

## STATUTES OF THE ASSOCIATION Global Campus Alumni (GCA)

*Statutes adopted by the extraordinary General Assembly held on 17 November 2014*

### CHAPTER I – CONSTITUTION, REGISTERED OFFICE, DURATION

#### Article 1 – Constitution and Name

By virtue of this deed an international non-profit association, “Global Campus Alumni”, hereinafter referred to as the “Association”, is hereby established, incorporated and formed pursuant to the provisions of the Act dated 27 June 1921 on non-profit making associations, international non-profit making associations and foundations.

#### Article 2 – Registered Office (*Siège social*)

- The registered office of the Association is at 1050 Brussels, Rue d’Edimbourg 26, Belgium, in the judicial district of Brussels.
- The location of the registered office can be transferred by a simple decision of the Board, pursuant to Article 12 of the Statutes.
- Administrative centres of the Association can be created in Belgium or abroad following a simple decision of the Board.

#### Article 3 – Working Language

The working language of the Association is English.

#### Article 4 – Duration

The duration of the Association is unlimited.

### CHAPTER II – OBJECTIVES and ACTIVITIES

#### Article 5 – Objectives

Global Campus Alumni shall be the coordinating network of Alumni Associations of the Global Campus of Regional Master’s Programmes and Diplomas in Human Rights and Democratisation (Global Campus) as well as invited individuals with an interest to contribute to the objectives of the Association. The Association is a non-profit organisation with the following objectives:

- Promote interaction among the Alumni Associations of the Global Campus and support their development through advice, expertise and networking;
- Strengthen professional relationships, peer-to-peer exchange and links with / within the Global Campus;
- Promote the work of the Members at regional and international human rights fora;
- Through the work of the Members help contribute to the broader goal of the protection and promotion of human rights.

## **Article 6 – Activities**

The activities of the Association are as follows:

- Coordinate activities and facilitate communication between its Members;
- Provide regular updates on the activities of its Members and the Global Campus, including through the Association's website;
- Where requested represent its Members in regional and international human rights fora;
- Build relations with relevant stakeholders such as other alumni associations, academic organisations and human rights NGOs;
- Provide technical, administrative and policy support to its Members either directly or through links with relevant organisations;
- Support its Members in their activities and as necessary propose and facilitate joint activities;
- Raise funds singularly or in collaboration with its Members to allow the Association to conduct its work and carry out its objectives.

## **Article 7 – The Members**

The Association will have two categories of membership.

The Association is composed of the Alumni Associations of the Regional Masters of the Global Campus. These Alumni Associations can apply to become **Members**.

The rights and obligations of the Members shall be outlined in the Statutes of the Association and in its Internal Rules. They shall have the right to participate and vote in General Assembly meetings. They shall be eligible to participate in the different organizational structures of the Association. They shall pay an annual membership fee.

**Honorary Members** shall be designated by the General Assembly. Honorary membership may be bestowed on individuals active in the promotion and protection of human rights and who actively support the objectives of the Association. Honorary Members do not pay a membership fee, cannot participate and vote in the General Assembly meetings. Honorary members may cease to be honorary members by a decision of the General Assembly for refusing or failing to comply with the provisions of these Statutes, the objective of the Association, or any applicable rule made by the Board.

**Article 8 – Admission / Termination of Membership** An application for admission can be filed by an established alumni association of a Regional Master of the Global Campus and will be decided on by the General Assembly.

Members can be terminated by a decision of the General Assembly for:

- Failure to adhere to the present Statutes and objectives of the Association;
- Failure to pay the membership fee;
- Failure to participate in or nominate a proxy for two subsequent General Assembly meetings;
- A breach of international human rights standards.

Any Member may leave the Association, at any time, with immediate effect, by notifying the Board in writing, on the condition that it has met its financial obligations.

Termination must be communicated in writing to the Member by the President of the Association.

### **Article 9 – Membership Fees**

Membership fees shall be fixed annually by the General Assembly. They can be fixed at zero (0) and should never exceed two thousands (2,000.00) Euros.

## **CHAPTER III – ADMINISTRATION AND FUNCTIONING OF THE ASSOCIATION**

### **Article 10 – General Assembly**

The General Assembly consists of all Members of the Association.

#### **Representatives:**

Each Member shall be represented by two alumni from each of the alumni associations of the Global Campus. Each Member shall have one vote. Each Member shall have to designate their representatives through a fair and transparent procedure and communicate the decision in writing to the Association's Board.

#### **Quorum:**

A General Assembly meeting shall be deemed validly organized if at least two thirds (2/3) of the Members are present or represented.

#### **Meetings:**

The General Assembly shall meet every year, at least once a year and at the latest on 31<sup>st</sup> December of each year. The General Assembly shall be convened by the Board or at the request of at least half ( $\frac{1}{2}$ ) of the Members of the Association. The invitations, which shall include the date, venue and time, as well as the agenda of the General Assembly, shall be sent out to all Members at least fifteen (15) working days ahead of the proposed date for the General Assembly meeting by the Secretary General. General Assembly meetings may be validly held by audio modes of communications (such as teleconference) or by visual modes of communications (such as videoconference or Skype).

If the presence quorum is not met, a second date for the General Assembly meeting shall be proposed, with a ten (10) working day notice. This second General Assembly meeting will be validly held if at least half ( $\frac{1}{2}$ ) of the Members are present. This second General Assembly meeting may be validly held by audio modes of communications (such as teleconference) or by visual modes of communications (such as videoconference or Skype).

Minutes of the General Assembly meetings must be communicated in writing to all Members of the Association. A record of the later shall be kept with the Secretary General, the President of the Association [or at the registered seat of the Association].

#### **Decision-Making:**

The validly constituted General Assembly shall make decisions by a simple majority of the Members present or represented.

- Each representative of each alumni association, which is a Member of the Association, can appoint an authorised representative to vote for him/her subject to having a proxy. This proxy shall be communicated in writing to the President by one of the representatives of the Member;
- Decisions by the General Assembly can be made by electronic means that provide real time participation;
- In the case of a tied vote the President shall have the casting vote.

• **Powers:**

The powers and responsibilities of the General Assembly shall include the following:

- Amendment of the Statutes of the Association;
- Admission and dismissal of Members;
- Designation and dismissal of Honorary Members;
- Appointment and dismissal of Board Members;
- Approval of annual accounts and the budget;
- Approval of Internal Rules;
- Dissolution of the Association.

**Article 11 – Fiscal Year and Annual Accounts**

The fiscal year runs from 1<sup>st</sup> August of one year to 31<sup>st</sup> July of the following year.

Subject to the application of the provisions of the Belgian Act of 17<sup>th</sup> July 1975 relating to the accounting of companies in the cases provided for by Article 53, paragraph 3 of this Act, the Board shall submit the accounts of the year ended and the budget for the following financial year to the General Assembly for approval. The General Assembly shall decide on these at the upcoming meeting of the General Assembly.

The General Assembly may decide to set up a reserve funds, fix its amount and the modalities for the financial contribution of each Member to these funds.

**Article 12 – Extraordinary General Assembly**

An extraordinary General Assembly can be called by the Board or at least half ( $\frac{1}{2}$ ) of the Members of the Association. The President shall give the Members of the Association at least a forty-eight (48) hours' notice for any extraordinary General Assembly. The invitations shall include the date, venue and time, as well as the agenda of the extraordinary General Assembly meeting.

The extraordinary General Assembly may be called to decide upon the following issues: amendment of the Statutes and Internal Rules, dissolution of the Association, admission and dismissal of Members, appointment and dismissal of the Secretary General, and any other issues that require action by the General Assembly.

**Article 13 – Board**

The Board shall consist of no less than IAAtthree (3) members, appointed among the representatives of the Members by the General Assembly.

The Board can be assisted by a Secretary General, then considered as an ex-officio member of the Board but without voting rights.

**Term:**

Members of the Board are appointed for a period of up to two (2) years. Members of the Board can only be re-elected once, for a new mandate of maximum two (2) years.

**Meetings:**

The Board meets as necessary for the interests and functioning of the Association and at a minimum four (4) times a year.

**Decisions:**

The Board may only validly deliberate if at least three (3) Board Members are present. Decisions shall be adopted by consensus. In cases in which no consensus can be reached, a majority of two-thirds (2/3) is required. In the event of a tied vote, the President shall have the casting vote. Meetings may be validly held by audio modes of communications (such as teleconference) or by visual modes of communications (such as videoconference or Skype). Decisions can be made electronically (including via email) if necessary.

**Communication:**

The President or the Secretary General shall be required to invite Board Members at least seven (7) days ahead of a meeting. The invitations shall include the date, venue and time, as well as the agenda, of the meeting.

**Voluntary positions:**

With the exception of the Secretary General, the Board members shall not be remunerated. Members of the Board shall however be entitled to reimbursement of necessary and reasonable expenses for activities carried out in the discharge of their mandate. [The Association's Internal Rules shall determine the circumstances under which Members are entitled to such reimbursements.]

**Remit:**

The Board shall have full executive power within the limits set forth by the Statutes of the Association or by the mandate it will be given by the General Assembly. The powers and responsibilities of the Board will include in particular the following:

- The implementation of the decisions taken by the General Assembly;
- Appointment and dismissal of the Secretary General, any member of the staff, consultants or auditors, the setting of their duties and compensation;
- Recommend annual membership fees to the General Assembly;
- Prepare the annual accounts, with the support of the Secretary General for approval by the General Assembly;
- Prepare the budget, with the support of the Secretary General for approval by the General Assembly;
- Manage the financial resources of the Association, with the support of the Secretary General;
- Prepare a proposal for Internal Rules of the Association;
- Prepare proposals to amend the Statutes of the Association.

**Article 14 – Secretary General**

Depending on the Association's needs and resources, the Board may appoint a Secretary General.

The Secretary General shall be an ex-officio member of the Board but without voting rights. The Secretary General will be head of staff. The Secretary General shall be recruited through an open recruitment process.

The Secretary General will be in charge of:

- The day-to-day business of the Association;
- Reporting to the Board on its activities;
- The preparation of the agenda and the drafting of the minutes of the General Assembly meetings and of the Board meetings;
- Assisting the Board with the preparation of the annual accounts and the budget and with the management of the financial resources of the Association;
- Convening meetings of the General Assembly and of the Board;
- Drafting the minutes of the General Assembly and of the Board meetings.

The Secretary General shall represent the Association vis-à-vis third parties in the day-to-day management of the Association. The Secretary General shall be the primary contact person for the Association.

The functions of the Secretary General shall be performed by the Board in the event that no Secretary General has been appointed.

The Secretary General will be personally held liable in case of serious or repeated failure, in particular when overstepping his mandate.

#### **Article 15 – Representation**

The Association shall be legally represented in any binding document by the signature of a member of the Board or of a member of the Board and of the Secretary General, unless provided otherwise by a special delegation of power. The member or members of the Board entitled to represent the Association will be specifically appointed by decision of the Board and shall not be required to justify the powers conferred on them to that end vis-à-vis third parties.

The Association shall be legitimately and legally represented before the courts, as either claimant or defendant, by two members of the Board or by its President or by a member of the Board specifically appointed for this purpose or by the Secretary General.

Any act relating to the appointment, dismissal and cessation of functions of persons entitled to represent the Association, drawn up in accordance with the law, shall be filed at the Registry of the competent commercial court. These acts shall also be published in the annexes of the Official Journal ("Moniteur Belge") at the Association's expense.

### **CHAPTER IV – RESOURCES OF THE ORGANISATION**

#### **Article 16 – Resources**

The resources of the Association consist of:

- Membership fees;
- Donations, subsidies and grants received by the Association and authorized by law;

- Interests accrued on funds;
- Any other resources authorised by law.

#### **Article 17 – Control of Resources**

The Board will be in charge of preparing and presenting the annual accounts and the budget to the General Assembly.

#### **Article 18 – Internal Rules**

The Board will draft the Internal Rules, which shall be approved by the General Assembly.

### **CHAPTER V – FORMALITIES, AMENDMENT TO THE STATUTES AND DISSOLUTION OF THE ASSOCIATION**

#### **Article 19 – Amendment to the Statutes**

Without prejudice to the law, any proposal to amend the Statutes or to dissolve the Association shall be made by the Board subject to a majority of two-thirds (2/3) of the votes cast of the members of the General Assembly present or represented.

The Board shall inform the Members of the Association when the General Assembly meeting shall be held to decide on any such proposal, at least 3 months prior to the latter.

The General Assembly will validly deliberate only if at least two-thirds (2/3) of its members are present or represented.

A decision shall require a two-thirds (2/3) majority of the votes.

However, in the event the General Assembly does not meet the two-thirds (2/3) presence quorum, a new General Assembly meeting will be convened under the same conditions as above. This General Assembly shall definitively and validly decide on the proposal at stake, at the same majority of two-thirds (2/3) of the votes, no matter the number of Members present or represented.

Decisions pertaining to the attributions, convocation process and the decision process of the main management body of the Association, as well as to the conditions in which its resolutions are brought to the attention of the Members, and/or pertaining to the conditions of the amendments to the Statutes, of dissolution and liquidation of the Association, and the allocation of the Association's assets, shall be certified by an authentic act filed with the registry of the commercial court and published in the Moniteur Belge.

In addition and pursuant to Article 50, paragraph 3 of the law, resolutions on the amendment of the objective or objectives of the Association will enter into force only upon approbation of the King, also published in the Moniteur Belge. Other decisions relating to the amendment of any other provision of the Statutes shall not be submitted for approval to the Belgian Minister in charge of Justice or his delegate.

#### **Article 20 – Dissolution**

The dissolution of the Association can only be pronounced by a General Assembly upon a proposal from the Board and subject to a two-thirds (2/3) majority of the votes cast of the Members present or represented.

The General Assembly shall decide upon the allocation of the Association's remaining assets. The assets shall be allocated to one or more non-profit making associations, whose purposes are as akin as possible to the purpose for which the Association was incorporated.

## **a|CHAPTER VI – GENERAL PROVISIONS---**

### **Article 21 – Address for service**

For the execution of the present Statutes, any effective or affiliate Member, member of the Board or liquidator, living abroad shall give an address for service at the registered office of the Association where any notice can be validly served.

### **Article 22 – Common law**

Any matter that has not been foreseen by the present Statutes shall be subject to the common law and any clause that is contrary to mandatory provisions shall be deemed null and void.

### **Article 23 – Governing jurisdiction**

For any conflict between the Association, its Members, associates, **obligataires**, Board members, commissioners and liquidators pertaining to the Association's business and to the execution of the present Statutes, exclusive jurisdiction shall be attributed to the courts of the registered office of the Association unless the Association expressly waives that jurisdiction.