



Education  
& Solidarity  

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Network 

## ARTICLES OF ASSOCIATION





## **TITLE I: Name, head office, duration**

### **Article 1: Name**

The international non-profit association shall be named 'Réseau Education et Solidarité' in French 'Education and Solidarity Network' in English and 'Red Educacion y Solidaridad' in Spanish and shall be referred to hereafter as 'the Association'

The Association shall be governed by the provisions of Section III of the law of 27 June 1921 on non-profit associations, international non-profit associations and foundations as well as the various legal amendments made to the aforementioned law.

### **Article 2: Head Office**

The head office of the Association shall be located in Brussels, 5 Boulevard du Roi Albert II, 1210 Brussels.

Notwithstanding Article 12 of these articles of association, the head office may be transferred to any other location in Belgium further to a decision by the executive board taken in accordance with its normal decision-making procedure.

Any change of head office must be lodged in the file for the Association kept at the registry of the commercial court and published in the annexes of the Belgian Official Gazette (Moniteur Belge).

### **Article 3: Duration**

The Association shall be established for an unlimited period.

## **TITLE II: Purpose and Object of the Association**

### **Article 4: Aim**

The Association shall have no commercial objectives and shall endeavour to achieve the following non-profit-making aims of international utility:

Through the mobilisation of education professionals throughout the world:

- Make more visible mutual solidarity-based social protection systems
- Participate in the development of these models or contribute to their creation.

The specific objectives are:

- Promoting mutual benefit schemes in order to improve access to healthcare and the quality of the services provided and play a role in stimulating the supply side.

- Developing and strengthening partnerships active in the mutual benefits sector, specifically for setting up a platform of experts to assist players in the development of mutual health care schemes.

The Association shall, in any event, achieve its goals in close collaboration with its members. It may take any action whatsoever linked directly or indirectly, completely or partially with its goals or that may lead to the development thereof or facilitate the achievement thereof and it may thus acquire or lease any movable or immovable property necessary and deploy any necessary human, technical and financial resources. It may notably assist in or take an interest in activities which are in keeping with its goals. It shall establish appropriate links with other associations. The Executive Board shall be authorised to interpret the nature and scope of the Association's goals.

The Association may act on a provincial, regional, community, federal, European and international level. It shall be authorised by its members to defend their interests in any dispute compromising the aims of the Association on a local provincial, regional, community, federal, European or international level.

#### **Article 5: Activities**

The main activities carried out by the Association to achieve its objectives are as follows:

- Sharing good mutual society practices among members worldwide as well as skills and resources to strengthen existing programmes.
- Organising concrete international cooperative efforts to help create mutual societies.
- Developing and disseminating training modules on mutual benefit societies in a social economic framework.
- Developing advocacy and communication strategies.

The Association shall not generate any profit from its activities.

### **TITLE III: Members: Admission, Resignation, Expulsion**

#### **Article 6: Member Categories**

Membership of the Association is open to Belgian and non-Belgian individuals and legal entities. The Association is comprised of private individuals and legal entities duly established in accordance with the laws and customs of their home country.

The Association shall have three member categories:

#### **a. The College of Founding Members:**

The founding members are the Mutuelle Générale de l'Education Nationale (MGEN), Education International (EI) and the Association Internationale de la Mutualité (AIM).

**b. The College of Active Members:**

Any teachers' union or professional organisation active in the education sector or any mutual society serving teachers or civil servants may become an active member of the Association.

**c. The College of Associate Members:**

Any private individual or legal entity interested in the Association or wishing to contribute to furthering its objectives and accomplishing its missions, as well as any private individual or legal entity providing financial or other support, may become an associate member of the Association.

**Article 7: Admission of Members**

Members shall be admitted upon requesting and signing the membership application form and paying the annual membership dues.

The Executive Board shall make a decision regarding the application by simple majority after assessing its compatibility with the admission conditions described above and this decision shall then be ratified by the General Meeting.

If a membership application is rejected by the Executive Board, the candidate shall be entitled to submit an appeal to the General Meeting.

Association member status shall automatically entail compliance with these articles of association and regulations adopted in accordance with said articles of association as well as an undertaking to observe any decisions adopted by the Association formally and in due form.

**Article 8: Resignation of Members**

Members are free to resign from the Association at any time by sending notification to that effect via registered post to the Executive Board. Resignation is only possible once all membership dues or contributions have been settled for the financial year underway. The General Meeting shall then ratify the resignation.

Membership dues which have already been paid shall not be reimbursed.

**Article 9: Expulsion of Members**

A member shall be expelled in the following situations:

- Disbanding of the member organisation
- If the admission conditions are no longer fulfilled or on any other serious grounds stipulated by the by-laws and decided upon by the Executive Board
- Failure to pay the annual membership dues for two consecutive years despite at least two notices to remedy having been sent.

The expulsion of a member of the Association shall be decided upon by the Executive Board after the member has presented arguments in his/its defence. The General Meeting shall then decide on the expulsion, with a vote in favour of such an expulsion requiring a two-thirds majority among the members present or represented.

Membership dues which have already been paid shall not be reimbursed. An appeal may be submitted to the General Meeting within three months of the Executive Board's decision and this appeal shall not have suspensory effect.

A member who ceases to be part of the Association will have no entitlement to the Association's assets.

#### **Article 10: Member Rights and Obligations**

The following rights are granted to members under these articles of association:

- To consult the register of members at the head office of the Association, as well as any minutes and decisions of the General Meeting or the Executive Board and any accounts held by the Association
- To attend or be represented at the General Meeting
- To vote at the General Meeting
- To only be expelled in accordance with a special procedure
- To have the disbanding of the Association declared
- To decide on allocations of assets at the General Meeting in the event of liquidation or refer this decision to a court of law
- To withdraw

#### **Article 11: Bodies**

The Association shall consist of the following bodies:

1. The General Meeting
- 2 The Executive Board
3. The Executive Bureau

### **TITLE IV: The General Meeting (General Management Body)**

#### **Article 12: Remit**

The General Meeting shall have all the powers necessary to achieve the Association's aims and carry out its activities. Among others, it is the only body authorised to:

- a) modify the articles of association
- b) appoint and dismiss members of the Executive Board and, if applicable, auditors

- c) approve budgets and annual accounts
- d) grant discharge to members of the Executive Board and, if applicable, auditors
- e) approve policies and the multi-annual activity programme
- f) set the amount of the annual dues
- g) assign member status
- h) ratify decisions to admit, resign and expulse
- i) dismiss a member
- j) voluntarily disband the association

### **Article 13: Structure**

The General Meeting is comprised of members of the different colleges. A delegate may choose to be represented by another member from the same college. Each member may only be assigned a maximum of four proxies. The Association does not reimburse delegation expenses.

### **Article 14: Meetings/Invitations**

The General Meeting shall be held at least once a year as an ordinary session at the head office or the location stated on the invitation. Every alternate year, the meeting shall have as its sole agenda item the approval of the accounts and budget.

The General Meeting shall gather as of right under the chairmanship of the Association's President or, in his absence, under that of the Vice-President or the currently-serving member of the Executive Board with the most seniority, at the Association's head office or at the location stated on the invitation.

This invitation shall be drawn up by the President and sent by letter, fax, e-mail or any other means of communication at least fifteen days before the date on which the General Meeting is to be held. This timeframe does not apply for an invitation to a General Meeting which follows one which was convened but not held due to the lack of a quorum. The invitation shall contain the agenda set out by the Executive Board.

### **Article 15: Decisions**

The General Meeting may only validly deliberate if at least one-half of its members plus one are either present or represented (quorum).

In case a quorum is not obtained, a second session of the General Meeting shall be held. This second session shall validly deliberate regardless of the number of members either present or represented.

The General Meeting shall elect the President from among the candidates presented by the founding and active members for a term of four years which

may be renewed once.

Decisions of the General Meeting shall be taken by simple majority of votes of members either present or represented, save in the case of the expulsion of a member, a modification to the articles of association or the disbanding of the Association, in which case two thirds of the votes are required. In the event of a tie, the Chairman of the meeting shall cast the deciding vote.

Votes for the election of the President of the Executive Board shall take place by secret ballot. Other votes shall be taken by a show of hands.

### Voting Rights

#### a. Founding members

The number of votes shall be calculated in the same manner as for active members.

#### b. Active members

All active members shall have at least one vote.

An additional vote shall be allocated for each tranche of €1,000 in dues.

€50 – 1 vote

€1,000 – 2 votes

€2,000 – 3 votes

€20,000 – 21 votes

#### c. Associate members

Associate members shall have one vote.

### **Article 16: Registration**

Decisions passed by the General Meeting shall be recorded in a register of deeds of the Association in the form of minutes signed by the President and the Secretariat. This register shall be kept at the head office of the Association where it may be consulted by members.

### **Article 17: Conditions for Modifying the Articles of Association and for Disbanding – Liquidating**

Without prejudice to articles 50(3), 51(2) and (3), 55 and 56 of the law on nonprofit associations, international non-profit associations and foundations, any proposal aiming to modify the articles of association or disband the association must come from the Executive Board or at least two thirds of the Association's members.

The Executive Board must inform the members of the association at least three months in advance of the date of the General Meeting which will decide on the proposal in question, as well as of the proposed modifications.

Any decision to modify the articles of association or disband the Association may only be taken by the General Meeting. The General Meeting may only validly deliberate on the proposal if two thirds of the full members are either

present or represented.

No decision shall be established if it has not been approved by a two-thirds majority of full members who are either present or represented. If the General Meeting is not attended by two thirds of the Association's full members, a new meeting must be convened fifteen days at the earliest after the first meeting. This second meeting shall validly and definitively decide on the proposal with the same two-thirds majority, regardless of the number of members present or represented.

If the Association is disbanded, the General Meeting must name an ad-hoc administrator responsible for liquidating the Association's property in accordance with legislative and regulatory provisions applicable in Belgium and allocate any remaining net assets to a private-law, non-profit legal entity with aims similar to those of the Association or, failing this, to a non-profit initiative with objectives resembling those of the Association.

## **TITLE V: The Executive Board (the administrative body)**

### **Article 18: Structure/Nomination**

The Association shall be administered by an Executive Board with a structure which must insofar as possible reflect international diversity and the gender balance.

The Executive Board shall be comprised of at least ten persons including the President, elected by the General Meeting from among the candidates presented, for a renewable period of four years.

The President of the Association shall hold the same position for the General Meeting and the Executive Board. The Executive Board shall elect from among its members a Vice-President (male or female) and a Treasurer, each with a four-year term of office.

The primary responsibility of the members of the Executive Board is the general management of the Association and not the promotion of their own organisation or region's interests.

The President shall be authorised to invite other persons to participate in Executive Board meetings if this is justified by the agenda or the need for external expertise.

The term of office of Executive Board members shall not be remunerated.

The Association shall not reimburse the travel or housing expenses of members of the Executive Board.

The term of office for members of the Executive Board shall end in the event

of death, resignation, incapacity, dismissal or expiry of the term of office.

Members of the Executive Board may be dismissed by the General Meeting voting with a two-thirds majority of the members either present or represented.

In the case of a vacancy arising during an Executive Board member's term of office, the Executive Board may provisionally appoint a replacement who will complete the term of the person he is replacing.

All deeds relating to the nomination or dismissal of members of the Executive Board shall be drawn up in accordance with the law and lodged in the file created for the Association at the registry of the competent commercial court and shall be published in the annexes of the Belgian Official Gazette (Moniteur Belge).

Article 49 of the law determines the scope of the powers held by members of the Executive Board. Their responsibility shall be linked to that of their term of office. They must manage the Association with due diligence.

The financial liability of the Association's members shall be limited to the amount of their dues for one year.

#### **Article 19: Remit**

The Executive Board shall:

- Prepare for General Meetings and enforce its decisions
- Draw up activity programmes
- Adopt stances and statements or any other document binding the Association
- Approve the annual budgets and accounts
- Submit accounts and balance sheets to the General Meeting for ratification
- Present accounts and balance sheets for a vote at the General Meeting
- Identify funding for the Association and its activities
- Adopt and approve the by-laws
- Take decisions on admissions, resignations and expulsions
- Recruit personnel
- And in general, take any initiative or decision required to sustain the Association and achieve its objectives

#### **Article 20: Delegation of Everyday Management**

The Executive Board may delegate daily management to the President and/or one or more members of the Executive Board or officials whose powers he shall specify.

In addition, the Executive Board may grant special and specific powers to one or several persons under its own responsibility.

### **Article 21: Representation**

Save in the case of special proxies, any legal instruments binding the Association must be signed by the President and another administrator who is a member of the Executive Bureau. The President and the other member of the Executive Bureau shall not be under any obligation to provide evidence to third parties of the powers granted for such purposes.

Any legal proceedings, whether in the capacity of plaintiff or defendant, shall be monitored by the Executive Board represented by its President or a Board member appointed for this purpose by the President.

The Association shall be duly represented with banking institutions by the signature of the President and Treasurer or another member or person appointed by the Executive Board.

As regards undertakings of less than €10,000, the Executive Board has decided to grant an individual delegation of signing authority to any member or person authorised by the Executive Board.

### **Article 22: Meetings**

The Executive Board shall be presided over by the President of the Association or, failing this, by a Vice-President. It shall meet when convened by its President at least once a year. It may also meet further to a special convocation.

This convocation shall be sent by letter, fax, e-mail or any other means of communication at least fifteen days/two weeks before the date of the meeting.

### **Article 23: Decisions**

The Executive Board shall only deliberate validly if half of the members are present or represented.

Each member present shall have one vote. Resolutions of the Executive Board shall be adopted by a majority of Executive Board members either present or represented. In the case of a tie, the President shall cast the deciding vote.

The meeting agenda shall be drawn up and settled upon by the President.

Members of the Executive Board may choose to have themselves represented by another member of the Executive Board who has been duly authorised by means of an ad-hoc proxy. A member of the Executive Board may only hold one proxy.

By-laws specifying the provisions of these articles of association and stipulating practical operating procedures for the Association may be drawn up by the Executive Board. It shall be solely competent for amendments to the by-laws.

The resolutions of the Executive Board shall be entered on a register signed by the president and secretary and made available to Association members.

#### **Article 24: Executive Bureau**

The Executive Board may set up an Executive Bureau to which it may delegate tasks and authority and assign missions.

The Executive Bureau shall be comprised of the President, the Vice-President and the Treasurer.

If necessary, the Executive Bureau may meet between two meetings of the Executive Board. The Executive Bureau shall carry out the decisions of the Executive Board and manage the Association.

The Association's Secretariat shall be managed by the coordinator appointed by the Executive Board. He shall be responsible for administrative management and recruiting personnel for the Secretariat. He shall report to the President with regard to his activities.

The Executive Bureau has the following duties :

- Representing the Association and coordinating its activities
- Raising awareness of the Association and its activities
- Implementing the decisions of the General Meeting, the Executive Board and its Executive Bureau and ensuring their follow-up.

### **TITLE VI: Membership Dues and Accounts**

#### **Article 25: Membership Dues**

##### **Membership dues**

The Association's resources shall be comprised of:

- Annual membership dues paid by founding members;
- Annual membership dues paid by active members;
- Annual membership dues paid by associate members;

##### **Amount of the dues**

The amount of the membership dues shall be set by the General Meeting based on a proposal made by the Executive Board.

**a.** The dues for founding members are set at twenty thousand euros (€20,000).

They may include intellectual contributions and contributions-in-kind which have been assigned a financial value.

**b.** The membership dues for active members is set at five (5) cents per member in the local currency.

The basic dues for active members are fifty euros (€50) minimum.

The maximum amount is ten thousand euros (€10,000).

If there are several individual members from a single country and if that country is experiencing financial difficulties, members have the possibility to form a group in order to gather the fifty euros (€50). The group must then appoint a representative who shall act as the intermediary for the network.

**c.** The dues for associate members are five thousand euros (€5,000)

minimum.

Other resources

- Donations, legacies and voluntary contributions
- Income generated by the Association's activities
- Public, private, international and local subsidies provided by international aid organisations, governments, foundations or other organisations and accepted by the Executive Board.

**Article 26: Financial Year/Budget and Accounts**

The Association's financial year shall occur on an annual basis from 1 January to 31 December.

In accordance with article 53 of the law, the annual accounts for the past year, as well as the budget for the subsequent year, shall be drawn up each year by the Executive Board and submitted for approval at the General Meeting. The accounts shall be submitted to the Belgian authorities in accordance with Belgian law.

The Internal Audit Committee shall comprise of three administrators with no management role within the Association. This Internal Audit Committee shall be granted all powers of investigation. The results of its work shall be included in a written report submitted to the Executive Board and the General Meeting. This report shall be included in the minutes of the General Meeting. In accordance with current Belgian law, any gift exceeding €100,000 requires an authorisation via a Royal Decree.

**TITLE VII: Final Provisions**

**Article 27**

The original version of these articles of association was drawn up in the French language, and only that version will be authoritative in the case of a legal dispute.

Should individual clauses of the articles of association become inoperative, the articles of association shall continue to be valid insofar as the purpose of the Association is not affected by this.

Any matter not explicitly provided for by these Articles of Association including publications in the Belgian Official Gazette (Moniteur Belge) shall be regulated in accordance with the provisions of the Belgian law of 27 June 1921 on non-profit associations, international non-profit associations and foundations as well as the various legal amendments made to the aforementioned law.

**TEMPORARY PROVISIONS**

### **1/ First financial year and general meeting:**

The first financial year began today and shall end on 31 December 2010. The first ordinary general meeting shall therefore take place in 2011.

### **2/ Costs:**

The persons appearing declare that the amount of costs, expenses, remunerations and charges in any form whatsoever incurred by the Association or charged to it as a result of its incorporation shall amount to one thousand nine hundred and fifty euros.

### **3/ Administration:**

The following shall be appointed as members of the Executive Board:

- Mr **Jean-Philippe HUCHET**, born in Toulouse on 12 June 1957, resident at 1bis, rue d'Arsonval-75015 Paris, France.
- Mr **Marcel SMEETS**, born in Maastricht on 11 May 1971, resident at rue du Marteau, 45 – 1000 Brussels, Belgium.
- Mr **Elie JOUEN**, born in Sainte Foy, France, on 31 May 1942, resident at 41, rue de Villeneuve, 94370 Sucy en Brie, France.
- Mrs **Agnès BREDA**, born in Nancy on 25 March 1953, resident at 17, rue de la Foucotte, 54000 Nancy, France.
- Mr **Alain COHEUR**, born in Rocourt on 4 November 1964, resident at rue de la Béôle, 71-4050 Chaudfontaine, Belgium.
- Mrs **Marie-Antoinette CORR**, born in R.V.H. Banjul, Gambia on 18 March 1964, resident at 20 Spalding Street, Banjul, Gambia, West Africa.
- Mr **Punyashanta EKANAYAKA**, born in Medawiyangoda, Sri Lanka on 21 April 1959, resident at 30B, Bandaranaika MW., Hettiweediya-Weligama, Sri Lanka.
- Mr **Mahjoub EL KOUARI EI**, born in Marrakech on 1 January 1942, resident at 17, rue Al Khaouarizmi, Casablanca-Anfa 20120, Morocco.
- Mr **Jean KAFANDO**, born in Boulsa, Namentenga, Burkina Faso on 15 February 1960, resident at 01 BP 2840, Ouagadougou 01, Burkina Faso
- Mr **Lars-Erik KLASON**, born in W Falu Krist on 25 July 1940, resident at Ehrenswårdsgatan 2-SE-112 35 Stockholm, Sweden.
- Mr **Fridolin MVE MESSA**, born in Bitam, Gabon on 30 March 1963, resident at BP 2657-Libreville, Gabon.
- Mr **Alain PELISSIER**, born in Drummondville, Canada on 11 April 1949, resident at 12236 Guertin, Montreal, Canada H4J IV9.
- Mrs **Brenda RIAL**, born in Montevideo, Uruguay on 26 March 1970, resident at Calle 51 Manzana E Solar 8-15000 Lagomar, Ciudad de la Canelones, Uruguay.
- Mr **Duncan SMITH**, born in Uccle on 5 March 1972, resident at 19, rue Taille aux chevaux-B-6540 Lobbès, Belgium.
- Mr **James TWEHEYO**, born in Kampala, Uganda on 28 November 1965,

resident at Nyakayojo secondary school, P.O. box 462 Mbarara, Uganda.

The persons present undertake to obtain ratification of their terms of office as members of the Executive Board.

Appointed

As President: the aforementioned Mr Jean-Philippe Huchet.

As Vice President: the aforementioned Mr Marcel Smeets.

As Treasurer: the aforementioned Mr Elie Jouen.

#### **4/Auditor:**

Owing to legal considerations, the founding members have decided not to appoint a statutory auditor.

#### **5/ Assumption of undertakings accepted on behalf of the Association prior to incorporation:**

All undertakings and obligations arising therefrom and all activities undertaken since 15 May 2009 by either of the persons present on behalf of the Association prior to incorporation shall be assumed by the Association hereby incorporated by decision of the Executive Board, which shall become effective as of the date on which an extract of the articles of association are lodged with the registry of the competent court.