

**STATUTE OF THE *EMALUMNI ASSOCIATION*
THE ALUMNI ASSOCIATION OF THE EUROPEAN MASTERS' PROGRAMME
IN HUMAN RIGHTS AND DEMOCRATISATION**

Preamble

We, the Graduates of the European Master's Degree in Human Rights and Democratisation,

Aspiring for the establishment of a lasting and fruitful dialogue between the Graduates,

Acknowledging the crucial role of civil society in promoting Human Rights and Democratisation,

Acknowledging the important role of civil society organisations, the academic institutions and international organisations in promoting the European Master's Degree in Human Rights and Democratisation,

Stressing, in this regard, the importance of networking and cooperation,

Confident that our common academic background and our professional experience can enable us to contribute to the above-mentioned endeavour,

Decide to create the Alumni Association of the European Master's Degree in Human Rights and Democratisation in accordance with the following Statutes.

Title I. Establishment, Domicile, Nature, Duration and Language

Article 1 – Establishment

By this statute the Alumni Association of the European Master's Degree in Human Rights and Democratisation is established. The organisation shall be called the *EMAlumni Association* and is referred to hereinafter as the Association.

Article 2 – Domicile

The domicile of the Association shall be in Venice, at the Monastery of San Nicolò, Lido.

Article 3 - Nature

The Association is an international, non-governmental, not-for-profit organisation.

Article 4 – Duration

The Association is not limited in time.

Article 5 – Languages

Working languages of the Association's organs and sub-organs are Italian, English and French.

Title II. Aims and Fields of Activity

Article 6 – Aim and Fields of Activity

1. The aims of the Association are to promote and reinforce contacts between its members, at a professional as well as at an informal level, and to promote human rights and democracy in Europe and throughout the world.

2. The Association will work towards these aims through the development and implementation of appropriate activities in this regard.

Title III. Membership of the Association

Article 7 – Categories of Membership

The Association is composed of Members, Active Members and Honorary Members.

Article 8 – Members

1. Membership of the Association will be granted automatically to all graduates of the European Master's Degree in Human Rights and Democratisation.

2. Members receive information concerning the Association, and they have the right to participate in its activities, in accordance with the requirements set out by the Board. Additional rights may be granted by the General Assembly.

3. Any Member can, at any moment, withdraw from the Association, by expressing this intention in writing to the Board.

Article 9 – Active Members

Active Members are members who express their intention to be actively involved in the activities of the EMAlumni Association and who pay an annual subscription fee.

1. The number of Active Members of the Association can never be less than three.

2. Any Member can become an Active Member after expressing this intention by writing to the Board that will confirm his/her admission within 20 days from the reception of the request.
The Active Member shall pay a yearly fee determined by the Board.

3. All Active Members have the right to:

- a. receive all information concerning the Association and be invited to participate in all activities of the Association;
- b. participate and vote in the General Assembly;
- c. stand for election to the Board and to all other committees and functions within the Association.

Additional rights may be granted by the General Assembly.

4. Only Active Members may be elected as members of the Board.

5. (a) Any Active Member can, at any moment, withdraw from the Association, by expressing this intention in writing to the Board.

(b) Any Active Member that fails to pay the yearly fee will, after two reminders, be considered to have withdrawn his/her Active Membership. The Board will notify the individual concerned of the change in status. He/she may lodge a complaint to the Board, which shall answer the complaint. Appeal is possible to the General Assembly, which shall be the last instance.

Article 10 – Honorary members

1. Any physical or legal person of high moral standing and integrity may be appointed as Honorary Member of the Association by the General Assembly, with their consent.

2. (a) Honorary members may receive information concerning the Association and may be invited by the Board or the General Assembly to participate in the meetings and activities.

(b) Honorary members cannot vote in the General Assembly, but they enjoy a consultative role and they may be invited to express their opinions and ideas in the framework of the Assembly.

(c) Honorary members cannot serve on the Board. Nor can a Honorary Member chair any Organ and Sub-Organ of the Association, unless the General Assembly decides otherwise.

3. Honorary members can withdraw from the Association at any time, by expressing this intention to the Board.

Article 11 - General Provisions

1. Members, Active Members and Honorary Members are bound to respect the Statute, and the decisions taken by the Board and the General Assembly.

2. (a) A Member, an Active Member or an Honorary Member may be excluded from the Association when he/she:

1. refuses to act in accordance with the present statutes, with the decisions of the Board acting within its mandate, and/or with the decisions taken by the General Assembly;
2. causes a material damage to the Association or brings the Association into disrepute.

(b) The Board, after offering the individual concerned the possibility to bring forward arguments for the disputed behaviour, and having informed the individual concerned, may propose the exclusion of an active member to the General Assembly. The General Assembly may exclude this Member, Active Member or Honorary Member by a two-thirds majority of the members present. During this procedure, the Member or Active Member is suspended.

Title IV. Organisational Structure

Article 12 – Structure and Organs

1. Organs of the Association are:

- the General Assembly;
- the Board;
- the President;
- the Treasurer;
- the Secretary General.

2. The General Assembly and the Board may appoint specific persons or create Sub-organs to carry out certain parts of the tasks under their responsibility.

Article 13 – The General Assembly

1. The General Assembly is the supreme decision-making body of the Association. Its decisions are binding on the Associations' Organs, Sub-Organs and on its membership. A General Assembly decision can be overturned by a subsequent General Assembly decision.

2. The General Assembly consists of its Members, Active Members and Honorary Members, the members of the Board, the Secretary General, the Auditors, and any person appointed by the General Assembly or the Board to carry out specific tasks or to be member of the Sub-organs. The General Assembly may decide to invite other persons to attend. The Active Members who cannot participate in the General Assembly can be represented by proxy.

The Assembly is chaired by the President of the Association.

3. The General Assembly's main tasks are to:

- a. discuss and decide about any question or matter within the scope of the present Statute;
- b. adopt its agenda;
- c. elect the President of the Association;
- d. elect the Treasurer;
- e. elect the Board members;
- f. elect the Auditors;
- g. review the activities of the Board members and approve the Board report to the Assembly on the status and activities of the Association;
- h. discuss and approve the general directions of the Association;
- i. approve the financial statements and the accounts of the Association;
- j. approve the Auditors' reports, as long as elected in accordance with paragraph 13 of the present article;
- k. establish the means by which the activities of the Association are to be funded;
- l. approve proposed changes to the present Statute;
- m. adopt and modify the Standing Orders of the Association.

4. The following have the right to make proposals to the General Assembly:

- a. the Assembly, the Board, the Board's Sub-organs, and any person appointed by the General Assembly or the Board to carry out specific tasks;
- b. Active Members;
- c. Other Members, in accordance with the requirements set out by the General Assembly.

5. Unless these Statutes specify the contrary, decisions by the General Assembly shall be determined by an absolute majority of the votes cast. Abstentions shall not be included in the number of votes cast.
6. Only non-suspended Active Members may vote in General Assembly. Each Active Member has one vote in the General Assembly.
7. The General Assembly shall meet at least once a year at a time fixed by the Board.
8. The General Assembly shall be summoned by an invitation sent in writing to its membership and organs. The summons will include the agenda and will be notified at least 45 days before the opening of the General Assembly Meeting.
9. The General Assembly can also hold extraordinary Meetings if requested by the Board or by at least 1/4 of all Active Members. The President shall summon the General Assembly by written invitation sent to everybody mentioned in this article, paragraph 9, at least 21 days before the opening of the General Assembly Meeting. The reason for summoning the General Assembly shall be clearly stated in the invitation to the General Assembly.
10. The agenda of the General Assembly will be proposed by the Board and be adopted at the beginning of its works.
11. The General Assembly in plenary session is only fully competent when it has been summoned in accordance with this Article and when at least one-quarter of the non-suspended Active Members are present or represented by proxy.
12. The General Assembly may appoint up to two professional Auditors whose term will have the same duration as that of the Board. The Auditors will be responsible for the accountancy and administrative monitoring of the Association's management.

Article 14 – The Board

1. The Board is the executive body of the Association responsible for executing and implementing General Assembly decisions.
It consists of the President, the Treasurer, and other 7 members elected by the Assembly. Among the seven members, the President will appoint a Vice President who will stand for him/her in case of absence or impediment. The Secretary General participates in the Board meetings with consultative status.
2. The Board members shall be elected by the General Assembly for a period of two years. The members of the Board may be re-elected after their term of office has expired, for no more than other two terms. In the composition of the Board, the General Assembly shall have due regard to the representation of graduation years of the E.MA Programme.
3. If a Board member resigns, the Board will be collectively responsible for the activities of the vacant Board post and may collectively appoint an interim replacement to hold office until the next General Assembly Meeting when an election of Board Members must take place.
4. A Board member may be dismissed by the General Assembly by a two-thirds majority of the votes cast if either:
 - a. the Board member does not satisfactorily perform his/her tasks; or
 - b. the Board member violates this Statute or acts against the interest of the Association.
5. The Board will be summoned by the President, who will notify the summons in written form to the Board Members, at least 15 days before the meeting. The summons will include the agenda of the meeting.
The Board is only fully competent when at least three of its members, including the President or Vice-President, are present after the entire Board has been duly summoned as specified in this paragraph.
6. The Tasks of the Board are to:
 - a. adopt any act of administration that is not within the competence of other organs, unless otherwise provided by law or by the present Statute;
 - b. adopt the budget of the Association, in accordance with the directions given by the General Assembly;

- c. draft a proposal of the financial statements and accounts to bring to the attention of the General Assembly for approval;
- d. adopt an annual operational plan, in a view to give implementation to the decisions and directions of the General Assembly;
- e. nominate the Secretary General;
- f. adopt any act concerning staff hiring and discharging in consultation with the Secretary General;
- g. determine the fee for active membership;
- h. discuss and decide on the acceptance of contributions and/or donations from public entities or organisations and from the private sector;
- i. promote and supervise the Association's fields of activity;
- j. promote the aims and efficiency of the Association;
- k. represent the Association towards third parties.

The Board shall be accountable to General Assembly for its actions and decisions.

8. The Board may appoint any person or sub-organ to carry out specific tasks under its responsibility. The Board shall be accountable to the General Assembly for the activities of this person and sub-organs.

Article 15 – The President

1. The President is elected by the General Assembly and represents the Association towards third parties and in legal acts. The President, in consultation with the Board, can authorise one or more persons to represent the Association by means of a limited or unlimited power of attorney.

2. The President summons and chairs the General Assembly and the Board.

3. He/she supervises the implementation of the directions and decisions of the General Assembly and the activities of the Board, including within the context of the operational plan.

4. He/she supervises the proper functioning of services and staff member;

5. He/she guarantees that the Association operates in conformity with the present Statutes.

Article 16 – The Treasurer

1. The Treasurer is responsible for the drafting of the budget of the Association, in accordance with the directions given by the General Assembly as well as for preparing a draft proposal of the financial statements and accounts to be discussed by the Board and presented to the General Assembly for approval.

Article 17 – The Secretary General

1. The Secretary General is appointed by the Board and receives a salary determined by the Board for his/her functions;

2. Together with the President, he/she represents the Association towards third parties;

3. The Secretary General is responsible for the management of the Association and subject to the instructions given by the President of the Association as his/her principal tasks are:

- to implement the decisions of the Assembly and the Board;
- to participate in the Board meetings with consultative status;
- to support the Board in the drafting of the annual operational plan to give implementation to the decisions and directions of the General Assembly;
- to support the Board in the drafting of the budget of the Association;
- to support the Board in the drafting of the financial statements and accounts to be proposed and presented to the General Assembly for adoption;
- to control and co-ordinate the activities of the Association's employees;
- to perform any other specific act conferred to him/her by an ad hoc decision of the Board;
- to carry out any other ordinary administrative calling.

Title V. Finance

Article 18 – Funding

1. The costs of running the activities of the Association are to be funded by annual membership fees, fundraising from private and public bodies and organisations, public subsidies and donations, whether in cash or in kind, provided however that such funds must not be accepted if they are tied to conditions contrary to the aims and principles of the Association or if they are otherwise not in the interests of the Association.
2. Each Active Member of the Association is obliged to pay a membership fee for each financial year of Active Membership to the Association, the amount of which is decided by the Board.
3. All funds raised for the benefit of, or payable to, the Association shall be paid into the Association's account and be properly and accurately accounted for by the Treasurer.

Article 19 – Accounts

1. The financial year of the Association is the calendar year.
2. The audited final accounts covering the whole of each of the Association's financial years shall be submitted for approval to the General Assembly, meeting in the year immediately following the year to which the accounts refer.

Title VI. Final Provisions

Article 20 – Standing Orders

The General Assembly may adopt Standing Orders, which will regulate the implementation of these Statutes in detail.

Article 21 – Amending the Statutes

1. Any amendment to these Statutes may be made if supported by two-thirds of the votes cast by the General Assembly and provided the proposed amendment was sent out to all Active Members at least 28 days before the opening of the General Assembly Meeting.
2. The requirement set forth in Paragraph 1 of this article, does not apply when the decision to amend the statute is made unanimously.
3. The General Assembly has the right to amend any proposals to change the Statutes during the General Assembly Meeting as long as the amendments are directly related to the proposed changes.
4. Any amendment to this Statute and to the Standing Orders comes into force at the end of the General Assembly Meeting during which it was accepted, unless the General Assembly decides otherwise.

Article 22 – Dissolution

1. The Association may be dissolved by unanimous decision of the General Assembly.
2. The General Assembly shall, upon a decision to dissolve the Association, decide about the destination of the net assets and property of the Association, if any, to another association having similar objectives and shall elect one or more liquidators.