STATUTES of VOICE under Belgian law[1]

approved by the General Assembly of 16 June 2026

PART I. Denomination, legal form, registered office, and legal representation

Article 1. **Denomination and Legal Form**

The Association shall be known as "Voluntary Organisations in Cooperation in Emergencies", abbreviated as "VOICE", hereinafter referred to as "the Association" or "VOICE". VOICE is a not-for-profit association established for an unlimited duration, as published in the Annexes to the Belgian Official Gazette on 26 July 2001. It is governed by the provisions of Book 9 and other applicable provisions of the Code of Companies and Associations of 23 March 2019 (published in the Belgian Official Gazette on 4 April 2019), as amended from time to time.

Article 2. **Registered Office**

The Association shall have its registered office in the Brussels-Capital Region. The registered office may be transferred to any other location within Belgium by a decision of the Board of Directors (hereinafter also referred to as the "Board"), provided that such transfer does not give rise to an obligation to amend the language of the Statutes pursuant to applicable legislation.

Article 3. Legal Representation

The Association shall be validly represented vis à-vis third parties and in legal proceedings, whether as plaintiff or defendant, by the Board of Directors acting as a collegiate body, through a decision adopted by a majority of its members. All elected members of the Board of Directors shall be natural persons.

Without prejudice to the general powers of representation of the Board of Directors acting collegially, the Association shall also be validly represented vis-à-vis third parties and in legal proceedings, whether as plaintiff or defendant, by the President, acting alone, the Treasurer, acting alone, or two (2) members of the Board of Directors, acting jointly.

For acts relating to the daily management, the Association shall also be validly represented vis à-vis third parties and in legal proceedings, whether as plaintiff or defendant, by the VOICE Director, acting alone.

PART II. Aims of the Association

Article 4. **Purpose**

The Association aims to bring together professional not-for-profit Non-Governmental Organisations (NGOs) to form a recognised network of European humanitarian NGOs.

[1] *The present Statutes replaced the previous Statutes from 2022. The modifications adopted by the General Assembly 2026, published in Moniteur Belge in French as requested by the Belgian legislation, are integrated in the present text.*

The purpose of the Association is to:

- enhance the overall quality, efficiency, and effectiveness of humanitarian action, in particular that of the European Union, its Member States, and the wider humanitarian community;
- promote the added value of NGOs, recognising their key role as humanitarian deliverers and as an expression of the European Union public solidarity;
- strengthen organisational networking, collective influence, and technical expertise in the field of humanitarian action.

Article 5. **Activities**

The Association may pursue its objectives through, inter alia, the following activities:

a) advocating for humanitarian principles and needs-based humanitarian assistance to guide European Union policymaking, strategies, and programming;
b) providing its members with information on policies, programmes, funding mechanisms, trends, and emerging developments related to European and international humanitarian action;
c) facilitating exchange, coordination, and cooperation among members in order to strengthen the professionalism and credibility of the sector and to enhance collective impact on political decision makers, major donors, and other key stakeholders;
d) representing the humanitarian NGO community vis-à-vis European Union institutions in key discussions and negotiations, articulating shared positions and concerns of the members, and safeguarding the operating environment of humanitarian actors;
e) strengthening relations with, and actively engaging in dialogue and cooperation with, the wider humanitarian and development community.

The Association may undertake any other activities, actions, or services that are necessary or useful for the achievement of its objectives. It may seek and receive grants and contributions and may collaborate with, participate in, or hold mandates within other legal entities, associations, or bodies governed by Belgian or foreign law.

Article 6. **Members' Representation**

In furtherance of its objectives, the Association may represent its members in their relations with the European Union, international institutions, and other relevant stakeholders.
It may also defend the collective interests of its members in legal proceedings, in accordance with applicable law.

PART III. Members' Rights and Obligations

Article 7. Membership criteria

VOICE members must meet the following general criteria:

- be registered, for at least two (2) years at the date of application, as a non-governmental and not-for-profit organisation (NGO) under national law, in a Member State of the European Union, a former Member State, a candidate country to the European Union, a member of the European Economic Area, or Switzerland;
- be operational in international humanitarian action and base their interventions on International Humanitarian Law and Principles, the Code of Conduct for the International Red Cross and Red Crescent Movement and have high-quality standards of professionalism and expertise,
- have democratic governance and transparent management and accountability structures, safeguarding policies and adequate reporting mechanisms in place,
- operate without discrimination on the grounds of ethnic origin, nationality, gender, political conviction, or religious belief;
- demonstrate an interest in influencing the EU humanitarian agenda and policies, agree with the

objectives of the Association and commit to contributing to its activities as formulated in Part II,
- be recommended by two (2) VOICE member organisations.

The VOICE Board of Directors shall review and decide whether applicants meet the eligibility criteria for membership.

Article 8. **Members' Subcategories**

VOICE membership shall consist of two subcategories: individual members and family members. All members shall be full members.
The number of full members is unlimited but may not be lower than three (3).

Affiliation as an individual or family member is open to all NGOs meeting the criteria listed in Article 7.
Affiliation as a family member shall be open to groups of at least three (3) NGOs that share names and/or aims and objectives, and that belong to an already established grouping of NGOs from different countries.

Any member wishing to join an existing VOICE family membership shall submit, together with its application file, an invitation letter issued by that family.

Article 9. Membership Commitment

Upon joining VOICE, members commit to supporting and participating in VOICE activities, contributing to the development of VOICE's collective identity, reputation, legitimacy, and visibility, and conveying VOICE's advocacy messages to relevant stakeholders at the level of their respective Member States.

Members shall also ensure that their affiliation with VOICE is visibly indicated on their own website.

Members shall attend the General Assembly meetings, which determines the Association's overall strategic directions and priorities.

Members shall not be personally responsible for commitments entered into on behalf of the Association.

Article 10. Membership Application Procedure

1. **Submission of Applications**
   Any organisation wishing to become a member shall submit a written application to the VOICE Board of Directors. The applicant organisation shall complete the official membership application form and return it to the VOICE Secretariat together with all required supporting documents.
2. **Review by the Board of Directors**
   Completed membership applications shall be reviewed by the Board of Directors. A meeting shall be organised between senior management representatives of the applicant organisation and members of the Board of Directors. The purpose of this meeting is to enable the Board to verify compliance with all membership conditions, to gain a fuller understanding of the applicant, and to discuss mutual expectations regarding potential membership.
3. **Decision of the Board of Directors**
   Following its review, the Board of Directors shall decide whether to recommend the applicant organisation to the General Assembly (GA) for membership approval, request additional information or reject the application. The decision of the Board shall be communicated to the applicant in writing.
4. **Rejection of applications**
   Applicants whose membership application is rejected shall have no right of appeal. They may submit a new application once they meet all membership criteria.
5. **Presentation to the General Assembly**
   If the Board of Directors decides to recommend an applicant organisation to the General Assembly (GA), a senior representative of the applicant shall attend the GA meeting and present the membership application.
6. **Decision of the General Assembly**
   The GA shall make the final decision on whether to admit the applicant as a member. The applicant shall

be informed accordingly. If the GA rejects the application, no appeal shall lie against such decision, and no reasons are required to be provided.

Register of Members: The register of VOICE members shall be kept in electronic form. The list of VOICE members shall be published on the VOICE website.

Article 11. Change of Membership Subcategory – Change of Legal Status

Members must inform the VOICE Secretariat of any change in their legal status, such as a change of name or a merger with another organisation. In both cases, approval from the Board is required to maintain membership in VOICE, and the next GA shall be informed.

Members wishing to change their membership subcategory—from individual member to family member, or from family member to individual member—must submit a written request to the Board.
Joining a family membership requires an invitation letter issued on behalf of the family.
Provided that the request is approved by the Board of Directors, confirmation of the membership following the change in status shall be submitted to the next General Assembly (GA) for approval.
After approval by the GA, the VOICE Secretariat shall issue a formal confirmation of the new membership status. Membership fees shall be adjusted accordingly. The change of status shall take effect immediately.

Article 12. Resignation

Members may resign from the Association at any time by submitting a written notice of resignation to the Board of Directors.

Effective Date of Resignation:
For reasons of financial predictability and budgetary continuity, the following rules shall apply:

- Resignations received no later than 31 October of a given calendar year shall take effect on 1 January of the following financial year. The full annual membership fee for the year in which the resignation is received shall remain fully due and payable.
- Resignations received on or after 1 November of a given calendar year shall take effect on 1 January of the second financial year following the year in which the resignation is received.In this case:
  - the annual membership fee for the year in which the resignation is received, and
  - the annual membership fee for the subsequent financial year shall remain fully due and payable.

Re-admission: A former member who has resigned may apply for re-admission to the Association in accordance with the standard membership application procedure set out in these Statutes. Re-admission shall be subject to the settlement of any outstanding membership fees or financial obligations, if applicable.

Article 13. Suspension

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

- fails to pay the membership fees due and has not settled the required payment prior to the annual General Assembly without providing a valid explanation; or
- no longer fulfils the conditions laid down in the present Statutes and acts in a manner considered detrimental to the interests of VOICE or its members; or
- is subject to bankruptcy proceedings, prolonged inactivity, or an investigation for serious misconduct that may adversely affect the reputation or credibility of the Association.

Any member proposed for suspension shall be entitled to be heard by the Board of Directors before any suspension decision is taken. Suspension shall be limited solely to the right to benefit from the services of the Association. The decision to suspend membership shall be communicated to the member in writing.

Suspended members shall retain the right to attend meetings of the General Assembly and to vote therein. This is without prejudice to the requirement that only members who have paid their annual membership fees may participate and vote in General Assembly meetings, as further set out in Article 19 of these Statutes.

Article 14. **Exclusion**

Any member not duly or timely or fully complying with the Statutes, may be excluded by the GA. The proposal for exclusion must be on the agenda of the GA, sent with the convening notice.
The GA may only validly deliberate on such a proposal if at least two-thirds (2/3) of the members are present or represented.
If the above-mentioned quorum is not reached, a new meeting of the General Assembly (GA) shall be convened. At this second meeting, the GA may deliberate and decide validly and definitively on the proposal, regardless of the number of full members present or represented. The second meeting shall take place at least fifteen (15) days after the first meeting.
The exclusion requires at least two-thirds (2/3) of the votes in favour. The member whose exclusion is proposed shall be invited to present its defence before the vote on the exclusion. Once the decision has been taken, the reasons for the exclusion shall be communicated in writing to the excluded member, together with the voting result of the General Assembly (GA). As from the date on which the GA approves the exclusion, the excluded member shall lose all rights attached to membership of the Association.

Membership fees relating to the year in which the exclusion takes effect shall remain payable in full. The excluded member shall remain liable for any amounts owed to the Association at the time of the exclusion.

Members who have been excluded cannot reapply for membership for at least two (2) years after the date on which their exclusion takes effect. Re-entry into membership is conditional on agreement to clear all past debts and requires following the regular application process.

Article 15. No rights to the VOICE assets upon termination of membership

Members who cease to belong to the Association shall have no rights over the assets of the Association and shall not be entitled to any reimbursement of membership fees or other contributions. Such members may not claim or demand financial statements or accounts, the affixing of seals, or the preparation of an inventory.

Article 16. Membership Fees

Members' annual membership fees shall be based on the international turnover of the member organisations, which commit to providing the VOICE Secretariat with updated figures in accordance with their latest published annual accounts.

For the purposes of these Statutes, the annual international turnover shall mean the total amount spent on international action, including humanitarian advocacy expenses but excluding domestic programmes.

The General Assembly (GA) shall, upon proposal by the Board of Directors, approve the Membership Fee Structure defining the contributions applicable to each membership category. The membership fee structure shall be reviewed every three years. Any modification to the membership fee structure shall be proposed by the Board of Directors to the GA for approval.

Each year, at its final meeting of the year, the Board of Directors shall formally approve the adjusted rates of the annual membership fees in accordance with the Belgian retail price index. The new applicable rates shall be communicated to all members.

The membership fee for a family shall be calculated for the family as a whole. Depending on the number of its members within VOICE, a discount shall be applied to the family membership fee. All family members shall be held jointly and severally liable for payment of the full family membership fee.

This contribution may in no circumstances exceed the following amounts:
- 20 000 Euros for an individual member;
- 40 000 Euros for a group of family members.

Membership fee invoices are issued during the first quarter of the financial year.

For new members, the membership fees shall become payable as soon as the Board of Directors has decided to recommend the applicant organisation to the General Assembly for approval. When the Board of Directors takes such a decision during the second half of the financial year, it may decide to reduce the annual membership fee pro rata temporis.

Membership fees shall be payable within four weeks from the date of receipt of the invoice issued by VOICE.

Part IV. VOICE General Assembly

Article 17. Composition

The VOICE General Assembly (GA) shall be composed of all individual members and family members of the Association.

Applicant members recommended for membership by the Board of Directors shall not have the right to vote until the GA has approved their admission as full members.

The VOICE Director, acting on behalf of the Board of Directors, may invite other organisations pursuing objectives and implementing programmes or activities of interest to VOICE members to attend the open sessions of the GA. Such guests may intervene only at the request of the VOICE Board of Directors and shall have no right to vote.

Article 18. Powers

The General Assembly shall have the following exclusive powers:

a) to elect the members of the Board of Directors and, separately, the President;
b) to dismiss the members of the Board of Directors and the President;
c) to admit new members;
d) to exclude members;
e) to approve the Membership Fee Structure;
f) to appoint and dismiss the auditor, where such appointment is required by law;
g) to approve the annual report of the Board of Directors and the annual accounts;
h) to grant discharge from liability to the members of the Board of Directors and the auditor;
i) to approve the annual budget of the Association;
j) to approve VOICE multi-year strategic plan;
k) to amend the Statutes;
l) to decide on the conversion or dissolution of the Association;
m) to exercise any other powers conferred upon the General Assembly by the Statutes or by applicable legislation.

All powers not expressly reserved to the General Assembly shall be vested in the Board of Directors.

Article 19. Meetings

At least one in-person meeting of the General Assembly shall be held each year during the first half of the financial year.

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

Only members who have paid their annual membership fees may participate in and vote at the GA.
New members may exercise voting rights only after their membership has been approved by the GA. Applicant members shall be represented at the GA by a representative at senior management level.

The place, date, time, and agenda of the annual GA shall be determined by the Board of Directors. In

extraordinary circumstances preventing the holding of an in-person General Assembly meeting, members may be offered the possibility to participate remotely by electronic means of communication and in accordance with the applicable legal provisions.

The Board of Directors may decide to grant full members the possibility to cast their vote on all or on specific agenda items electronically or in writing prior to the GA meeting. The Board shall take the necessary measures to ascertain that the capacity and identity of the members can be verified.

The letter of convocation and the agenda shall be sent by or on behalf of the President to all members, to members of the Board of Directors, and to the external auditors by e mail, at least six weeks prior to the GA. Any proposals concerning amendments to the Statutes, the election of the President, the number of vacant seats on the Board of Directors, the Membership Fee Structure and, where applicable, the procedures relating to remote participation and voting, shall be circulated with the letter of convocation. Other documents shall be made available no later than one (1) week before the GA, unless stricter requirements apply under the law.

English shall be the working language of the Association and shall be used for all documents, including those requiring formal decisions. Legal publications shall be translated into French in accordance with applicable requirements.

Upon written request submitted no later than twenty (20) days prior to the GA by at least five per cent (5%) of the members, one or more items shall be added to the agenda. An u pdated agenda shall be circulated at least fifteen (15) days before the GA.

The General Assembly shall not adopt any decision on matters not appearing on the agenda.

An extraordinary meeting of the General Assembly may be convened at any time whenever the interests of the Association so require, by decision of the Board of Directors.
The Board of Directors shall also convene a meeting of the GA upon receipt of a written request from at least one-fifth (1/5) of the members of the Association. Where the meeting is convened at the request of the members, it shall be convened within twenty-one (21) days of receipt of the request and shall be held no later than three (3) months thereafter.

The convening periods and formalities applicable to the annual meeting of the GA shall also apply to extraordinary meetings.

The decisions of the GA shall be recorded in minutes signed by the President and shall be made available on the VOICE website in the Members' Room.

Decisions relating to amendments to the Statutes, the appointment or dismissal of directors or persons entrusted with daily management, the dissolution or conversion of the Association, and any other decisions required by law, shall be filed without delay with the registry of the competent enterprise court for publication in the Belgian Official Gazette.

Third parties wishing to consult the minutes of meetings of the GA may submit a written request to the Board of Directors, which shall decide on such request at its sole discretion.

Article 20. <u>Quorum and voting</u>

Except where stricter provisions apply under the law or the present Statutes, the General Assembly shall validly deliberate if at least one-third (1/3) of the members entitled to vote are present or represented. If this quorum is not met, a second meeting of the GA shall be convened under the same conditions.
The second meeting of the GA shall validly deliberate irrespective of the number of members entitled to vote present or represented.

Except where stricter provisions apply under the law or the present Statutes, decisions shall be taken by a simple majority of the votes cast by the members present or represented. Blank or invalid votes and abstentions shall not be taken into account.

The agenda of the GA shall be approved by a show of hands. Other decisions shall normally be taken by secret ballot.

The members of the GA may, at any time, decide unanimously by written consent, including by electronic means, on matters falling within the powers of the GA, with the exception of amendments to the Statutes.

Article 21. Proxy voting

A member may be represented during the GA by another member, provided that the represented member submits a written proxy to the VOICE Secretariat at least two (2) weeks before the GA.
However, no member may hold more than four (4) proxies, except for a family member, who may, if needed, hold all proxies from the family to which it belongs.

Family members may not hold proxies on behalf of individual members and vice versa.

Members may also be represented by proxy granted to a senior representative of their EU Office, subject to compliance with the procedure set out above, including the requirement that written proxies be submitted to the Secretariat at least two (2) weeks prior to the meeting.
Where the member belongs to a family, a senior representative of the EU Office of that family may, if applicable, hold proxies from all members of that family.

Article 22. Plural voting system

In line with the discounted membership fees granted to families pursuant to Article 16, each individual member shall have two (2) votes, while each family member shall have one (1) vote.

Part V The President

Article 23. Designation

The Association shall be chaired by its President. The GA elects the President by secret ballot separately from the Board of Directors. The President shall serve a term of four (4) years. Such term may be renewed once consecutively upon re-election by the GA, resulting in a maximum tenure of eight (8) years.

Presidential Election Process:
At the annual meeting of the General Assembly held in the year preceding the VOICE President's election, the VOICE Board of Directors shall present the election process and invite member organisations to submit internal and/or external candidates to the Board no later than four months before the GA at which the election shall take place.
Nominations for the position of President shall be supported by at least five (5) member organisations, which shall not belong to the same VOICE family. Each nomination shall outline the candidate's experience of particular relevance to VOICE.

The Board of Directors shall examine all nominations in order to verify compliance with the applicable eligibility requirements. Following this review, the Board shall submit to the members no fewer than two (2) and no more than four (4) nominations. For the purpose of making this selection, Board Members may meet with the nominees to assess their suitability in light of the criteria established by the Board.

Information on the selected candidates shall be communicated to the members at least six (6) weeks prior to the GA. Candidates shall be invited to attend the GA to present their profile and motivation prior to the election.

The candidate receiving the highest number of votes shall be elected, even if such number does not constitute a simple majority of the votes cast. In the event of a tied vote, a further ballot shall be held immediately.

Article 24. Role and responsibilities of the President

Individually, the President shall not have greater powers than any other member of the Board of Directors, except where otherwise expressly provided in the present Statutes.

The role of the President shall be to:

- ensure the collegial functioning of the Board of Directors;
- preside over the governance bodies of VOICE, including meetings of the General Assembly, the Board of Directors, and the Executive Committee;
- guide and inspire the strategic direction of VOICE, provide leadership, and ensure the relevance, legality of the network, and sustainability of the VOICE Secretariat;
- ensure the appropriate external representation of VOICE, in particular at high-level meetings and events;
- provide specific advice and guidance to the Director, as required;
- together with the Executive Committee, supervise the activities of the VOICE Secretariat.

Where the urgency of a matter so requires, the President may take any action he or she considers necessary to protect the interests of VOICE and its members. The Board of Directors shall be informed as soon as possible of any such action.

The President shall be accountable to the members of VOICE and shall be responsible for ensuring that members are kept informed of the activities of the Board of Directors and of the VOICE Secretariat, as well as of external developments of particular relevance to VOICE.

Article 25. Impediment of the President

In the event of the resignation of the President, the President shall notify the Board of Directors in writing.

In the event of the premature vacancy of the President's mandate, for any reason whatsoever, the Board of Directors may appoint a President from among its members. The appointed President shall exercise all powers attached to the position until a new President is elected by the next General Assembly.

PART VI. The Board of Directors

Article 26. Composition

The Association shall be administered by a body called the Board of Directors (which is the name for the management body referred to in the Code of Companies and Associations), made up of the President and a maximum of eight (8) members, all to be elected by the GA by secret ballot.
In total, the Board of Directors shall therefore be composed of a maximum of nine (9) persons.

The number of vacant seats and a call for nominations shall be communicated to VOICE members together with the letter of convocation to the General Assembly.

Except for the President, who may be an external candidate, only representatives of VOICE member organisations may be elected to the Board of Directors. Such representatives shall hold positions at senior management level within their respective organisations.

The members of the Board of Directors shall be elected in their personal capacity rather than as representatives of their organisation. Board members shall perform their mandate voluntarily and without remuneration. They shall commit to attending all meetings of the Board of Directors and to actively participating in its deliberations and in VOICE activities. They shall respect the collegiality and confidentiality of the Board discussions.

The members of the Board of Directors do not assume any personal liability in relation to the commitments of the Association. They are only responsible for mistakes made in carrying out the mission assigned to them, in

accordance with the principles and limitations set out in applicable law.

Details of candidates for the vacant Board seats are sent to members at least one (1) week prior to the GA. Board candidates should be present in person or remotely at the GA meeting and are offered the opportunity to introduce themselves orally before the election by secret ballot.

In electing the members of the Board of Directors, the GA seeks to ensure a proper gender balance as well as representing the diversity of the network's membership.

The candidates who obtain the highest number of votes shall be declared elected, irrespective of whether they secure a simple majority of the votes cast.

Where a mandate of a member of the Board of Directors becomes prematurely vacant, for any reason whatsoever, including dismissal, the Board of Directors may co-opt a temporary replacement from among the VOICE membership, in order to ensure the continuity of governance and adequate representation and diversity, until the next General Assembly. The co-opted member may stand for election at that General Assembly.

The Board of Directors may invite observers or guests to attend meetings of the Board for non-confidential agenda items only. Such observers or guests shall not have voting rights.

Article 27. Duration of the mandate

The term of office of the members of the Board of Directors shall be four (4) years, commencing at the end of the General Assembly at which they are elected and expiring at the close of the first General Assembly in the fourth year following their election.
Members of the Board of Directors may be re-elected once only for a consecutive term, resulting in a maximum consecutive mandate of eight (8) years.
A former member of the Board of Directors may, however, be re-elected after a cooling-off period of at least two (2) years following the end of his or her second consecutive mandate.

Any member of the Board of Directors may resign at any time by written notification addressed to the President, with effect upon receipt thereof or on such later date as may be indicated in the notice of resignation or as may be requested by the Board of Directors.
They shall be required to tender their resignation if they cease to be employed by the organisation that nominated them, if they are assigned to duties unrelated to humanitarian action, or if their organisation is absorbed by, merged with, or otherwise restructured into another legal entity.

Where a member of the Board of Directors fails to attend three (3) consecutive meetings of the Board of Directors without valid justification, the question of his or her dismissal shall be placed on the agenda of the next meeting of the General Assembly.

Members of the Board of Directors may be dismissed at any time by the General Assembly, by a simple majority of the votes cast by the members present or represented.

Where a member of the Board of Directors ceases to exercise his or her mandate for any reason whatsoever, the General Assembly shall elect a replacement at its next meeting.

Article 28. Meetings

The Board of Directors shall meet at least three (3) times per year, on convocation by or on behalf of the President, or at the request of at least three (3) members of the Board of Directors. The convening notice shall be shared at least eight days before the meeting, unless an emergency prevents the completion of the notification formalities.

In exceptional and urgent circumstances, the President may convene a Board meeting with a minimum advance notice of three (3) days. The convocation shall contain the draft agenda prepared by the Director in

conjunction with the President.

Meetings of the Board of Directors may also be held by any electronic means of communication that enables effective and simultaneous deliberation among all participants.

A member of the Board of Directors who is unable to attend a meeting may designate another member of the Board of Directors to exercise her/his vote by proxy. A member of the Board of Directors who casts a vote by proxy shall not be counted for purposes of determining the quorum. However, such a proxy vote shall be included in the calculation of the majority required for the adoption of resolutions. A Board member can have only one (1) proxy.

The Board of Directors shall be able to validly deliberate and decide if at least half of its members are present.

Should consensus not be reached, decisions shall be taken by a simple majority of the votes cast by the members of the Board of Directors who are present or represented at the meeting. Blank or invalid votes and abstentions shall not be taken into account.
In the event of a tied vote, the President or the person replacing her/him shall have the casting vote.

Resolutions of the Board of Directors can also be approved by unanimous written (including electronic) consent of all members of the Board of Directors.

The resolutions adopted by the Board of Directors shall be recorded in minutes, which shall be signed by the President and by any member of the Board of Directors who so requests. VOICE members may consult the minutes upon submission of a simple written and duly justified request addressed to the Board of Directors.

Article 29. Powers

The Board of Directors shall have the broadest powers to administer and manage the association, including all acts of disposal.

All powers not expressly reserved to the General Assembly ("GA") by law or by these Statutes shall fall within the competence of the Board of Directors.

In particular, the Board of Directors shall have the authority to:

a) appoint and terminate the appointment of the Director;
b) elect the members of the Executive Committee;
c) approve the annual work programme;
d) prepare and submit an annual report on its activities to the GA;
e) suspend members in accordance with Article 12, until the next meeting of the GA;
f) adopt and amend the Internal Regulations, as necessary;
g) prepare and submit to the GA for approval:
  – the annual accounts;
  – the annual budget;
  – the membership fee structure;
  – any amendments to the Statutes;
  – applications for membership;
  – proposals for the exclusion of members;
h) decide on the initiation or defence of legal proceedings, whether as claimant or defendant, except for legal actions against a member, which shall fall within the competence of the GA.

The VOICE Secretariat shall be responsible for drafting the minutes of the meetings of the Board of Directors and of the GA.

PART VII. The Executive Committee

Article 30. Designation and functions

The Board of Directors shall elect from among its members a Treasurer and a Secretary who, together with the President, shall constitute the Executive Committee, for a term not exceeding the duration of their respective mandates as members of the Board of Directors.

The Director shall be a member of the Executive Committee but shall not have voting rights.

The Executive Committee shall, in particular, prepare the Board of Directors' meetings and oversee the Association's organisational and financial management. It shall also assist the President in the exercise of his or her functions as representative of the Association and provide guidance with respect to the activities of the Association.

The recommendations of the Executive Committee shall be duly communicated to the members of the Board of Directors.

PART VIII. The Director

Article 31. Responsibilities

The Board of Directors shall appoint a Director, to whom it shall delegate the daily management of the Association, under its supervision and overall control.

The scope of the VOICE Director's daily executive, organisational, and financial management shall be defined in the job description for the Director's position, as approved by the Board of Directors.

Daily management shall include both acts and decisions that fall within the ordinary needs of the Association's day-to-day operations and acts and decisions which, due to their limited importance or urgent nature, do not justify intervention by the Board of Directors.

The VOICE Director shall participate in all meetings of the Board of Directors and the Executive Committee, unless those bodies decide to meet in closed session. The Director shall not have voting rights.

PART IX. Financial provisions

Article 32. Accounting

The financial year shall run from 1 January to 31 December of the same calendar year.

The Board of Directors shall prepare a Draft Budget for the following financial year at its last meeting each year, to be revised as necessary up to the GA.

The annual detailed accounts for the previous financial year and the budget for the financial year following the financial year to which the annual accounts relate are submitted to the GA for approval within six (6) months following the end of the previous financial year.

The accounts of VOICE are subject to an external auditor designated every 3 years by the General Assembly.

PART X. Internal Regulations

Article 33. Adoption and Aim

The Board of Directors may adopt, amend, or repeal Internal Regulations.

Such Internal Regulations cannot contain provisions:

- contrary to mandatory legal provisions or to these Statutes;
- relating to matters for which the law requires a statutory provision;
- affecting the rights of full members, the powers of the bodies, or the organisation and functioning of the General Assembly.

They shall relate to the implementation of the Statutes and the Association's internal procedures.

There are currently no Internal Regulations.

PART XI. Modifications to the Statutes and Dissolution of the Association

Article 34. Modifications to the Statutes

Any proposal by the Board of Directors or by at least five per cent (5%) of the members to amend these Statutes shall be submitted to the General Assembly for approval.

To comply with the six (6) weeks' notice period referred to in Article 19, any proposal by members to amend the Statutes must be submitted to the Director at least ten (10) weeks prior to the date of the GA.

Members may submit additional proposed changes to the draft amendments by email to the Board of Directors no later than four (4) weeks prior to the date of the GA. The final version of the proposed amendments shall be communicated to the members no later than fifteen (15) days before the meeting.

The GA may validly deliberate on proposals to amend the Statutes only if at least two-thirds (2/3) of the members are present or represented.

If this quorum is not met, a second GA shall be convened in accordance with the same formalities. At this second meeting, the GA shall validly deliberate and decide on the proposal regardless of the number of members present or represented. The second meeting must be held at least fifteen (15) days after the first meeting.

Resolutions amending the Statutes shall be adopted by a majority of at least two-thirds (2/3) of the votes cast by the members present or represented. However, any amendment to the purpose or activities of the association shall require a majority of at least four-fifths (4/5) of the votes cast.

Article 35. Dissolution of the Association

Any proposal to dissolve the Association submitted by the Board of Directors or by at least five per cent (5%) of the members shall be referred to the General Assembly for approval.

In order to comply with the six (6)-week notice period referred to in Article 19, any proposal by the full members to dissolve the Association must be submitted to the Board of Directors at least ten (10) weeks prior to the meeting of the General Assembly. The decision to dissolve the Association shall be taken in accordance with the quorum and majority requirements applicable to an amendment of the purpose and activities of the Association.

In the event of voluntary dissolution of the Association, the General Assembly shall appoint one or more liquidators, shall determine their powers, and shall specify the allocation of the net assets of the Association.

The net assets of the Association shall be allocated exclusively to purposes identical or similar to the purpose of VOICE, as defined in Article 4 of these Statutes. To this end, the General Assembly shall designate one or

more member organisations, duly registered in accordance with the laws of their respective countries and operating exclusively in the field of humanitarian action, as beneficiary or beneficiaries of the net assets.

PART XII - Final provisions

Article 36. Conflict of Interest

Any person involved in the VOICE governance having a direct or indirect interest, particularly of a financial nature, which is or may be contrary to the interest of the Association, must inform the VOICE Board of Directors and refrain from participating in the discussion and voting on the matter concerned.
The conflict of interests' procedure set out in applicable law shall be complied with.

Article 37. Application of the Companies and Associations Code

Anything not explicitly provided for in these statutes is governed by the Companies and Associations Code, and with regard to accounting, by Book III, Title 3, Chapter 2 of the Code of Economic Law.

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