

WIDE+- International Non-Profit Association

STATUTES

Section I: Name and Registration

Article 1: Name

WIDE+ or in full: Women In Development Europe+ is the name of the international non-profit association. Both names can be used. The association is administered in accordance with Article III of the law of 27 June 1921 covering non-profit making associations, non-profit making international associations and foundations (articles 46-57).

All invoices, announcements, and other formal documents that are sent on behalf of the association will mention its name, immediately followed or preceded by the word “international non-profit association” or its abbreviation “IVZW”. This document will also include the address of the registered office.

The association is founded for an undetermined term. It can be terminated at all times.

Article 2: Place of Registered Office

The registered office of the association is established in Brussels; it is currently situated at Rue de la Sablonnière, 18, 1000 Bruxelles. The office may be transferred to any other location in Belgium by a simple decision of the Board and published within one month in the annexes of the *Moniteur Belge*.

Section II: Aims and Activities

Article 3: Aims and Activities

3.1: Aims (vision of WIDE+)

WIDE + aims to achieve a feminist vision WIDE+ is committed to the enforcement of women’s rights, as part of a larger struggle for social justice and the human rights of all. A driving principle in its work is the pursuit of gender justice, in the understanding that this can only be brought about if intersecting unequal power relations are addressed, including economic, environmental, social, sexual, racial, generational and ethnic discrimination. Our WIDE+ vision also embraces combating all forms of discrimination, in particular against migrants, indigenous and LGBTIQ people.

WIDE+ is committed to social transformation. This means it strives for rights-based societies in which everybody has the power to control productive assets and resources, to influence the decisions affecting their lives and livelihoods, to decide over one’s own body and life, and develop to their full potential. A world where the rights and wellbeing of people

and the planet are put before profit and where the economy is transformed accordingly at all levels (of societal action).

WIDE+ gathers feminists, women's and human rights activists, who continue to strive for a world in which the implementation of the UN Convention against all Forms of Discrimination against Women (CEDAW), the Beijing Platform for Action and all other international agreements on women's rights are respected and implemented in economic and development policies at the local, national and global level.

3.2: Activities

The aims of the association are achieved through the following strategic activities:

-To work to create and widen spaces to network and multiply the impact of feminist activism. WIDE+ promotes feminist approaches as alternatives to/against/in the face of neoliberal agendas through the praxis of collective democratic empowerment.

-To aim to transform institutional settings, attitudes, power relations, policies and practices so that they reflect development and economic paradigms that are in line with fundamental human rights. To achieve this, WIDE+ works in synergy with like-minded associations and committed individuals, both in Europe and globally.

-To act in solidarity and collaborate with feminist and women's and human rights movements, groups and individuals. WIDE+ is convinced that solidarity with numerous feminists, women's and human rights movements struggling for the same vision and the collective construction of transformative power is the best way to bring about transformative change.

Section III: Members, their rights and obligations

Article 4: Membership

The membership of WIDE comprises individuals and/or officially registered non-profit associations in Belgium and outside Belgium. The minimum number of members is 2 and there is no maximum number.

The members are:

- 1) the signatory members to the founding document;
- 2) all persons and/or associations that are accepted as members by the General Assembly.

4.1: Membership conditions and procedure

The accession of new members is subject to the following conditions:

- endorsing the aims and activities of the association;
- committing to support aims and objectives with resources (including volunteering time, money and material support)

Every person or non-profit association can make a request to become a member, the General Assembly will decide without further motivating if the persons/association can become members.

The General Assembly uses the above conditions to judge applications.

Since WIDE+'s aims and activities have a strong focus on influencing decision makers in Europe (meaning EU member states and other European regions) associations and individuals based in other regions than Europe can be part of WIDE+ only if they can demonstrate to contribute to this WIDE+ aims and activities.

4.2: Membership rights and obligations

All members have voting rights. Members can join or set up Ad hoc Working Groups and put themselves forward as candidates to the Board and Caucus.

Members are required to actively support the association in its work. This means that they at minimum pay the annual fee that is determined by the General Assembly

4.3: Membership expelling and resignation

A member may submit their resignation to the Board that needs to accept it.

The Board can propose the expelling of one or more members to the General Assembly. Reasons for expelling of a member are: not meeting the membership criteria, and actions and words that would harm seriously the interests or reputation of WIDE+. The expelling of a member is decided by the WIDE+ General Assembly . A member who has not paid the membership fee for two consecutive years without notifying in written the Board or General Assembly will be automatically dismissed.

The Board needs to inform the member about the proposal at minimum two weeks in advance of the upcoming GA. The member can defend her-, it- or himself at the GA in person or in writing. The Board may suspend the member until the GA can make a decision.

Withdrawn or excluded members and their successors (in case of death) may have no rights to the assets of the association.

Article 5: Contributions

5.1: maximum membership fee

Members pay an annual contribution or fee. The fee is set by the General Assembly that can adjust annually the minimum or maximum fee. In any case the maximum fee may not be higher than 5000 Euros.

5.2: Exception to membership fee

In very exceptional cases for association and individuals that cannot pay the fee in one year for whatever reason, a temporary exemption can be given. The exemption has a duration of a fiscal year.

In order to apply for exemption, a member needs to request this to the Board stating how they will contribute in another way (by sharing information/being actively involved, etc.). The Board will share the request with the Caucus. It is up to the Caucus to grant the request or not. If the request for exemption is not granted and the member still refuses to pay the fee it is up to the General Assembly to decide upon expulsion.

Section IV: Bodies of WIDE+

Article 6: General Assembly

6.1: Mandate General Assembly

The General Assembly is the highest decision making body fully empowered to act in furthering the objectives of the association according to the law and this statutes. The General Assembly:

- Elects Board members and Caucus members for one or two years;
- Approves and expels members;
- Approves the annual budget as well as the accounts for the previous fiscal year;
- Discharges Board members;
- Dissolves the association and amends the statutes;
- Dismisses Board and Caucus members;
- Adopts and modifies the internal regulations.

6.2: Composition

The General Assembly is composed of all members present or represented at the meeting. Individual members have one vote at the General Assembly; member associations have two votes at the General Assembly. Member associations can appoint one or two individuals of their association to vote on their behalf.

6.3: Meeting and convocation

The General Assembly (GA) meets each year under the chairpersonship of a Caucus member put forward by the Caucus.

The convocation is done by the Caucus and the notice will be sent by the Board by letter or electronic mail. The notice is sent to the members at least one month before the meeting, it includes the agenda, date, time and place of the meeting.

An extraordinary General Assembly may also be convened by the Caucus or by half of the members.

6.4: Decision-making

The GA may only validly deliberate if at least one tenth of the members are present or represented. If this meeting does not reach the quorum, an Extra Ordinary GA will be convened, which follows the first meeting at the earliest after 15 days. This meeting can validly proceed regardless of the number of members present or represented.

Each member may be represented by another member acting through a proxy. A member or representative of a member association may carry a maximum of two proxy votes in addition to his/her own vote(s).

The General Assembly cannot decide on issues that are not on the agenda. Each proposal signed by at least one-twentieth of the members must be placed on the agenda. Such proposals must be received by the Board at least two weeks before the meeting. If the

proposal requires an amendment to the statutes or dissolution, such proposal needs to be forwarded at least one month before the General Assembly.

Except in exceptional cases provided for in these Statutes, decisions are taken by simple majority of the members present or represented.

The following issues need a 2/3 majority:

- Approving and expelling members;
- Voluntary dissolution of the association;
- Removal of Board members and Caucus members;
- Amendment(s) to the statutes of the association.

The decisions of the General Assembly shall be recorded in a register signed by at least two Board members and retained by the Board at the registered office of the association, available to the members and communicated via email to all members.

6.5: Written procedure for General Assembly

When the urgency of the matter requires, the General Assembly can take decisions by an electronic written procedure. For this purpose, the person designated by the Board shall send to all members by any means of electronic written communication the proposal(s) for which a decision is required, including the reasons for this extra ordinary request.

The proposed resolutions will be considered adopted if within thirty days after it was sent to vote, the board received the number of votes of the members that is sufficient to achieve the required quorum and there is a simple or 2/3 majority achieved in line with article 6.4.

Article 7: Caucus

7.1: Mandate

The Caucus is the body that develops the overall strategy of the network. The Caucus does this in two ways: 1) working together as a group to come to consensus on policies (with feedback from other members) and 2) setting the mandate of ad hoc Working Groups.

7.2: Composition

The Caucus is composed of members that are elected by the General Assembly for a period of one or two years. It is up to the General Assembly to decide annually on the number of people taking seat in the Caucus. In the case of elected member associations they can appoint up to two representatives to take part in the Caucus.

The Board members are also part of the Caucus, but the Board itself is a body in itself.

7.3: Meeting and convocation

The Caucus meets at least twice a year virtually or face to face. In between meetings decisions can be taken online and through tele-communication. The Caucus decides on the method of convening and the agenda as well as the method of communication in between meetings.

7.4: Decision making

The decisions are taken based on consensus. In situations where there is no consensus, decisions will be taken by simple majority, except in specific cases. The following cases need a two-third majority: agreeing on the broad strategic direction of the network and suspending caucus members.

The decisions taken in the meeting will be noted down and available for all members to access. The decision-making in between the meetings will be done through email or a similar online communication channel that can be accessed by other members upon request to one or more Caucus members.

7.5: Resignation and removal

Their function will cease by resignation, death removal or expiration of the term of office.

Caucus members can be removed by the General Assembly. The member should previously be informed by the Board of the proposal at least two weeks in advance and invited to produce defence arguments, either in writing or by appearing in person at the General Assembly. The Caucus may suspend the member until the GA can make a decision.

Article 8. Governance: Board

8.1: Mandate

The Board is responsible for the legal and financial accountability and daily management. This includes collection of membership fees and legally representing the association to third parties and management of possible employees. In this role it supports the work of the Caucus. It is responsible for all matters that do not belong to the mandate of the General Assembly, ad hoc Working groups and of the Caucus.

8.2: Composition

The Board is composed of a minimum of 5 and maximum of 9 members. The members of the body are elected by General Assembly for a term of one or two years to be specified per election. A maximum of two seats in the board can be taken by individuals that represent the same member association .

8.3: Removal and resignation

One's function will cease by resignation, death, removal or expiration of the term of office. In the event of a vacancy during a term of office, the Caucus may temporarily appoint a replacement to complete the term of its predecessor.

Board members can be removed by the General Assembly. The member should be informed and invited to produce defence arguments, either in writing or by appearing in person at the General Assembly at least two weeks prior to the meeting. The Board may suspend the member until the GA can make a decision.

8.4: Meeting and convocation

The Board meets at least four times a year which can be a virtual or a face to face meeting. In between meetings decisions can be taken through online and tele-communication.

8.5: Decision-making

The decisions are taken based on consensus. In situations where there is no consensus, decisions will be taken by simple majority. A member has the right to abstain.

The decisions taken in the meeting will be noted down and available for all members to access. The decision-making in between the meetings will be done in a way that can be accessed by other members upon request to the Board.

Article 9: Ad Hoc Working Groups

Ad hoc Working Groups undertake the activities that are given to them as their mandate by the Caucus. Ad hoc Working Groups implement the strategies that aim to promote the vision and mission of WIDE+.

9.1 Mandate

The Caucus decides on the mandate of an ad hoc Working Group including its duration which is limited and any other specificities like the membership which is laid down in its Terms of Reference. An ad hoc working group cannot be responsible for matters that belong to the mandate of the General Assembly, of the Caucus and/or Board

9.2. Setting up Ad Hoc Working Groups

A member can set up an Ad hoc Working Group. In order to set up an Ad hoc Working Group, the member should draft a Terms of Reference and forward it to the Caucus. When more members want to set up a particular Ad hoc Working Group, they need to agree among them to come to one Draft Terms of Reference. The Caucus can also propose to set up a working group.

Article 10: Representation of the Association

All writings that bind the association need to be signed by two Board members, except when special mandates are given to one or more persons who are appointed by the General Assembly.

The Board acts on behalf of the association as plaintiff or defendant in lawsuits and is being represented by two Board members or by a regent designated by the Board, unless a special mandate is given to another representative by the General Assembly.

Documents regarding the appointment, dismissal and resignation of the persons authorized to represent the international non-profit association that are drafted in accordance with the Act, will be forwarded to the Federal Department of Justice in order to be included in the association's file and published in the annexes of the *Moniteur Belge*. This will be at the expense of the association.

Section V: Amendments to the Statutes, duration and termination of Association

Article 11: Amendments to Statutes, Termination

Implementing Articles 50 § 3, 55 and 56 of the law on non-profit associations, international non-profit associations and foundations, any proposal to amend the articles of association or the voluntary dissolution of the association can only be done by the Board or Caucus, or at least one twentieth of the members. The Board should notify the members at least one month in advance of the General Assembly.

The General Assembly may only validly deliberate on proposals for changing the statutes and termination of the association, if two thirds of the voting members of the Association are present or represented.

No decision shall be validly accepted unless it has been accepted by a two-thirds majority of the present and represented members.

If this meeting does not reach the quorum of two-thirds of members present or represented, a second meeting will be convened, which follows the first meeting at the earliest after 15 days. This meeting can validly proceed regardless of the number of members present or represented.

Changes to the bylaws will be effective only after approval by the competent authority of Belgium pursuant to Article 50 § 3 of the law and after publication in the Annexes to the Belgian Official Gazette in accordance with Article 51 § 3 of the said Act.

The General Assembly shall decide on the method of dissolution and liquidation of the association. The association's assets shall be entrusted to another association with equivalent objectives.

Article 12: Duration

The Association has an unlimited duration.

Section VI: Budget and accounts

Article 13: Budget and accounts

The fiscal year begins 1 of January and closes on 31 December. Pursuant to Article 53 of the Act, the accounts of the previous fiscal year and the budget for the next fiscal year will each year be drawn up by the Board and submitted to the General Assembly for approval.

The financial statements will be forwarded to the Federal Department of Justice, in accordance with Article 51 of the law.

Section VII: General provisions

Article 14: Working Languages

The working language of the association is English.

Article 15: General Provisions

Anything not provided for in the present statutes, notably the publication in the supplements of the *Moniteur Belge*, shall be administered in accordance with the provisions of Title III of the

Act of 27 June 1921 on non-profit associations, international non-profit and foundations and of internal regulations.

Sectie VIII.- Final and for founding provisions

1) Closing of the first financial year.

The first financial year starts at the moment of the royal decree that accepts these statutes until 31 December 2015. It includes also all acts done before the founding moment, that come to the accounting of the association that is in the process of being founded.

2) First Annual General Assembly.

The first General Assembly will be held in the year 2016.

3) Boardmembers

The following members of the board are appointed for a term of one year:

Madame Gea Meijers

Madame Ursula Mag. Dullnig

Madame Silke Steinhilber

Madame Jelena Lenggenhager-Celebicanin

Madame Kinga Jawnuta Nowicka-Lohmann

Madame Janice Elaine Goodson Foerde

Madame Virginia Lopez Calvo

All are named and representing as said, to carry out the mandate of the board.

The boardmembers are appointed from now onwards. As from this moment until the date of the Royal Decree of accepting the international non-profit association as a legal entity these boardmembers will act upon a full mandate representing all members, and upon becoming a legal entity they will become the body of the board, acting in accordance with the statutes and the law on non-profit associations.

4) Commissioners

The declaring parties have decided not to appoint any commissioners and the association is not bound to do this.

5) Accepting the commitments of the association undertaken in the process of foundation

All commitments and duties that follow from its founding process and all work the founders are doing in name of, and for the accounts of, the association that is being founded, will be accepted and confirmed by the undersigned. This moment of confirming the commitments will become a reality at the moment the association become a legal entity as mentioned. The commitments that are made in the period between foundation and acceptance by Royal Decree, must be accepted and confirmed.

6) Costs and statements by the declaring parties

The declaring parties know that the amount for founding the association amounts to around 1450 Euros.

Confirming identity

The involved notary confirms the identity of all signing parties in accordance with the requirements of the law.

Right to writings

The right to writings/documents amounts to 95 Euros.

Unbalanced clause

The parties acknowledge that the notary involved has told them on their free choice to appoint another notary and their choice to be represented by a legal counsellor especially when conflicting interests or unbalanced clauses are being noticed. After research the involved notary concludes the law was being followed.

Certificate of proof

This document is signed and approved at Hasselt on the given date. And after partial reading and explanation, the parties, present and represented, have signed this document with the notary.

The parties acknowledge that they have read the design of this document thanks to the mail by the notary sent atleast five days prior to the meeting when the document was signed. This term was long enough to properly study the document.