

WACC HANDBOOK for DIRECTORS

Contents

ABOUT WACC.....	1
1. WACC's Vision.....	1
2. WACC's Mission Statement	2
3. WACC's Principles of Communication.....	2
4. Membership	2
GOVERNANCE	3
5. Board of Directors	3
6. Officers	4
7. Meeting of Members	5
8. General Secretariat.....	5
WACC STAFFING	5
9. Relationship to Board.....	5
10. Administration	6
WACC'S PROGRAMME	6
11. Integrated Programmes.....	6
12. The Communication for All Programme (CAP)	6
WACC and its REGIONAL ASSOCIATIONS.....	6
13. Membership-base of the Regions.....	6
14. Responsibilities of WACC Regional Committees.....	6
15. WACC Staff and Regional Liaison Role	7
Appendix 1: Rules of Procedure for Meetings of WACC Board of Directors	9
Appendix 2: Conflict of Interest	14

ABOUT WACC

1. WACC's Vision

Communication for All.

2. WACC's Mission Statement

The World Association for Christian Communication (WACC) is an international non-governmental organization that promotes communication as a basic human right, essential to people's dignity and community. Rooted in Christian faith, WACC works with all those denied the right to communicate because of status, identity, or gender. It advocates full access to information and communication, and promotes open and diverse media. WACC strengthens networks of communicators to advance peace, understanding and justice.

3. WACC's Principles of Communication

WACC believes that communication plays a crucial role in building peace, security and a sense of identity as well as in promoting justice, mutual accountability and transparency. Communication, WACC believes, contributes to the common good. This conviction has led WACC to articulate seven guiding principles:

- Communication is a spiritual exercise
- Communication builds and shapes community
- Communication enhances participation
- Communication promotes freedom and demands accountability
- Communication celebrates cultural diversity
- Communication builds connectedness
- Communication affirms justice and challenges injustice

WACC sees genuine communication as the basis of understanding and co-operation between peoples of different faiths and cultures. It works for human dignity, justice and peace and promotes communication rights and the democratisation of communication, especially in situations of censorship and oppression.

Based on these beliefs, WACC's general aims are:

- To promote democratic forms of communication which encourage dialogue and debate, enhance people's creativity and solidarity, and respond to people's needs.
- To contribute towards building a communications environment that is open to all and founded on respect for human dignity.
- To support processes that lead to the democratisation of the mass media including advocacy, reflection, policy development, and networking.
- To implement communication programmes and to support projects that lead to the empowerment of people, especially the dispossessed and marginalised, indigenous peoples, refugees, migrants, women, children and people with disabilities.

4. Membership

Membership of WACC is open to organisations and individuals who are sympathetic to its aims and objectives as reflected in its Principles, Vision and Mission Statement. Organisations and individuals are members of WACC Global. Members are

organised in eight Regional Associations (Africa, Asia, Caribbean, Europe, Latin America, Middle East, North America and Pacific). There are two classes of membership: Institutional Members and Individual Members.

GOVERNANCE

5. Board of Directors

The governing body of WACC UK is its Board of Directors. It currently consists of twelve (12) persons, comprising the President, Treasurer, eight (8) directors elected by the Board from among those nominated by the Regional Associations (with due regard for gender balance), a director resident in England & Wales (appointed by the Board), and the General Secretary (ex officio). The Board meets in person or online to monitor and review WACC's global programmes and activities.

Every Director is entitled and encouraged to speak, to ask questions, and to vote. Decisions are usually taken by simple majority vote.

5.1 Responsibilities of Directors/Trustees

According to the [UK Charity Commission](#):

Ensure your charity is carrying out its purposes for the public benefit

You and your co-trustees must make sure that the charity is carrying out the purposes for which it is set up, and no other purpose. This means you should:

- ensure you understand the charity's purposes as set out in its governing document
- plan what your charity will do, and what you want it to achieve
- be able to explain how all of the charity's activities are intended to further or support its purposes
- understand how the charity benefits the public by carrying out its purposes

Comply with your charity's governing document and the law

You and your co-trustees must:

- make sure that the charity complies with its governing document
- comply with charity law requirements and other laws that apply to your charity

You should take reasonable steps to find out about legal requirements, for example by reading relevant guidance or taking appropriate advice when you need to.

Act in your charity's best interests

You must:

- do what you and your co-trustees (and no one else) decide will best enable the charity to carry out its purposes
- with your co-trustees, make balanced and adequately informed decisions, thinking about the long term as well as the short term
- avoid putting yourself in a position where your duty to your charity conflicts with your personal interests or loyalty to any other person or body
- not receive any benefit from the charity unless it is properly authorised and is clearly in the charity's interests; this also includes anyone who is financially connected to you, such as a partner, dependent child or business partner

Manage your charity's resources responsibly

You must act responsibly, reasonably and honestly. This is sometimes called the duty of prudence. Prudence is about exercising sound judgement. You and your co-trustees

must:

- make sure the charity's assets are only used to support or carry out its purposes
- avoid exposing the charity's assets, beneficiaries or reputation to undue risk
- not over-commit the charity
- take special care when investing or borrowing
- comply with any restrictions on spending funds or selling land

You and your co-trustees should put appropriate procedures and safeguards in place and take reasonable steps to ensure that these are followed. Otherwise, you risk making the charity vulnerable to fraud or theft, or other kinds of abuse, and being in breach of your duty.

Act with reasonable care and skill

As someone responsible for governing a charity, you:

- must use reasonable care and skill, making use of your skills and experience and taking appropriate advice when necessary
- should give enough time, thought and energy to your role, for example by preparing for, attending and actively participating in all trustees' meetings.

Ensure your charity is accountable

You and your co-trustees must comply with statutory accounting and reporting requirements. You should also:

- be able to demonstrate that your charity is complying with the law, well run and effective
- ensure appropriate accountability to members, if your charity has a membership separate from the trustees
- ensure accountability within the charity, particularly where you delegate responsibility for particular tasks or decisions to staff or volunteers.

5.2 Additional Appointed Directors

The Board of Directors has the power to appoint up to two additional directors who are not nominated by the Regional Associations in order to meet specific needs in terms of expertise and/or experience.

6. Officers

The Officers comprise the President, two Vice-Presidents (appointed by the Board from among its members), Treasurer, and General Secretary (ex officio).

6.1 Duties and responsibilities of Officers

(a) The President shall preside as chairperson at every meeting of the Board of Directors or if he/she shall not be present or is unwilling to act a Vice-President shall so preside or if he/she shall not be present or is unwilling to act the Directors present shall elect one of their number to be chairperson of the meeting.

(b) The Treasurer has oversight of the maintenance of proper accounting records as well as the deposit of money, the safekeeping of securities and the disbursement of funds of the Corporation; whenever required, the Treasurer shall render to the Board an account of all such transactions and of the financial position of WACC.

(c) The General Secretary is the Chief Executive Officer. The General Secretary shall manage the day-to-day operations and administration of WACC. The General Secretary shall be an ex-officio member of the Board of Directors and he/she or designated staff will serve ex-officio on all committees of the Board, except the Nominations Committee, but shall have no voting rights.

7. Meeting of Members

The World Association for Christian Communication is a UK Registered Charity (number 296073) and a Company registered in England and Wales (number 2082273) with its Registered Office c/o Sedulo London Office, 605 Albert House, 256-260 Old Street, London, EC1V 9DD, United Kingdom. WACC is also registered in Canada as a not-for-profit corporation (438311-7) and an incorporated charitable organisation (number 83970 9524 RR0001) with its offices at 80 Hayden Street, Toronto, ON, M4Y 3G2, Canada.

Under revisions to both constitutions approved and filed in 2018 and 2019, WACC UK is the sole member of WACC Canada.

Meetings of the Members of the Association shall be held in accordance with the UK Companies Acts except that only Institutional Members may vote at any General Meeting and each Institutional Member shall have only one vote. The Board of Directors may determine to hold the General Meetings by telephone conference or online.

In Canada, an annual meeting of Members shall be held at such time in each year as the Board may from time to time determine, provided that the annual meeting must be held not later than 15 months after holding the preceding annual meeting and no later than six months after the end of the Corporation's preceding fiscal year. As WACC UK is the sole member of WACC Canada, the Officers of WACC UK are empowered to take decisions ordinarily taken at an AGM.

8. General Secretariat

The General Secretariat refers to the administrative offices of WACC. The majority of staff work remotely. To maximize representation and efficiency, consultants may also be contracted in other locations. The General Secretariat facilitates the implementation of programmes and activities approved by the Board. The Secretariat comprises professionals tasked with implementing WACC's programmes and policies, working with its Regional Associations, project-partners and others to advance WACC's Strategic Plan.

WACC STAFFING

9. Relationship to Board

Under the authority of the General Secretary, staff are responsible for implementing WACC's Strategic Plan and all programmes and activities from time to time approved by the Board.

10. Administration

WACC's programmes and activities are organised in two sectors. The Services Sector is responsible for financial management, funding development, membership administration and the day-to-day running of the General Secretariat. The Programme Sector is responsible for integrating work that includes activities under specific programme headings, workshops, seminars, training, and publications.

WACC'S PROGRAMME

11. Integrated Programmes

WACC takes an integrated programme approach that includes gender as a crosscutting theme. At present, the main programme areas are "Digital Justice", "Climate Justice", and "Gender Justice".

12. The Communication for All Programme (CAP)

With the financial support of Bread for the World, small communication projects are funded as part of integrated programmes on a year-to-year basis. Projects supported under CAP must be developmental, innovative, and not part of an ongoing activity or larger programme already funded by WACC or its partners. In addition, the project must begin and be completed within 12 to 18 months.

WACC and its REGIONAL ASSOCIATIONS

13. Membership-base of the Regions

Members of WACC are currently organized into eight Regional Associations that elect Executive Committees responsible for general tasks and for specific activities on which they may from time to time agree.

14. Responsibilities of WACC Regional Committees

A Regional Association may, but need not be, incorporated. The constitution, By-laws, letters patent or Articles of Incorporation, or other governing documents of each Regional Association are subject to the approval of the Board. Such documents shall contain any provisions deemed necessary by the Board in Operating Policies having regard to the role of Regional Associations as extensions of WACC within their respective geographical areas.

14.1 Operating Policies

The Board may approve such Operating Policies relating to the membership, organization, function and method of operation of Regional Associations as well as services available from WACC.

In practical terms, Regional Associations are responsible for:

- (a) Implementing and promoting WACC's aims and objectives.
- (b) Strengthening and working with organizations and individuals dedicated to communication rights and the democratization of communications.

- (c) Promoting and recommending to churches, communities, organisations and individuals the establishment of effective programmes and strategies of communication that reflect WACC's Principles of Communication.
- (d) Stimulating continued research, study and reflection on regional communication needs, trends and features, and recommending relevant activities through conferences, seminars, encounters, workshops and disseminating the results of such activities as widely as possible.
- (e) Promoting the development of communication practices through training, the exchange of information and knowledge and the creation of communication networks aimed at social change.
- (f) Working toward a society based on peace, justice, democracy, and fairness through the democratic and ethical use of communication and the media.
- (g) Promoting the use of communication so that peoples and communities can create, affirm, promote and defend their identity and culture.
- (h) Establishing relationships of cooperation and exchange with like-minded organisations in the region.
- (i) Promoting the creation and development of democratic and participatory models and policies of communication.
- (j) Participating actively in the ecumenical movement in the region.
- (k) Promoting intercultural and interreligious dialogue in the region.

15. WACC Staff and Regional Liaison Role

15.1 Each WACC Region will be assigned a named liaison with the WACC Global office. Each person so named may dedicate up to 10% of their staff time to this relationship.

15.2 The liaison relationship supports the administrative relationship between the region and the WACC Global office. The liaison staff is to be the one person that the region will turn to for information, advice and support on matters of governance and administration. Other programme staff may relate to the region on matters related to a specific programme theme. However, it is the named liaison that is responsible for the day-to-day contact between the region and global office on routine and emerging issues. The liaison staff person is responsible to interpret the region to the global office and the global office to the region.

15.3 The liaison relationship will vary from region to region, depending on the identified needs and priorities of each region. It will not be unusual for the staff liaison to give attention to matters such as regional grants, fund raising, nominations, administrative procedures, membership, regional participation in governance meetings, other events, and general enquiries.

15.4 Subject to financial constraints, the liaison staff will normally participate in one regional event every other year.

15.5 The liaison staff will not necessarily be a citizen of/from the region.

15.6 It is anticipated that liaison staff will be named to serve a region for four years, if possible, at which time a review of the assignment will be made in consultation with the region.

Appendix 1: Rules of Procedure for Meetings of WACC Board of Directors

A. The chairperson

The President of WACC shall preside as chairperson at every meeting of the Board of Directors (the Board) or if he/she shall not be present or is unwilling to act, one of the Vice-Presidents shall so preside, or if he/she shall not be present or is unwilling to act, the Directors present shall elect one of their number to be chairperson of the meeting.

B. Formal responsibilities of the chairperson

The chairperson shall announce the opening, suspension, or adjournment of the Board meeting, and shall announce at the beginning of every session the business of that session according to the agenda.

C. Questions arising

Questions arising at a meeting of the Board shall be determined by a majority of votes of the Directors present entitled to vote and so voting. In the case of an equality of votes, the same question shall be put a second time to the meeting, and if on a second vote there shall be an equality of votes, the chairperson of the meeting shall give a second or casting vote.

D. Business of the Board

The Board shall be declared in session for the following business matters: adoption of the agenda and subsequent proposals for change to the agenda, nominations, elections, discussions and proposals with reference to the structure, organisation, budget and programmes of the World Association for Christian Communication, and any other business requiring action by the Board.

The rules of procedure applicable to the Board are:

(1) Chairperson

The chairperson shall seek to achieve the orderly and responsible despatch of business. He/she shall seek as far as possible to give fair and reasonable opportunity for differing views to be expressed. He/she shall ensure good order, relevance, and to prevent repetition. To these ends, the chairperson may request a speaker to move to another point or to cease speaking. The chairperson shall grant the right to speak and determine the order of speakers.

His/her decision is final in all matters with the exception of his/her decision on a point of order under paragraph (19) below, or his/her pronouncement on the sense of the meeting on a particular issue under paragraph (12) below, or as to the result of voting under paragraphs (14) and (15) below.

(2) Speaking

Any person desiring to speak shall raise his/her hand to get the attention of the chairperson and speak only when given the right to do so by the chairperson. The speaker shall address his/her remarks to the chairperson. A speaker may only engage in the debate, state a point of procedure, propose or second a motion or amendment. Anyone may give notice of his/her desire to speak, and

the chairperson shall have regard to such notice but shall remain free to grant the right to speak and to determine the order of speakers under paragraph (1).

(3) Proposing a motion

Anyone who desires to propose any motion arising from business on the agenda shall state it orally and, except in the case of a motion under paragraphs (10) or (11), shall furnish a written copy to the chairperson. Anyone who desires to propose an item of new business shall follow the procedure set out under Rule E.

(4) Seconding a motion

A motion shall not be considered by the Board until it is seconded by a Director. When a motion has been seconded, it may not be withdrawn except with the consent of the proposer and seconder of the motion.

(5) Debate

When a motion has been seconded, the ensuing debate shall be opened by the Director who proposed the motion. The Director may speak for not more than five minutes. When the debate is about to be closed, the Director who proposed the motion may speak in reply to points raised during the debate.

(6) Amendment to a motion

Any Director may propose an amendment to a motion in the same manner as a motion. Paragraphs (3), (4) and (5) shall apply to an amendment. The debate on an amendment shall be limited to the amendment. The proposer of the motion shall be given the opportunity to speak in the debate on an amendment. The chairperson shall rule out of order and shall not receive an amendment which is substantially the negative of the motion being debated.

(7) Amendment to an amendment

Any Director may propose an amendment to an amendment in the same manner as an amendment, but the chairperson shall rule out of order and shall not receive an amendment to an amendment to an amendment.

(8) Debate and voting on amendments

The debate and vote shall be first upon the amendment to the amendment, then upon the amendment, and finally upon the motion. When an amendment to an amendment, or an amendment, has been voted upon, an additional amendment to the amendment, or an amendment, may be proposed, but the chairperson shall rule out of order and shall not receive an amendment to an amendment, or an amendment, substantially the same as one already voted upon.

(9) Rights of the chairperson to take part in a debate

The chairperson shall not propose a motion or amendment or participate in a debate without handing over his/her duties to another Officer, or failing that to a Director, and shall not after that return to the chair until that matter of business has been decided.

(10) Privileged motions

Any Director who has not previously spoken on a motion or amendment may move at any time, but not so as to interrupt a speaker, one of the following privileged motions, which shall take precedence over pending business, and shall have priority in the order listed, the motion with the highest priority being listed first.

a. To recess or to adjourn

If the Board decides to recess or adjourn, the matter pending before the recess or adjournment shall be taken up when the Board reconvenes.

b. That the question not be put

If the Board agrees that the question shall not be put, it shall pass to the next business without taking a vote or decision. The matter may then be brought back to the body at a subsequent plenary session.

c. To postpone indefinitely

When a matter has been postponed indefinitely, it may not be taken up again during the entire meeting of the Board, except with the consent of two-thirds of the Directors present and so voting.

d. To postpone to a time specified

When a matter is postponed to a time specified, it becomes the 'order of the day' for that time and takes precedence over all other business.

e. To refer to a sub-committee

When a matter is referred to a sub-committee nominated by the Board, that sub-committee shall report on it during the meeting of the Board unless the Board itself directs otherwise.

Once a privileged motion has been seconded, a vote on it shall be taken immediately without debate.

(11) Motion to close debate

Any Director may propose a motion to close debate at any time, but not so as to interrupt another speaker. If seconded, a vote shall be taken immediately, without debate, on the following question: "Shall debate on the pending motion (or amendment) be closed?"

If two-thirds of the Directors present and voting agree, a vote shall be taken immediately without further debate on the pending motion (or amendment).

A further motion to close debate can be made on any business then pending. If a motion to close debate is proposed and seconded on the main motion, before the vote is taken on that motion, the Board shall be informed of the names of the Directors wishing to speak, and of any amendments remaining, and the chairperson may ask the Directors for a show of hands of any wishing to speak.

(12) Sense of the meeting

The chairperson shall seek to understand the sense of the meeting on a pending matter and may announce it without taking a vote. Any Director may challenge the chairperson's decision on the sense of the meeting, and the

chairperson may then either put the matter to the vote under paragraph (14) below, or allow further discussion and again announce the sense of the meeting.

(13) Chairperson to put question

The chairperson shall put each matter not otherwise decided to a vote.

(14) Voting – by show of hands

At the end of a debate, the chairperson shall read the motion or amendment and shall seek to ensure that Directors understand the matter upon which a vote is to be taken. Voting shall ordinarily be by show of hands. The chairperson shall first ask those in favour to vote; then those opposing; then those abstaining. The chairperson shall then announce the result.

(15) Voting – by count or secret written ballot

If the chairperson is in doubt, or for any other reason decides to do so, or if any Director demands it, a vote shall be taken by count on a show of hands. The chairperson may appoint tellers to count those voting and abstaining.

Any Director may propose that the Board vote on any matter by secret written ballot, and if seconded and a majority of the Directors present and voting agree, a secret written ballot shall be taken. The chairperson shall announce the result of any count or secret written ballot.

(16) Results of voting

A majority of the Directors present and voting shall determine any matter. If the vote results in a tie, the vote shall be taken again, and if on a second vote the result is a tie, the chairperson shall give a second or casting vote.

(17) Reconsideration

Any two Directors who previously voted with the majority on any matter voted upon may propose to the Board that the matter be reconsidered. The Board may agree with or refuse that request, but if it refuse, those Directors may follow the procedure set out in Rule E, except that a matter shall not be reconsidered unless two-thirds of the Directors present and voting concur in the reconsideration.

(18) Dissent and abstention

Any Director voting with the minority or abstaining may have his/her name so recorded if he/she desires.

(19) Point of order or procedure

Any Director may raise a point of order or procedure and may, if necessary, interrupt another Director to do so. As a point of order, a Director may only assert that the procedure being followed is not in accordance with these Rules. As a point of procedure, a speaker may only ask for clarification of the matter pending.

(20) Time limits

The chairperson may, at his/her discretion, allow extra time to any speaker if the chairperson believes that injustice may be done through difficulty of language or interpretation, or for any other reason, or because of the complexity of the matter under debate.

E. New business or change in the agenda

When any Director desires to have an item of business included on, or any change in, the agenda, and the Board has after consideration not agreed to its acceptance, he/she may inform the chairperson in writing. The chairperson shall then, at a convenient time, read out the item of business or proposed change and shall explain the reasons for its refusal. The Director may then give reasons for its acceptance.

The chairperson shall then, without further debate, put the following question to the Board: "Shall the Board accept this item of business/proposal?" A majority of the Directors present and voting shall determine the question. If the Board votes in favour of accepting the item of business or change to the agenda, the chairperson shall make proposals as soon as possible for the inclusion or change to take place.

F. Suspension of Rules

Any Director may propose that any Rule may be suspended. If seconded, the Rule shall be suspended only by a vote of two-thirds of the Directors present and voting, and only for the duration of the debate pending.

Appendix 2: Conflict of Interest

Declaration of interests based on WACC's Articles:

32 Unless Article 33 (following) applies, a Director must declare the nature and extent of:

- a) any direct or indirect interest which he or she has in a proposed transaction or arrangement with the Association; and
- b) any duty or any direct or indirect interest which he or she has which conflicts or may conflict with the interests of the Association or his or her duties to the Association.

33 There is no need to declare any interest or duty of which the other Directors are, or ought reasonably to be, already aware.

Participation in decision-making

34 No Director shall attend any meeting or part of a meeting or vote on any resolution providing for or relating to any sum or benefit payable to him or her, his or her own appointment or any payment made or to be made to him or her by the Association.

35 No payment of any sum or benefit shall be made to a Director or member of the Board of Directors except by a resolution by the rest of the Board of Directors that such payment or benefit is expedient in the interests of the Association.

Further and complete information can be found in the Memorandum and Articles of Association and Byelaws as amended to 25 June 2018.