

STATUTES of VOICE under Belgian law

The present Statutes have been adopted by the General Assembly of 24 May 2018 and replaced the old Statutes. The modifications adopted by the said General Assembly, published in Moniteur Belge as requested by the Belgian legislation, are integrated in the following text.

Between the undersigned:

1. Antonio Giuseppe SERGI, secretary general at Intersos, born June 20th 1942, residing at Via Nizza 154, 00198, Rome, of Italian nationality.
2. Anne SIMON, liaison agent at Care International, boulevard du Régent 58, born Larch 6th 1967, residing at rue Guimard, 17, 1040 Brussels of Belgian nationality.
3. Will de WOLF, head of International Cooperation at CARITAS-Europe, rue Pascal 6, 1040 Brussels, born October 26th 1947, residing at Catherinastraat 11, 5269 CT, the Netherlands, of Belgian nationality.

As published in the National Belgian Gazette on 26 July 2001, an agreement is entered into for the establishment, for an unlimited period, of a non-profit association in accordance with the title of the law of 27 June 1921 on non-profit associations, foundations and international non-profit associations, as amended by the law of 2 May 2002.

The Statutes modified by the General Assembly of 16 May 2017 are laid down as follows:

PART I. Denomination, registered office and legal representation

Article 1. Denomination

The association shall be called 'Voluntary Organisations in Cooperation in Emergencies', or '**VOICE**' for short, hereinafter referred to as 'the association'.

The General Assembly of the association shall be called the 'GA'.

Its Board shall be called the 'Board of Directors'.

Article 2. Registered office

The association shall have its headquarters in Belgium, currently at Rue Royale 71, 1000 Brussels in the Brussels juridical district. It may be transferred anywhere else in Belgium by decision of the Board of Directors.

Article 3. Legal representation

The Board of Directors represents the association in all matters. It represents the association by a majority of its members.

Without prejudice to the general powers of the Board of Directors as a body, the association is also validly represented by the President or the Treasurer or two Board members.

Within the limits of the daily executive and financial management, the association shall also be validly represented by the Director.

PART II. Aims of the association

Article 4. Purpose

The association aims at gathering professional Non-Governmental Organisations (NGOs). The GA may give consideration to the adherence of other institutions or organisations as associate members.

The aim of the association shall be to improve the general quality and effectiveness of humanitarian aid notably that of the European Union and its Member States as well as of the wider humanitarian community. It also promotes the added value of NGOs given their key role as humanitarian deliverers and as an expression of EU public solidarity.

Article 5. Activities

The association may achieve its objectives through:

- a) promoting needs-based and principled humanitarian aid;
- b) participating actively in the coordination mechanisms of the NGO networks of the European Union;
- c) providing information to the members on the European and international policies and programmes related to humanitarian aid;
- d) stimulating cooperation between the members;
- e) providing a platform for consultation on questions of humanitarian aid;
- f) facilitating access for members to the funds of the European Union and the international community in terms of humanitarian aid;
- g) voicing the shared concerns and interests of the members in the political debates within the European Union and other international institutions on questions of humanitarian aid.

The association may lend its support and take an interest in any activity similar to its objective.

It may carry out all operations connected directly or indirectly with its objective, and create and administer any service or institution pursuing an identical or similar objective.

Article 6. Members' Representation

With a view to the pursuit of its objectives, the association may represent its members in their relations with international or European Union institutions and relevant stakeholders. It may also defend the interests of its members in law.

PART III. Members' rights and obligations

Article 7. Membership criteria

VOICE members must meet the following general criteria:

- being registered in a Member State of the European Union or the European Economic Area at the date of their affiliation as a non-governmental and/or non-profit organisation (NGO) according to national legislation
- be active in humanitarian aid and related issues
- agree with the aim and contribute to the activities of the association as formulated in Part II
- be recommended by 2 member organisations
- operate without discrimination with regard to race, nationality, gender, political or religious conviction.

Article 8. Members' categories

The association is made up of the following categories of members:

- a) individual members;
- b) family members;
- c) associate members.

The number of individual and family members in the network is unlimited, but may not be lower than three.

Affiliation as an individual member is open to all NGOs meeting the criteria listed in Article 7.

Affiliation as a family member is open to groups of minimum 3 NGOs meeting the criteria listed in Article 7, having shared names and/or aims and objectives, all belonging to an existing established grouping of NGOs from different countries.

Affiliation as an associate member is open to organisations active in the field of humanitarian aid and related issues, other than those eligible for membership. Associate members enjoy all the services offered to members, and have the same rights and obligations as the latter, with the exception of what is laid down in the present statutes.

Article 9. Members' shared values

VOICE members strive:

- To save lives and prevent suffering
- To respond in a swift and timely manner to humanitarian crises
- To base their interventions on international humanitarian law and principles
- To follow relevant codes of conduct and best practices
- To have high quality standards of professionalism and expertise
- To have a participatory approach with their local partners in the regions of intervention
- To view emergency interventions in the light of future sustainable recovery and development.

Article 10. Membership commitment

When joining VOICE, members commit to support and participate in VOICE activities and to contribute to building VOICE's collective identity, reputation, legitimacy and visibility.

Members shall attend the GA which sets the strategic directions and priorities of the association. All members have the right to propose candidates for election to the Board of Directors of the association.

Article 11. Membership application

The Board of Directors shall receive all new applications for membership addressed to it.

The GA shall decide by a simple majority whether or not to admit the new member. No appeal shall lie against such decisions, and no reason needs to be given. Decisions shall be notified to the applicant by regular mail.

Article 12. Resignation

Members may at any time tender their resignation from the association in writing to the Board of Directors addressed to the registered office.

However, the contribution due for the year in which the resignation is received shall remain payable.

Members who have resigned cannot reapply for membership for at least two years after the date on which their resignation takes effect. Re-entry into membership is conditional on agreement to clear all past debts.

Article 13. Suspension

The Board of Directors reserves the right to suspend membership to any member who

- is not paying its owed contributions after due reminders
- is ceasing to satisfy the conditions laid down by the present Statutes and the Internal Regulations and acts in a way that is considered detrimental to the interests of VOICE or its members and fails or refuses to remedy this situation within a timely way;
- in case of bankruptcy, prolonged inactivity or if an investigation for serious misconduct is undertaken against it which might impact on the reputation and the credibility of the association.

Such suspension includes the withdrawal of all VOICE services and the loss of voting rights until the upcoming GA has made a decision.

Any organization recommended for suspension will be entitled to a hearing before the Board of Directors prior to suspension.

Article 14. Exclusion

On a proposal by the Board of Directors, any member may be excluded by the GA, by a majority of two thirds of the members present or represented.

The member whose exclusion is proposed must be invited to present its defence prior to exclusion.

Once the decision made, the reasons for the exclusion have to be given in writing to the excluded organisation with the voting result from the GA.

As of the day that the GA approves the exclusion, the excluded member shall lose all the rights it had as a member of the association. The annual membership fee relating to the year that the exclusion takes place remains due for its entire amount. The excluded member shall remain liable for any amount that it owes the association at the time of the exclusion.

Members who cease to be part of the association shall have no rights over its assets.

Article 15. Membership Fees

The GA shall, on a proposal by the Board of Directors, approve the contributions for each membership category.

This contribution may in no circumstances exceed the following amounts:

- 15,000 euros for individual members;
- 30,000 euros for family members ;
- 10,000 euros for associate members.

Family members are held individually and collectively responsible to pay the family membership fee.

Part IV. VOICE General Assembly (GA)

Article 16. Composition

The GA shall be made up of all individual members and family members of the association.

The associate members shall participate in the GA as observers, without the right to vote. They shall not have the right to convene a meeting of the GA. The same shall apply to organisations recommended for membership by the Board of Directors until the GA has voted their admission as individual or family member.

The Board of Directors may likewise send invitations to other organisations pursuing objectives and implementing programmes and activities of interest to VOICE members. Guests shall have no right to vote.

The GA shall be chaired by the President of the Board of Directors, or if (s)he is unable to perform this task, by a member of the Board of Directors appointed for this purpose by the Board of Directors.

Article 17. Powers

The GA shall have the following exclusive powers:

- a) to approve the Board of Directors' annual report and accounts;
- b) to appoint the auditors and approve the fees of the auditors;
- c) to approve the strategic plan and the multi-year framework budget of the association;
- d) to elect and discharge the members of the Board of Directors;
- e) to approve the annual budget;
- f) to approve the amount of the contributions;
- g) to modify the statutes and internal regulations;
- h) to dissolve the association;
- i) to admit new members and establish the membership criteria;
- j) to exclude members;
- k) to discharge the members of the Board of Directors and the auditors.

All other powers are vested in the Board of Directors.

Article 18. Meetings

The GA shall meet at least once a year, in the course of the first half of the calendar year, in the place indicated in the letter of convocation, sent out by the President at least six weeks before the meeting.

The convocation shall contain the agenda. If so requested by at least 5% of the members with voting rights, an item should be added to the agenda. Only points on the agenda may be decided upon.

An extraordinary session may be convened at any time by a letter of the President sent out by any written means (post, e-mail), on a decision by the Board of Directors or at the request of at least one fifth of the members of the association with voting rights.

Article 19. Quorum

Subject to the exceptions laid down by law, the GA shall be validly constituted if at least one third of the members entitled to vote and having paid their contributions are present or represented. If this quorum is not reached, a second GA shall be convened under the same conditions as before.

The decisions taken after that second convocation shall be valid irrespective of the number of members present or represented.

Except in the special cases provided in the Statutes or by law, decisions shall be taken by a simple majority of the members present or represented.

The resolutions and decisions of the GA shall be entered in the record of the minutes signed by the president and shall be placed at the disposal of all members at the headquarters of the association.

Article 20. Proxy voting

A member may be represented on the GA by another member, provided that the latter can produce a written proxy. However, no member may hold more than 4 proxies. Family members may not hold proxies on behalf of individual members.

Article 21. Plural voting system

Each individual member shall have one vote.

A family of up to four member organisations is entitled to two votes. Each second additional member entitles the family to one additional vote. All votes in a family should be the same.

Part V The President

Article 22. Designation

The association shall be chaired by the President of the Board of Directors, who shall be elected by secret ballot by the GA. The GA elects the President separately from the Board of Directors.

The term of office of the President shall be three years, renewable once. The President may come from a member organisation or from outside the association.

Candidates for the Presidency must be supported by at least five member organisations.

Article 23. Impediment

In the event of the President's resignation, decease, withdrawal or any other cause for inability to attend, the Board of Directors shall meet and appoint one of its members who will have the same powers until a new President is elected at the upcoming GA.

PART VI. The Board of Directors

Article 24. Composition

The association shall be administered by a body called the Board of Directors made up of the President and a maximum of 8 members to be elected by the GA by secret ballot.

The members of the Board of Directors shall be elected in their personal capacity rather than in their capacity as representatives of their organisations.

The Board of Directors shall have the right to allow the participation of observers/guests.

Article 25. Duration of the mandate

The term of office of the members of the Board of Directors shall be three years. They may be re-elected only once consecutively (do 6 years in total). However, a former member of the Board can be re-elected if at least 3 years have passed since the end of his/her second mandate.

Members of the Board of Directors may be dismissed at any time by the GA by a simple majority vote of the members present or represented.

If a member of the Board of Directors ceases her/his functions for whatever reason, including dismissal, the GA shall provide her/his replacement at its next meeting.

Article 26. Meetings

The Board of Directors shall meet at least three times per year, on convocation by the President sent out by any written means (post, e-mail) or at the request of at least three members of the Board of Directors.

It shall be validly constituted if at least half of its members are present.

Should consensus not be reached, decisions shall be taken by a simple majority of votes cast. Blank or invalid votes shall not be taken into account in the calculation of the majorities.

In the event of a tied vote, the President or the person replacing her/him shall have the casting vote.

No member of the Board of Directors having a conflict of interests with regard to a specific decision may participate in the deliberations or the vote on that agenda item.

The resolutions adopted by the Board of Directors shall be entered in a record of the minutes signed by the President and shall be placed at the disposal of the voting members of the association at the headquarters.

Article 27. Powers

The Board of Directors shall have the broadest powers for the administration and management of the association, including acts of disposal.

All the responsibilities not reserved for the GA by law or the statutes shall be exercised by the Board of Directors.

In this way, the Board of Directors shall notably be competent as follows:

- a) to elect the members of the Executive Committee;
- b) to appoint the Director;
- c) to recommend new applicant members to the GA for approval;
- d) to propose candidates for associate membership based on their value added to the GA;
- e) to suspend members pursuant Article 12 until the next GA;
- f) to propose the exclusion of members from the GA;
- g) to decide on any legal action, both as plaintiff and as defendant, with the exception of suits brought against a member, which shall be decided by the GA;
- h) to approve the work programme and prepare the annual budget

The Secretary shall be tasked with drafting the minutes of the meetings of the Board of Directors and the GA.

PART VII. The Executive Committee

Article 28. Designation and functions

The Board of Directors shall elect from among its members a Treasurer and a Secretary who, together with the President, will constitute an Executive Committee. The Director shall be part of the Executive Committee but shall not be entitled to vote.

The Executive Committee shall in particular prepare the meetings of the Board of Directors and monitor the financial management of the association. It shall likewise support the President in his/her functions as the representative of the association and give guidance regarding the activities of the association.

The minutes of the recommendations of the Executive Committee shall be brought to the attention of the members of the Board of Directors.

PART VIII. The Director

Article 29. Responsibilities

The Board of Directors shall appoint a Director, to whom it shall delegate responsibility for all the daily executive and financial management of the association, under its supervision and general control.

The Board of Directors shall determine the limits of this daily executive and financial management in a delegation charter, which will be incorporated in the Internal Rules.

The Director shall participate in all the meetings of the Board of Directors and the Executive Committee, except if the Board of Directors and the Executive Committee decide to hold the meeting in closed session. The Director shall not have the right to vote.

PART IX. Financial provisions

Article 30. Accounting

The financial year shall run from 1 January to 31 December.

The Board of Directors shall submit an accounting statement for the previous year and a budget to the GA for approval.

Article 31. Resources

The resources of the association shall be made up of the annual contributions of its members and any other sources of financing permitted by law and approved by the Board of Directors.

PART X. Internal regulations

Article 32. Aim

Internal regulations may be introduced.

They shall relate to the implementation of the Statutes, and deal inter alia with matters not covered by the statutes.

Article 33. Adoption

The internal regulations shall be adopted by the GA by a simple majority of the members present or represented.

Any draft amendment to the internal regulations shall be sent to every member by the President at least six weeks before the GA. A modification shall be adopted only if half of the members present or represented are in favour of it.

PART XI. Modifications to the statutes and dissolution

Article 34. Modifications

Without prejudice to title 1 of the law of 27 June 1921, as amended, any proposal to amend these statutes or to dissolve the association shall be approved by the GA.

In the event of such a proposal, the Board of Directors shall inform the members thereof, at least six weeks before the date on which the GA shall meet to discuss said proposal. The proposed amendments must be expressly mentioned in the notice of the meeting.

The GA may only validly deliberate on such a proposal if two-thirds (2/3) of the members are present or represented. Except as otherwise provided in this Article, a resolution shall be adopted if approved by a two-thirds (2/3) majority of the total votes cast by the GA. If the proposal relates to an amendment on the aim of the association, a resolution shall be adopted if approved by a four-fifth (4/5) majority of the total votes cast by the GA.

If, however, the above-mentioned quorum of two-thirds (2/3) of the members is not reached, a new meeting of the GA may be convened under the same conditions as mentioned above, at which the GA shall decide validly and definitively on the proposal, by the majority required of the total votes cast by

the members present or represented, irrespective of the number of such members present or represented. The second meeting must be held at least fifteen (15) days after the first meeting.

Article 35. Dissolution

The GA shall determine the conditions and procedure for dissolving and winding up the association. The GA shall appoint one or more liquidators, shall determine their powers and shall indicate the use to be made of the association's net assets.

All funds of the association shall be dedicated to its purposes, as described in Article 4 of these statutes. In the event of dissolution, the GA of the association shall designate an organisation or organisations, either in Belgium or abroad, registered in their respective countries, established and operated exclusively for purposes similar to those of the association, as beneficiary or beneficiaries of the assets of the association that remain after dissolution.

No part of such assets, income, profits or net earnings of the association shall inure to the benefit of any officer, employee, agent, trustee, director or other person except as reasonable compensation for services rendered to the association in relation to its purpose.
