

**Union for Ethical BioTrade
Membership Committee
Terms of reference**

GOV11 – Membership Committee Terms of Reference 2009-04-22		
Replaces	Membership Committee Terms of Reference - 2008-10-10	
Approval of the original document:	BO	2008-10-10
Approval of current version:	EC	2009-04-22

Period of validity and modifications

This document has been approved by the Board of the Union for Ethical BioTrade (in short the Union) on the date of 22 April 2009. Any modification of these terms of reference shall be approved by the Board or its Executive Committee. They remain valid until such a revision occurs.

Appointment and Duration of Terms of officers

The Membership Committee is composed of 5 members of the Board, 2 Trading Members and 3 Affiliate Members representing each of the Affiliate Member categories. Board members may delegate this function to other staff of their organization, on the understanding that this should be a long-term delegation.

Committee members will be appointed by the Board for the duration of 1 year.

Purpose

The purpose of the Membership Committee is to ensure the integrity of the membership of the Union by ensuring that new members have the ethical profile expected from a Union member, and that existing members continue to comply with the membership criteria.

Membership application procedure:

The membership application procedure consists of the following steps:

For trading members:

1.	Applicant:	Submission of application form and supporting documents
2.	Membership Committee:	Review of application by Membership Committee and grant/reject approved candidate status
3.	Approved candidate:	Third party audit by Union pre-qualified auditor (paid by candidate)
4.	Approved candidate:	Preparation and submission of work-plan based on 3 rd party audit
5.	Membership committee:	Final recommendation on Membership Committee to Board
6.	Board:	Approval/rejection of membership

For affiliate & individual members:

1.	Applicant:	Submission of application form and supporting documents
2.	Membership	Review of application by membership committee and issue

	Committee:	recommendation to Board
3.	Board:	Approval/rejection of membership

Tasks and decision power:

The Membership Committee provides recommendations to the Board regarding the following issues:

- Approving or rejecting membership applications;
- Actions to be taken when a member does not comply with its Critical Path or other membership requirements;
- Complains about membership issues;
- Modifications of membership criteria, as required;
- Modifications to membership fees, as required;
- Any other matter related to membership.

Committee President and the role of the Secretariat

The Committee appoints a President from its midst, who will report to the Board and the General Assembly on the functioning and decisions of the Committee

The Union Secretariat acts as Secretary to the Committee. As such it prepares the agenda and background documentation on agenda points, and elaborates the minutes of each meeting. Before each meeting, it will provide to the Committee a summary of the issue at stake, a clear indication of decisions/feedback required from the Committee, necessary background information.

Meetings are convened by the Committee's President and facilitated by the Secretariat. Committee members can request that additional issues be put on the agenda, or request that a special meeting is convened to address a specific issue.

Meeting format and decision-making

The Committee discusses issues by e-mail. Teleconferences may be organised if need arises. Committee members normally have one week to react on issues raised, unless indicated differently. Members may request a different dead-line.

The Membership Committee will endeavour to take its decisions by consensus. Consensus is defined as the absence of sustained opposition but does not require unanimity. In case consensus cannot be achieved, or when a vote is needed, a simple majority is required including not less than 2 Affiliate Members and 1 Trading Member.

Confidentiality and conflict of interest

Information regarding applications should be treated as confidential. In certain cases, upon request of applicants, the Committee may be withheld strategic commercial information. The Secretariat will inform the Committee when this is the case.

If a decision to be taken creates a potential conflict of interest with other (applicant) members, she/he shall notify this to the membership committee. In case of a conflict of interest, the member shall refrain from taking part in the relevant discussions and decisions.

Integrants to the Membership Committee shall sign a confidentiality agreement addressing the issues of confidentiality and conflict of interest.

Reporting

Minutes will be prepared on all meetings of the Membership Committee. Minutes will be signed by the President of the Committee and presented to the Board.