- To maintain a clear mission and a single and coherent brand for GNDR

South East Asia representative Loreine B. dela Cruz. Credit: Geoff Crawford



South Asia representative and global board chair, Farah Kabir, sitting with Pakistan member Sarwar Bari at Bangkok Global Summit 2016. Credit: Geoff Crawford



The governance framework

This section sets out the structure and governance arrangements of GNDR as a whole. It covers the roles of the membership, the global board, the trustees, and the secretariat which serves as a support entity to the GNDR membership. It also defines the role of the regional advisory groups.

The organogram below illustrates and explains our structure and governance arrangements. GNDR, as a voluntary network of civil society organisations, associations and individuals is committed to increase community resilience and reduce disaster risk around the world, transforming the lives of communities exposed to stresses and shocks.

The highest body of GNDR is the general membership, which provides the mandate, the continuing needs on the ground and updates on their capacities. In the absence of a general assembly, a global summit is held every two years to generate views of the members, to feel their pulse as to the necessary requirements in the field and to advise the global board on the strategic direction of GNDR.



The membership in a specific region chooses or elects their representative to the global board. The global board, which is chosen by the members, articulates the sentiments of the members in a quarterly global board meeting online and yearly meeting face-to-face. The global board is headed by a chairperson. The global board is comprised of the elected members from among the members through a regional representation; a maximum of five UK-based trustees; and two independent members.

GNDR is legally established as a company limited by guarantee under the UK Companies Act 2006 (the company). The company is registered as a charity with the Charity Commission of England and Wales. The company, represented by its board of trustees, is the legal entity ultimately responsible for GNDR actions. The board of trustees has delegated the performance of certain responsibilities to the global board and the secretariat.

A regional advisory group (RAG) is a group of individuals chosen by the members in a region to champion the mission of GNDR in that region and at the national level; engage in mutual exchange of capacity among members and in policy and advocacy initiatives at the regional and national level. The RAGs are part of the GNDR governance structure in an advisory role. Each RAG is linked to the board by their regional representative on the board, who acts as the ex-officio chairperson of the RAG. Each RAG also works closely with the secretariat representatives in the region.

The secretariat is in charge of day-to-day operations. It is mandated to formulate global strategy based on the current members' needs on one hand and global imperatives on the other. It is in charge of meeting the needs and requirements of the members as far as it can, given opportunities and limitations. It is empowered to plan and develop programs, projects and services. It coordinates and communicates with the global board, regional advisory groups and members directly. Currently the secretariat has an

operational presence in six locations across the globe – Dakar, Delhi, Guatemala City, London, Nairobi and Jakarta. The secretariat is headed by the executive director.

Accountability: The global board and the secretariat are legally accountable to the board of trustees. They are also forwardly accountable to the general membership, and backwardly accountable to GNDR donors and other stakeholders, for giving an appropriate account and justification of the conduct of GNDR affairs.

A Legal constitution

GNDR was registered as a charity with the Charity Commission of England and Wales (number 114147) on 15 April 2011. It is also a private company, limited by guarantee, incorporated on 13 September 2010 (company no. 7374358).

The organisation's registered office is currently located in a rented, serviced office at: 8 Waldegrave Road, Teddington, London TW11 8HT, UK.

If GNDR registers an office in any other country, the trustees and global board must adapt the GNDR governance arrangements as may be required by that registration.

B Membership

GNDR's full members include organisations from the wide spectrum of civil society as defined in the membership guidelines (see GNDR website). Affiliate members are nominated by full members. Associate members are individuals not affiliated to a full member, but are interested in the added value of being part of GNDR. Associate members become members of GNDR as outlined in the

membership guidelines. The network's strength lies in the commitment to work collaboratively, together with the diversity of skills, knowledge and extensive outreach of its members across all administrative levels (particularly local) and across virtually every region of the world.

GNDR is committed to ensuring its governance and management arrangements are representative, responsive and accountable to its diverse membership. This requires its main strategic decision-making body (the global board) to have a balance of both elected and non-elected members with an optimal mix of technical, geographical and constituency expertise.

The membership guidelines define the categories of membership, along with members' rights and responsibilities. Only affiliate members may be elected to the global board and only full members may vote.

Role of the global board

The global board functions as GNDR's strategic decision-making body within the scope of the authority delegated to it by the board of trustees. Its formation and structure were endorsed on behalf of the GNDR membership by the steering group (see 19 February 2014 minutes) following the previous year's members' summit in The Hague.

The purpose of the global board is to determine the strategic development and overall direction and management of GNDR in accordance with the needs and priorities of its membership (as detailed in the current strategic plan), whilst serving the network in accordance with GNDR's charitable mandate, core values and operating principles.

Role of the board of trustees

The board of trustees is legally responsible for GNDR as a company and a registered UK charity, and trustees are the sole legal members of the charity. Trustees will hold the charity's annual general meeting each year and are responsible for final approval of GNDR strategic objectives, financial commitments and work plans, appoint auditors in accordance with the GNDR charity mandate and in close consultation with the global board. While retaining accountability, the trustees have agreed to delegate certain responsibilities to the global board.

Role of the chairpersons

The global board chairperson serves as the team leader for the global board with specific duties in guiding, supporting and facilitating the functioning of the board, ensuring that the board as a whole works effectively with the GNDR secretariat, trustees and broader GNDR membership.

The global board chairperson receives his/her authority upon being elected by the members of the global board and is authorised by the global board to provide leadership, guidance and facilitation to the board members in order to carry out their roles and responsibilities (as detailed above) in the proper management and governance of GNDR.

Accountability is mutual. The chairperson serves the board members and is accountable to and reports to the board members for the discharge of his/her responsibilities.

The chairperson of the global board serves for a two-year term, and may put him/herself for a further final two-year term, after which the position is rotated to a new incumbent.

The chairperson of trustees will be elected by the trustees from amongst themselves. The chairperson of the trustees serves for a two-year term, and may put him/herself for a further final two-year term, after which the position is rotated to a new incumbent. Anything outside of this arrangement needs to be agreed by resolution of the global board. The chairperson of trustees will lead the trustees in the business they are tasked to conduct.

The two chairpersons are expected to talk every quarter and the global board chairperson is invited ex officio to attend all trustees' meetings. In the event of any dispute between the global board and the trustees, solutions will be sought by the two chairpersons first in a conversation, then in the Governance Manual, and then in UK charity law.

Role of the vice-chairpersons

There will be two global board vice-chairpersons at all times. Candidates will identify themselves to the chairperson and be elected by the board. They will hold office for two years, after which time the chairperson will see if others wish to serve. An election will be held, with existing vice-chairpersons able to serve for a final second two-year term. The chairperson should ensure the terms of the two vice-chairpersons start at different times.

The role of the vice-chairpersons includes:

- To act as global board chairperson in the absence of the global board chairperson

- To take on leadership tasks as requested by the global board chairperson
- One of the vice-chairpersons leads the governance working group

Role of the treasurer

The treasurer must be a trustee to be elected by the trustees and the global board will be advised of the outcome. The treasurer must have financial skills and knowledge. The role of the treasurer is:

- On behalf of the trustees and the global board, to assess on a monthly basis the key financial indicators and their relationship to existing policies (e.g. reserves, cash balance, forward projections) and notify the board of any major change in GNDR's risk profile
- To ensure an appropriate financial control environment exists to protect GNDR against fraud or similar (e.g. cheque-signing procedures)
- To lead the finance and audit working group (FAWG) in annual reviews of financial policies
- To lead the FAWG in discussions of the budget and the audit process, including the auditor's report and recommendations
- To deliver a financial report to the members at each annual general meeting
- To ensure the accuracy of the financial sections of the Trustees' Report for the annual audit
- To lead the audit tender process every third year



Role of the company secretary

The company secretary will be a member of the secretariat. The post does not ex officio provide the postholder with any of the rights, or responsibilities, of a trustee or a global board member. The responsibilities of the company secretary include:

- To ensure that all decisions are documented accurately in minutes, policies and other documents
- To ensure the distribution of minutes, documents and notices of GNDR events to the board members in a timely manner
- To ensure that the records of GNDR at Companies House and the Charity Commission are kept fully up to date
- To check with the auditors and finance colleagues that all legal requirements for the filing of reports and accounts are fully made
- To ensure that an up-to-date and accurate register of trustees and their interests is maintained
- To give formal notice of the annual general meeting and distribute the Trustees' Annual Report.

In view of the current size of the organisation, it was agreed that the executive director will be the ex-officio company secretary. For this role, she/he will be assisted by a board liaison position in the secretariat.



Role of the working groups

The global board has four working groups to support its work. They are the finance and audit working group (FAWG), the governance working group, the resources working group and the membership working group. The working groups are advisory, without decision-making authority. Operational decisions, based on the groups' advice, may be made by the secretariat, while decisions on more strategic advice will require the endorsement of the global board.

Each working group will have a lead person (from among the members of the board/trustees) who convenes the meetings, produces an agenda and minutes through consultation with all other members of the group. Each group will consist of global board members, who have volunteered or been asked by the chairperson to join a working group, and staff. They may choose to bring in external support as required. The executive director or her/his appointee from the secretariat will serve as the secretary of each working group. A report on the group's activities will be submitted to the executive director by the lead person for inclusion in the papers for at least once every six months. Every two years a terms of reference for each working group must be presented to the global board, by the lead of the group, for endorsement.

Other working groups may be created by the board with the request of the executive director for specific purposes (e.g. strategy development or advice on Views from the Fronline) but their time limit must be established by the board when they are set up.



Role of the executive director

The executive director has responsibilities, delegated by the board of trustees, for the overall development, leadership and management of GNDR under the guidance of the global board. The executive director serves as the head of GNDR secretariat (which includes the office in London and all regional/operational offices) with overall responsibility for all resources and for the management, safety and wellbeing of the secretariat staff, consultants, advisors, interns and volunteers whilst deployed on GNDR business.

The executive director reports to the global board and trustees through their respective chairs. The executive director is responsible for ensuring, alongside the company secretary, that the global board and trustees receive all the information they require. She/he is responsible for ensuring the decisions of the global board and trustees, and the outworking of the strategy are carried out effectively.



Role of the secretariat

The GNDR secretariat is responsible to the board of trustees and the global board, via the executive director, and serves as a support entity to the charity and to the broader GNDR membership. The secretariat is responsible for delivering the strategy and annual work plans agreed by the global board and trustees. GNDR financial resources are managed by the secretariat using internal financial systems and procedures in accordance with relevant donor requirements and UK charity law.

London-based staff attend the office in Teddington. Regionally-based secretariat staff are hosted by individual agencies who provide GNDR employees with a suitably neutral office location (referred to

as regional offices) from which to serve its regional membership or deliver a project. Context-specific hosting arrangements are formally agreed for each such office, covering access to communications infrastructure, office facilities and institutional support as appropriate. Authority for all regional offices remains with the executive director or his/her representative until such time as they are separately registered and new arrangements are agreed.



The role of regional advisory groups

The regional advisory groups (RAGs) are representative, in that their members are elected by national members or are self-nominated with no objections raised, and their role is to act in an advisory capacity to the global board. RAGs also work closely with the regional representation of the secretariat. They support regional and national activities and communication, as well as collaborations within the region. As such, they are available to make easier the consultative and convening tasks of the secretariat's representative and the global board member on behalf of the network's members in the region. However, the role of the RAGs in GNDR's global, regional or national structures is set by the global board, who must approve each group's terms of reference. The RAGs have no authority over the secretariat and no decision-making powers in relation to regional or global financial, management, operational or any other work of the global board and secretariat. The member/s of the board representing the region are the ex officio members of their respective RAGs. The board representative from the region is the ex officio chairperson of the RAG. In case the board representative proceeds on maternity/paternity leave, the RAG members elect a fellow member to take up the role of chair during the absence of the substantive board representative.

Relationship of global board members and trustees with the secretariat

The executive director is an employee of GNDR, appointed by the board of trustees in agreement with the global board, and functions with authority from the board of trustees. The trustees and the global board authorise the executive director to carry out his/her role. The chairperson of the global board together with the chairperson of trustees are responsible for the review of the executive director's performance and his/her personal development plan. The global board is responsible to the executive director for providing support and guidance in the exercise of his/her responsibilities and for treating the executive director in a manner consistent with the values of GNDR.

Secretariat staff, including representatives in the region, report to the executive director alone. In principle, to avoid abuse of power and involvement in operational decisions that involve the request for the use of GNDR resources (staff time, budgetary decisions, equipment, etc.), global board members must make these requests through the executive

director. The chairpersons can interact directly with the executive director and treasurer, who may interact with the head of operations, and vice versa. Global board members may directly contact secretariat staff in matters such as functioning working groups and logistical arrangements.

Board members are asked to contribute to regional fundraising, networking and member recruitment. Where the secretariat's representative in the region - regional Lead (RL) or regional coordinator (RC) - is in post all such activities must be planned with him/her. If there is no RL/RC, then the executive director will nominate a representative that the board member can work with. The RL/RC will also work directly with their board member in arranging attendance at events and supporting them in understanding members' needs under intimation to the executive director.



The global board's responsibilities

The main duties and responsibilities of the global board as delegated by the board of trustees are as follows:

- a) To ensure GNDR is operating in accordance with its core values and principles (per the strategy), and in support of the membership
- b) To set overall policy, define strategic direction and objectives, and decide on annual work plans, including targets for each year
- c) To recommend annual financial plans and workplans to the trustees for approval
- d) To oversee and support the development of GNDR's internal governance, organisational design and membership arrangements
- e) To assess the major risks presented by the trustees and ensure adequate mitigating actions are in place
- f) To consider financial issues presented by the FAWG and make the necessary decisions in agreement with the trustees
- g) To assist in the development and approval of policy papers and positions - this may involve attending conference calls, leading technical working groups and providing information and feedback on GNDR papers and internal developments.
- h) To maintain GNDR's role and reputation as the organisation leading and supporting civil society to work together to improve the lives of people affected by disasters worldwide
- i) To monitor and evaluate GNDR performance against agreed objectives, work plans and budgets in conjunction with the GNDR secretariat
- j) To assess and recommend to the trustees for approval the financial strategy as presented by the FAWG; and to understand and endorse the FAWG's recommendations on the financial systems and stability of the organisation, and the proper investment of funds
- k) To select the chairperson of the global board from amongst board members
- l) To support the chairperson of the global board and trustees with the appointment of the executive director and the monitoring of his/her performance
- m) To maintain a watching brief, represent and safeguard the name, corporate image and interests of GNDR in national, regional and global meetings, including within respective organisations, constituency groups, networks, associations, peers and spheres of influence
- n) To use their collective skills, knowledge and experience to reach sound decisions and support the effective outworking of objectives and work plans
- o) To base board decisions on membership needs, priorities, concerns, ideas and suggested future actions - mindful of the need to maintain a broader systems-wide perspectives based on the interests of GNDR's global membership
- p) To ensure that there is a strategy for regular and effective communication with the members of GNDR about the purpose, values, work and achievements

Trustees' responsibilities

The trustees are legally accountable to statutory authorities in the UK and legally responsible for the company as a registered charity. They are responsible, in close consultation with the global board, for final approval of the GNDR budget, strategic objectives and work plans to ensure these are in accordance with GNDR's charitable mandate.

Trustees serve on the global board in an ex officio capacity. However, trustees together will have three votes in the global board, though they will have the same duties as all other global board members while in the global board.

The key roles of the trustees include:

- a. Ensuring GNDR strategic objectives and plans as developed or approved by the global board are in accordance with its charitable mandate
- b. Ensure all income and expenditure are raised and utilised in compliance with GNDR's charitable mandate and relevant charity law
- c. Final approval of funding allocations determined by the global board
- d. Guided by the FAWG, provide oversight and implementation of investment and other policies, banking arrangements and the annual approval of the reserves policy
- e. Approval and signing off of statutory financial reports and accounts in compliance with the Companies Act and GNDR's charitable objectives, including the Annual Trustees' Reports
- f. Advice and guidance to the global board on GNDR's legal requirements and governance arrangements in the UK, ensuring that GNDR's governance processes comply with its governing documents
- g. Support the global board chairperson and trustees chairperson with the appointment of the executive director as an employee of the UK registered charity, including inputting to the regular performance appraisal
- h. Oversight and supporting the development of an appropriate salary structure for the GNDR secretariat employees, including determining the appropriate salary level for the remuneration of the GNDR executive director
- i. Ensure adequate risk management processes are in place and are reviewed and updated regularly; assess organisational risks at every meeting and report on high risks to the global board
- j. Approval of legal compliance policies such as health and safety, equal opportunities and data protection
- k. Oversight of statutory reporting to UK governance bodies (Charity Commission, Companies House)
- l. Being ambassadors for GNDR within public and external audiences
- m. Participation on relevant working groups: membership, finance and audit, resources or governance
- n. Appoint the external auditor for statutory auditing of GNDR accounts
- o. Oversee the review and ensure that the secretariat-led risk management and mitigation measures are in place and effective

Functioning of the trustees and the global board

Composition, recruitment and election/selection

i. Global Board

The global board is comprised of: representatives from agreed regions; a maximum of two independent members; and a maximum of five trustees (with 3 votes among them including that of the treasurer).

In the event of a new vacancy, resignation or replacement of a global board member (for example due to change of circumstances or ill-health) formal applications to join the global board will be made through a regional selection process (involving consultation with the broader membership). The election process is designed to be as transparent and accessible as practical, with clear selection criteria to ensure potential candidates have the relevant experience and knowledge of disaster risk reduction and strengthening resilience.

All full members in the region will be asked if an affiliate of their organisation (someone associated with their organisation or network who they have registered as affiliate members of GNDR) wishes to apply; this individual must complete and sign an application form. Any form which does not contain supporting statements from two GNDR full members in the region will not be processed.

If there are more than three applications the governance working group will select a shortlist. The governance working group may choose to interview any candidate before applications are circulated. This must happen within a week of the final date for applications to be received.

A maximum of three candidates will be circulated to the regional full members, who will each have one vote. The candidate with the highest number of votes is elected to the global board. If there is only one application the governance working group have the right to halt the process until at least three

candidates have put themselves forward. If they are satisfied that just one candidate should be proposed to the regional full members, then the name of that candidate will be circulated with a presumption of approval. More than 50% of respondents not approving that candidate will require the governance working group to decide whether to accept the candidate or not.

If the board decides that representation is required on the global board from a specific socio-economic or demographic group (e.g. youth, gender, disabled) or technical skill area (e.g. climate change) then they will also decide on the process for locating, recruiting and selecting such a person.

Where deemed appropriate, GNDR may appoint independent board members who may also serve as patrons or goodwill ambassadors for GNDR. Independent board members can be nominated by existing global board members or trustees or secretariat and approved by two-thirds of the global board. They should contribute additional skills, technical and constituency expertise to the global board. Due to their historical knowledge and understanding of the critical issues and challenges of GNDR's development, former global board members may be invited by the global board to serve as independent members. A maximum of two independent members can serve on the board at any given time.

After serving three years on the global board, all board members (including independent members) must stand down, and may stand again for election (or, for independents, be re-appointed) for a final second term of three years. The election process will be the same as above. The governance working group should ensure that turnover and elections/nominations are staggered, to maintain a continuity of experience and the culture of cooperation.

In normal course, the election will be held once in every three years. In each election a maximum of 50% will be new members.

If a board member is no longer an affiliate of a GNDR full member she/he must resign immediately.

In exceptional circumstances it may be necessary to deselect a global board member. Examples of possible reasons for undertaking this action include: evidence of a clear conflict of interest; gross misconduct in contradiction to GNDR objectives and values including any breach of the Code of Conduct; consistent failure to contribute, participate and/or attend GNDR board events, working groups and conference calls. The decision to deselect global board members for disciplinary reasons and/or an inability to fulfil board commitments must meet the approval of two-thirds of the remaining board members.

ii. Trustees

GNDR has a maximum of five UK-based trustees. Of those five members a minimum of two must have financial skillsets, suitable to the role of a treasurer. Trustees have a three-year term of office, which may be renewed for a final three-years second term. When there is a vacancy the trustees will ensure that there is continuity, through staggered elections, and they will make their selections to ensure the correct skillsets are available to the trustees. They will recruit replacements as follows: The nominated new trustees must be elected by the trustees. Trustees will pass a resolution recommending to the global board as to why the nominated trustees is/are the best candidate/s and a suitable addition. The global board has to approve any new replacement/addition to the trustees team.

iii. Election of officers

Tenure of the chairperson, vice chairpersons and treasurer is to be two years. They can remain regular board members (or a member of trustees in case of a treasurer) after that period for the remainder of their term as a board/trustee member. Also, they can stand for the position of chairpersons, vice chairpersons or treasurer for a second and final term. But for them to serve two terms (2 x 2 years), they would be required to be re-elected to the position of chairpersons, vice chairpersons and treasurer after two years and continue to be a member or be re-elected to the board/trustee after three years.

Chairperson of trustees: The chairperson for trustees will be elected by the trustees and the global board will be advised of the outcome. If there is more than one candidate the chairperson is elected by a majority of trustees (to include the chairperson of the global board) present at the election.

Chairperson of the global board: upon expiry of term of office, or resignation of the chairperson candidates will be asked to identify themselves to an election commissioner (who may be the company secretary). If there is more than one candidate, an election will be held and the candidate with the most votes of those present, or received before the deadline in the case of an e-ballot, will be elected as chairperson.

Vice-chairpersons: the process will be the same as for the chairperson and will always follow the election of the chairperson if the timings coincide.

Treasurer: The treasurer will be a trustee to be elected by the trustees and the global board will be advised of the outcome. The treasurer must have financial skills and knowledge.

It may be noted here that the trustees do not qualify to be elected for any office bearer position in the global board except to the position of treasurer.

The ongoing development of GNDR's internal governance procedures (including the process for the appointment, deselection and replacement of global board members) is the responsibility of the governance working group.

Induction

All new trustees and global board members will have an induction programme, organised by the secretariat. It is normal practice for those newly elected to talk to, at least, the global board chairperson, vice-chairpersons, the treasurer, the chairperson of trustees and the executive director to learn how the board and GNDR operate. In addition, relevant documents and papers will be provided, including a copy of this manual.

Global board members joining working groups will be briefed by the lead for the group.

Process, frequency of meetings and quorum

The global board will have regular conference calls, presently quarterly. Board members are also expected to participate in relevant working group meetings and additional ad hoc conference calls called by the chairperson as and when required. Board members are expected to attend an annual face-to-face meetings held at different international locations. It may be noted here that face-to-face meetings will be organised if feasible and agreed between the chair of the global board and the executive director.

The trustees will have at least two meetings a year including the annual general assembly. These meetings may be either face-to-face or online as may be feasible and agreed between the chair of trustees and the executive director.

Global board members or trustees who do not participate in two consecutive meetings, or two in a year, will be asked by their chairperson if their time allows them to continue serving. They will be automatically de-selected if they miss three consecutive meetings or three in a year.

Where possible the global board/the board of trustees decision-making will be made through consensus-building amongst the board members with majority voting in exceptional circumstances. A quorum of at least 50% of the board, including the chairperson, is required for decision-making purposes.

The decision – once taken by the board members in the global board meetings or trustees in the board of trustees meetings – will become a collective responsibility of the members involved to represent and to pursue the implementation of the decision.

It is normal practice for the executive director and other senior staff from the secretariat as may be decided by the executive director to attend board meetings, though the chairperson may ask them to leave for certain discussions. The board may invite any other person to attend a board meeting, to be approved by the chairperson.

The chairperson prepares the meeting's proposed agenda in consultation with the executive director. Suggestions for the agenda should be submitted to the chairperson and the executive director no fewer than 21 days prior to the meeting.

An agenda with relevant background papers and reports will be delivered to each participant in any governance meeting not less than seven days before the meeting.

The working language of the global board is English with relevant text documents and reports translated into French and Spanish if required. Minutes of all board meetings and conference calls are to be taken and distributed to the full members for information within three weeks of the meeting taking place.

GNDR has a presumption of transparency, rather than privacy. Board minutes are published on our website. However, there are occasions when there is a need for non-disclosure of sensitive information: such agenda items will be discussed in camera by the board and will be redacted from the published minutes. The organisation's reasons for a decision not to disclose any information are set out in GNDR's Open Information Policy.

It may be noted here that the trustees have residual liability for everything. This would mean that if decisions taken by the board are in breach of the charity law, the trustees decisions will supersede the decisions taken by the board. However, trustees through resolution will clarify the rationale of superseding the decisions of the board.

Board appraisal

The board is committed to ensuring that its governance is fit for purpose and ensures high levels of accountability and strategic guidance for the organisation. To ensure this, the board undertakes reviews of its performance on an annual basis. It is the governance working group's responsibility to make sure this takes place.

The governance working group will also ask individual board members to comment on their own development and satisfaction from being on the global board, and will assess their performance based on agreed criteria.

The performance appraisal of the global board will be reviewed and taken note of by the trustees during the annual general meeting.

The trustees will undertake a similar exercise each year, organised by the chairperson of the trustees. The performance appraisal of the board of trustees will be reviewed and taken note of by the global board once in a year.

Prevention of and dealing with conflict

All trustees are required to update and sign an annual register of their interests. This register requires trustees to declare any interests which may bring them into conflict with GNDR when carrying out their trustee responsibilities. All global board members are expected to declare any conflicts of interest related to GNDR or to specific board meeting agenda items. Failure to do so may be a reason for de-selection.

Elected global board members may need to sign MoUs which govern their participation, representing a GNDR member, in GNDR's operational activities. At any operational meeting they must declare their membership of the board as a possible conflict of interest and recognise the authority of the secretariat representative, or the appointed manager of the programme, in operational matters.

Expenses

Costs of global board members, trustees and staff travel to board meetings or other official GNDR functions such as training days are the responsibility of GNDR.

A fixed per diem or payment of reasonable out-of-pocket expenses incurred in connection with GNDR business shall also be paid as agreed in advance by the secretariat.

from any discussions about the decision to pay them (which should be approved by the relevant chairperson and by the treasurer – or a global board vice-chairperson if the chairperson or treasurer is the person to be paid)

- The executive director must declare that the payment is reasonable and in the charity's interests

This applies also to payments to a connected person, i.e. family member or spouse of a trustee or board member.

Paying trustees and global board members

It is the policy of GNDR not to pay its trustees or global board members for being trustees or board members. A trustee or board member of GNDR may be paid for providing services to the charity, in accordance with the Articles of Association section 6 (4), such as:

- A piece of research
- Legal or accountancy advice
- Specialist services e.g. estate agent, IT consultant
- Use of premises or facilities
- Building work, i.e. plumbing or painting

Before paying a trustee or board member for such services:

- There must be a written agreement between GNDR and the person who is to be paid
- The person who is to be paid must be excluded

ANNEX A: Role of the global board chairperson

- a. To ensure a relevant flow of information to the global board members and broader membership.
- b. With the support of the GNDR secretariat, to ensure that there is an annual programme of board and sub-committee meetings with structured agendas and high-quality briefing papers providing relevant and timely information to allow board members to discharge their responsibilities.
- c. To chair global board meetings and conference calls, providing overall leadership and guidance to the board members.
- d. To ensure that board decisions are made in the best long-term interest of the GNDR membership and that the board takes collective ownership of these decisions.
- e. To chair meetings and support consultations with GNDR members and relevant sub-committees and working groups as required.
- f. To lead the global board in the development of the GNDR's vision, strategic direction and work plans with the support of the executive director and secretariat staff.
- g. To manage the performance of the executive director in collaboration with the chairperson of the trustees.
- h. To ensure that objectives and work plans are achieved within approved funding constraints.
- i. To provide encouragement, guidance and direction to the global board and working groups to ensure a clear sense of direction, commitment and belonging to the network.
- j. To provide external representation and maintain good working relationships with external stakeholders and actors.
- k. To participate in external meetings and be an advocate for the GNDR and wider civil society in the context of disaster risk reduction.
- l. To develop and maintain a healthy relationship with the global board members (including trustees, sub-committees and advisory groups), secretariat staff through executive director, GNDR membership, consultants, technical advisors and external stakeholders (e.g. institutional donors, UN agencies, national governments, academic / research institutions, media, etc.).
- m. To encourage all board members to actively participate and to feel free to challenge constructively both the chairperson and the secretariat or the executive director.
- n. To support the effective functioning of the GNDR secretariat in support of achieving agreed objectives and work plans.
- o. To develop good working relationships with the GNDR executive director and trustees to ensure that the secretariat serves the GNDR board and the interests of the GNDR membership and that there is close alignment between the global board and the board of trustees.
- p. To undertake the annual performance appraisal of the GNDR executive director in collaboration with the chairperson of the board of trustees with inputs from other board and staff members as appropriate.

In exceptional circumstances, for example due to ill health, changes in personal circumstances, conflict of interest, inappropriate behaviour and/or inability to fulfil requirements, the chairperson can be deselected from the role based upon a two thirds majority decision of the global board.

Note: In order to fulfil the responsibilities outlined above it is expected the GNDR chairperson is able to commit the necessary time and energy into this critical role – estimated to be two working days per month. It is in an unremunerated role. Agreed costs of travel and expenses will be paid or reimbursed.

ANNEX B: Role of the chairperson of the trustees

- a. With the support of the GNDR secretariat, to ensure that there is an annual meeting calendar of trustees scheduled with structured agendas and high-quality briefing papers providing relevant and timely information to allow trustees to discharge their responsibilities.
- b. To chair trustees meetings and conference calls, providing overall leadership and guidance to trustees.
- c. To ensure that trustees decisions are made in the best long-term interest of the GNDR membership, and that trustees take collective ownership of these decisions.
- d. To lead trustees in overseeing the finance compliance and secretariat staff wellbeing in line with the GNDR's vision, strategic direction and work plans with the support of the executive director and secretariat staff.
- e. To lead trustees in approving the organisational policies as presented by the executive director from time to time.
- f. To ensure that objectives and work plans are achieved within approved funding constraints.
- g. To work with fellow trustees to provide encouragement, guidance and cooperation to the global board to ensure a clear sense of direction, commitment and belonging to the network.
- h. To participate in external meetings and be an advocate for GNDR and the wider civil society in the context of disaster risk reduction.
- i. To maintain a healthy relationship with the global board members (including trustees, sub-committees and advisory groups), secretariat staff through the executive director, GNDR membership, consultants, technical advisors and external stakeholders (e.g. institutional donors, UN agencies, national governments, academic / research institutions, media, etc.).
- j. To encourage all trustees to actively participate and to feel free to challenge constructively both the chairperson and/or the executive director.
- k. To support the effective functioning of the GNDR secretariat in support of achieving agreed objectives and work plans.
- l. To undertake the annual performance appraisal of the GNDR executive director in collaboration with the chairperson of the global board with inputs from other board and staff members as appropriate.
- m. In exceptional circumstances, for example due to ill health, changes in personal circumstances, conflict of interest, inappropriate behaviour and/or inability to fulfil requirements, the chairperson can be deselected from the role based upon a two-thirds majority decision of the trustees endorsed by the two third majority in the global board.

Note: In order to fulfil responsibilities outlined above, it is expected that the GNDR chairperson is able to commit the necessary time and energy into this critical role – estimated to be two working days per month.

It is in an unremunerated role. Agreed costs of travel and expenses will be paid or reimbursed.

ANNEX C: Responsibilities of an individual global board member

Elected representatives on the global board should be members of national and/or regional civil society associations or alliances, and must be registered with GNDR as affiliate members. It is important that whilst global board members are able to represent their regional membership they are also able to work and think collaboratively with a global perspective in the interests of supporting and developing the global dimensions of GNDR's work and outreach. The individuals elected have agreed to the following roles:

- a. To identify potential regional financial resource and funding opportunities, where appropriate supporting the mobilisation of resources for GNDR's work plan.
- b. To volunteer for, participate in and facilitate technical sub-committees and/or working groups providing guidance and advice to specific areas of GNDR's work e.g. governance, finance, strategy
- c. To facilitate relevant national and regional meetings to ensure members' views are heard by the global board as it decides on the annual workplan and the organisational strategy.
- d. To provide regular updates, reports and information on GNDR developments and activities to national and regional members.
- e. To advocate for GNDR and the wider civil society in the context of reducing disaster risk and strengthening resilience.
- f. To encourage the recruitment of new civil society members into GNDR.
- g. To be an advocate for GNDR and its members in the context of strengthening resilience and reducing disaster risk.
- h. To sign a Declaration of Interests each year
- i. To commit the necessary time and level of engagement in fulfilment of responsibilities to the GNDR global board. In order to ensure the effective functioning of the global board it is expected board members will participate in the quarterly conference calls and annual face-to-face meetings unless there are exceptional circumstances.
- j. All global board members must have returned to the executive director a signed copy of the Code of Conduct before their first activity as a global board member.

A board member may be asked to part of a regional fundraising approach, or meeting with a potential partner, but if possibilities for GNDR emerge from meeting with a donor or potential partner they should consult with the secretariat representative or the executive director before committing to anything. Global board members may also be part of GNDR projects and activities as employees of an organisation which is a GNDR member. In such cases they are to be guided in their work by the relevant secretariat staff, and be sure to separate this activity from their role as a board member.

This is an unremunerated role. Agreed travel costs and expenses will be paid or reimbursed.

ANNEX D: Responsibilities of a trustee

Trustees must be prepared to serve a minimum of three years. They are expected not to miss two consecutive meetings (or three consecutive meetings if they are on a sub-committee). Board meetings presently consist of two full days a year, with a further two or three half-days on any sub-committee they might join.

Each trustee member is recruited for their particular skills and perspectives and they should be proactive in supporting the trustees, the global board and the secretariat by using those skills. Individually, trustees must fulfil the following responsibilities:

- a. To be true to the values of GNDR and act as a role model while serving as a trustee.
- b. To safeguard and reflect GNDR's vision and ethos, strategy and policies at all times.
- c. To build strong, collaborative working relationships with other trustees and global board members.
- d. To remain aware of the duties of a charitable trustee as outlined by the Charity Commission.
- e. To sign a Declaration of Interests each year.
- f. As appropriate, to make introductions for GNDR staff for promotional and fundraising purposes.
- g. As appropriate, to speak for GNDR at events, whether in-house or public, whether at GNDR's request or on the back of the trustee's own engagement.

This is an unremunerated role. Agreed travel and expenses will be paid or reimbursed.

ANNEX E: Working groups

The objectives of the four working groups are set out below. Also below is a sample of the full Terms of Reference.

Finance and audit working group (FAWG)

Objective

To ensure financial systems and practices satisfy all GNDR's internal and external stakeholders; and that GNDR's financial situation is closely monitored.

Specific objectives

1. Financial strategy and policies
 - a. Review the charity's financial strategy and, if appropriate, make recommendations for changes to the global board.
 - b. Review the charity's reserves policy before the start of the financial year and, if appropriate, make recommendations for changes to the global board and for approval by the trustees.
 - c. Scrutinise the proposed annual budget and assist the global board in the discussions which will lead to the trustees' approval of the budget and workplan.
 - d. Scrutinise the charity's risk management strategy and recommend an appropriate risk management strategy to the trustees.
 - e. Provide advice as required to the trustees on the organisation's financial risks, including fraud, and make recommendations to the trustees as required.
2. Management account and audit
 - a. Monitor financial performance throughout the year; bring any significant issues to the attention of the global board and, if necessary, recommend appropriate action.
 - b. Review and make recommendations on the Trustees' Report in so far as it relates to the areas of responsibility of the committee.
 - c. Discuss with the external auditor the nature and scope of the audit.
 - d. Discuss with the auditor any matters arising from the audit and management's response.
 - e. Review the annual audited financial statements and recommend them for signature by the trustees; bring to the attention of the global board any significant issues resulting from the audit.
 - f. Make recommendations to the AGM on the approval of the financial statements, the appointment of the auditors, and any other relevant issues identified.
3. Investments and asserts
 - g. Review the charity's investment policy and, if appropriate, make recommendations for changes to the trustees.
 - h. Review the charity's banking arrangements and responsibilities and, if appropriate, make recommendations for changes to the trustees.
 - i. Monitor the charity's assets and, if necessary, recommend appropriate action.
- f. Review the charity's Financial Policies and Procedures and, if appropriate, make recommendations for changes to the trustees.

4. Governance and compliance

- a. Review the charity's governance arrangements for matters relating to finance and risk and, if appropriate, make recommendations for changes to the trustees.
- b. Monitor compliance with the external requirements e.g. financial reporting, data protection, employment law, tax law, company law, charity law, legislation on fraud, terrorism, and bribery.

Governance working group (GWG)

Objective

To provide guidance and oversee the ongoing development and implementation of governance arrangements to ensure GNDR governance structure and processes are relevant, representative, responsive and accountable to the GNDR membership.

Specific objectives

- a. Periodic review and updating of GNDR Governance Manual in consultation with global board and the secretariat.
- b. Advise on country composition of geographical regions and sub-regions.
- c. Liaise with GNDR trustees and legal advisors to ensure governance arrangements are legally compliant (in accordance with UK Charities Law).
- d. Approve and monitor the legal registration of GNDR in other countries.
- e. Support correct division between "management" and "governance" responsibilities throughout the organisation.
- f. When the board agrees the organisation is ready: development of regional and national governance arrangements including incorporating feedback from regional consultations, external evaluation and strategy review processes.
- g. Shortlist candidates in regional elections to the global board where there are more than three applications.
- h. Be accountable to members for decisions about GNDR's governance system, responding to member complaints where required by the secretariat.
- i. To ensure all new board members are well inducted and that training for the board is arranged as required.
- j. To assess the performance and satisfaction of all board members based on agreed criteria; and to ensure the board undertakes an annual review of its performance.
- k. To be apprised of the performance of the secretariat relating to "duty of care" and "compliance to safeguarding" policies.

Membership working group (MWG)

Objective

To ensure the secretariat and global board are doing all possible to engage the membership in GNDR activities, to provide members with the benefits of membership and, in turn, to ensure the network benefits from members' input.

Specific objectives

- a. Establish and monitor principles for communications with the membership.
- b. Monitor methods for capturing the views and feedback from the membership, and lead on an annual member survey.
- c. Monitor goal one of the 2020-25 strategy covering capabilities of GNDR members to collaborate with each other.
- d. Support the network Membership Engagement Coordinator in the development of the membership strategy.
- e. Monitor progress against the membership strategy (particularly retention and growth), and contribute to its periodic revision.
- f. Undertake a periodic review of membership categories to ensure diversity and inclusion.
- g. Consider membership applications in exceptional circumstances (e.g. from organisations without legal registration documents, and provide recommendations (e.g. decide on their eligibility).

Resources working group (RWG)

Objective

To strengthen GNDR's pool of financial resources to support its strategy implementation for 2020-25 and beyond.

Specific objectives

- a. Contribute to, endorse and monitor a strategy to mobilise financial resources to ensure the sustainability of GNDR.
- b. Endorse and monitor a plan to strengthen GNDR's relationship with its current and prospective donors.
- c. Support the development and implementation of a plan to build fundraising capacity of GNDR regional offices and members in engaging with donors in their region or area of expertise.
- d. Additionally, the group to mobilise their own contacts in support of our fundraising objectives.

ANNEX E: Breakdown of regions electing global board members

The regions which elect a board member are as follows. The list is broadly based on United Nations Country Groupings.

The Americas (4 representatives)

1. Caribbean

- Antigua and Barbuda
- Bahamas
- Barbados
- Cuba
- Dominica
- Dominican Republic
- Grenada
- Haiti
- Jamaica
- Saint Kitts and Nevis
- Saint Lucia
- Saint Vincent and the Grenadines
- Trinidad and Tobago
- Other territories: Anguilla, Aruba, Bermuda, Bonaire, Saint Eustatius and Saba, British Virgin Islands, Cayman Islands, Curacao, Guadeloupe, Martinique, Montserrat, Puerto Rico, Saint Barthelemy, Saint Martin, Sint Maarten, Turks and Caicos Islands, U.S. Virgin Islands

2. Central America

- Belize
- Costa Rica
- El Salvador
- Guatemala

- Honduras
- Mexico
- Nicaragua
- Panama

3. South America

- Argentina
- Bolivia
- Brazil
- Chile
- Colombia
- Ecuador
- Guyana
- Paraguay
- Peru
- Suriname
- Uruguay
- Venezuela
- Other territories: Falkland Islands, French Guiana, South Georgia and the South Sandwich Islands

4. North America

- Canada
- United States
- Other territories: Saint Pierre and Miquelon

Asia (3 representatives)

1. Central Asia

- Armenia
- Azerbaijan
- Georgia
- Iran
- Kazakhstan
- Kyrgyzstan
- Mongolia
- Russia
- Tajikistan
- Turkmenistan
- Uzbekistan

2. East Asia & South East Asia

- China
- Japan
- North Korea
- South Korea
- Brunei
- Cambodia
- East Timor
- Indonesia
- Laos
- Malaysia
- Myanmar
- Papua New Guinea

- Philippines
- Singapore
- Thailand
- Vietnam
- Other territories: Hong Kong, Macao, Christmas Island, Cocos Islands

3. South Asia

- Afghanistan
- Bangladesh
- Bhutan
- India
- Maldives
- Nepal
- Pakistan
- Sri Lanka

North Africa & West Asia (1 Representative)

1. North Africa and West Asia

- Algeria
- Egypt
- Libya
- Mauritania
- Morocco
- Sudan
- Tunisia
- Bahrain
- Iraq

- Israel
- Jordan
- Kuwait
- Lebanon
- Oman
- Palestine
- Qatar
- Saudi Arabia
- Syria
- United Arab Emirates
- Yemen
- Other territories: Western Sahar

Africa (3 representatives)

1. Eastern Africa

- Burundi
- Comoros
- Djibouti
- Eritrea
- Ethiopia
- Kenya
- Rwanda
- Somalia
- South Sudan
- Tanzania
- Uganda
- Other territories: Mayotte

2. Southern Africa

- Angola
- Botswana
- Lesotho
- Madagascar
- Malawi
- Mauritius
- Mozambique
- Namibia
- Seychelles
- South Africa
- Swaziland
- Zambia
- Zimbabwe
- Other territories: Reunion, Saint Helena

3. West and Central Africa

- Benin
- Burkina Faso
- Cameroon
- Cape Verde
- Central African Republic
- Chad
- Democratic Republic of the Congo
- Equatorial Guinea
- Gabon
- Gambia
- Ghana
- Guinea

- Guinea Bissau
- Ivory Coast
- Liberia
- Mali
- Niger
- Nigeria
- Congo
- Sao Tome and Principe
- Senegal
- Sierra Leone
- Togo

Pacific (1 Representative)

1. Pacific

- Australia
- Fiji
- Kiribati
- Marshall Islands
- Micronesia
- Nauru
- New Zealand
- Palau
- Samoa
- Solomon Islands
- Tonga
- Tuvalu
- Vanuatu
- Other territories: Cook Islands, French Polynesia, Guam, New Caledonia, Niue, Norfolk Island, Northern Mariana Islands, Pitcairn, Wallis and Futuna

Europe (1 Representative)

1. Europe

- Albania
- Andorra
- Austria
- Belarus
- Belgium
- Bosnia and Herzegovina
- Bulgaria
- Croatia
- Cyprus
- Czech Republic
- Denmark
- Estonia
- Finland
- France
- Germany
- Greece
- Hungary
- Iceland
- Ireland
- Italy
- Latvia
- Liechtenstein
- Lithuania
- Luxembourg
- Macedonia
- Malta
- Moldova
- Monaco

- Montenegro
- Netherlands
- Norway
- Poland
- Portugal
- Romania
- San Marino
- Serbia
- Slovakia
- Slovenia
- Spain
- Sweden
- Switzerland
- Turkey
- Ukraine
- United Kingdom
- Vatican
- Other territories: Aland Islands, Faroe Islands, French Southern Territories, Gibraltar, Greenland, Guernsey, Isle of Man, Jersey, Kosovo, Svalbard and Jan Mayen



gndr.org

Registered charity Number
1141471. Company limited
by guarantee, registered
in England and Wales no.
07374358.

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