

solidar **solidar**
FOUNDATION

BY LAWS



The ambition has been to get more concerted and straightforward By Laws that would stand the test of time. It has also been an opportunity to make the necessary revisions in line with new Belgian legislation entering into force as of 1 January 2021. The intention has been to create a clear division between the By Laws, the Internal Rules, and other new governing documents and avoid cross-posting and overlapping as much as possible to avoid confusion. Therefore, the By Laws is shorter than before and focuses only on core matters of the organisation, whereas the Internal Rules and the other governing documents are either more comprehensive or completely new.

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NAME, VISION AND MISSION

Article 1

The association is named SOLIDAR. It is an international non-profit association, governed by the Belgian Code on Companies and Associations, in particular the provisions of book 10. This name must appear on all documents and deeds of the association.

Article 2

The association has its registered office in Brussels, Capitol Region, Belgium.

Article 3

The members of the Association constitute an independent international network of civil society organisations (CSOs) and non-governmental organisations (NGOs) linked to the progressive, free, and democratic labour and trade union movement.

Article 4

The association is an international not-for-profit organisation, and its resources must be devoted solely to the objects stipulated in its By Laws.

Article 5

The association has adopted a revised version of the Internal rules of procedure, along with a set of governing documents and policies to guide its work and operations on the Extraordinary General Assembly the 9th of November 2021.

Article 6

SOLIDAR's vision is a world defined by solidarity, peace, social justice, and sustainable development, organised in a social contract that guarantees universal human rights and freedoms, decent work, and a decent life for all.

Article 7

SOLIDAR's mission is to support its members in their work to achieve the vision at the national, European, and international level through the formation of alliances, coordination of collective actions, advocacy work, and policy influence, exchange of experiences, and access to funding and opportunities.

Article 8

The objectives pursued by SOLIDAR are directly and exclusively in the public interest, and the association organises the work of its members in relation to the following three Pillars and activities to fulfil its mission and pursue its vision:

a) **International cooperation**

Influencing policy making to advance progressive and solidarity-driven development policies and external action working at the EU level as well as in relation to other decision-making bodies such as the ILO and the UN. Supporting the active cooperation between member associations and strategic partners, especially with a view to developing joint initiatives; reinforcing solidarity and

developing exchanges of experience between organisations, in particular between partners supported by SOLIDAR members globally.

b) Social affairs and rights

Supporting the work of our members actively engaged in the support and assistance to poor, unemployed, migrants and other vulnerable groups, their active collaboration, exchange of experiences, policy influence, and joint action to realise the vision of a Social Europe through the realisation of the European Pillar of Social Rights, improving the welfare and social security systems in member states, fighting against racism and intolerance, and advancing progressive proposals for a more sustainable, solidaric and just development model.

c) Popular and citizenship education

Offering a platform for cooperation, mutual support and strategic relations for our members engaged in formal, non-formal and informal educational activities that foster an educated and well-informed citizenry and their active participation in decision-making. Through internal and external activities promoting a learning culture and influencing educational and development policies of the EU from the perspective of popular and citizenship education and the access to lifelong and life-wide learning for all.

The work of the Pillars is led by a person nominated by the Board of Directors to be the Chair or the Co-chair of the Pillar together with the Secretariat and has the mandate to decide on the ways of working within the Pillar together with all involved members.

MEMBERSHIP

Article 9

1. Admission as a member to SOLIDAR is open to any organisation legally constituted according to the laws of its country of origin, or networks of such organisations (hereinafter called “platforms”), that subscribes to SOLIDARs vision, mission, and governing documents, are organised in a way that reflects these values, and works in either of the areas mentioned in Article 8 above.
2. The association is composed of *full members*, *affiliated members*, and *strategic partners*:

a) **Rights and obligations of full members:**

They are based in Europe. They have the right to participate and vote in the General Assembly. They have the right to propose a candidate for the Board of Directors and for the positions of President, Vice-President, and Treasurer. They have the right to participate fully in all SOLIDAR activities. The association, and all its organisational structures, shall ensure that the interests and positions of each full member shall be considered in all the activities of the Association

The full member must appoint one delegate, who is a natural person, to represent them at the General Assembly. If the assigned delegate is unable to attend the General Assembly, the Association must be informed of the replacement delegate to be sent to the meeting. In the event of no delegate being able to attend the General Assembly on behalf of

the organisation, it may appoint a proxy to vote in their place. In this instance the proxy must have a signed mandate from the organisation which shall be presented at the opening of the General Assembly. All full members are bound by all decisions of the General Assembly. Full members take part in the Association’s Pillar of their choice that relates to their work. They undertake to make an active contribution to the activities of the Pillar(s), in particular by attending all appropriate meetings. Full members contribute an annual membership fee, the amount of which is determined by the General Assembly in accordance with the By-Laws. The request for payment of the membership fee will be sent to the Full Member in the beginning of the year and the fee must be paid by the end of the first quarter.

b) **Rights and obligations of affiliated members:**

The affiliated member can participate in the General Assembly in an advisory capacity, but without having a right to vote or be elected. They are welcome to join all activities of SOLIDAR and will receive all relevant information from the association.

Affiliate members shall contribute an annual subscription fee, the amount of which is determined by the General Assembly in accordance with the By-Laws and the Internal Rules. The request for payment of the subscription fee will be sent to the affiliate member in the beginning of the year and the fee must be paid by the end of the first quarter. All

affiliated members are bound by all decisions of the General Assembly.

c) Rights and obligations of strategic partners:

Strategic partners do not have to contribute an annual membership fee and therefore have more restricted rights as well as obligations than full and associated members. Are recognised as partners to SOLIDAR, and form part of the network. They will be invited to join the activities of SOLIDAR when deemed relevant. They will receive all relevant information from the association.

Strategic partnerships are open to international and non-European organisations and where there is a mutual strategic interest in cooperating more closely on policy, processes, and projects.

- 3.** Decisions on the admission of new members or strategic partners of the association, the accession from affiliated to full member, resignation or expulsion of a member is the competence of the General Assembly.

a) Membership application procedure

The application for admission as a full or affiliated member shall be addressed to the Board of Directors in writing. The applicant organisation shall specify in its letter of application whether it JJ wants to become a full or an affiliate member and demonstrate its compliance with Article 9.1 above.

The application must be accompanied by the following documents and data:

- a signed declaration whereby the applicant accepts the association's governing documents and the level of membership fee to be paid to the association.
- the By Laws or equivalent of the applicant.
- a copy of the audited accounts and annual report of the organisation or equivalent for the previous year.

An application for admission as a member that is submitted by a candidate from a country in which SOLIDAR already has one or more members can only be presented if a majority of the members in the country is in favour.

A platform or network member shall elect one of its members within the platform to act as representative of the platform with respect to all formal matters to SOLIDAR, including the obligations enlisted above.

The Board of Directors is entitled to ask the applicant any additional information it deems necessary to issue its advice to the General Assembly and if such additional information is requested, the application procedure is pending until the additional information has been provided.

The Board of Directors will make the initial approval of membership before forwarding it to the General Assembly. When issuing its advice regarding membership, the Board of Directors may rely on any information, including information obtained from third parties.

If the General Assembly approves an application for membership, the applicant shall pay the annual membership fee in full as soon as possible thereafter.

Strategic partners are selected by the Board of Directors or proposed by a full member to the General Assembly accompanied with a written explanation.

b) Change of membership status and resignations

An affiliate member or strategic partner may request to become a full member by a letter of application signed by the legal representative of the organisation in this respect to the Board of Directors at any point. This application shall be dealt with in accordance with the procedure set out in Article 9.3.a above.

In the interim period, and after the approval by the Board, an aspirant member or partner shall be invited to participate in the activities of the association in relation to its pending approval by the General Assembly.

A full member may request to become an affiliated member by sending a request signed by the legal representative of the organisation in this respect to the Board of Directors at any point. The request must be sent before the end of the first quarter of the year to be valid for that year. If the request is not sent within this period, the membership fee must be paid in full.

The resignation of a member must be addressed in writing and signed by the legal representative of the organisation to the Board of Directors at any point. The request must be sent before the end of the first quarter of the year to be valid for that year. If the request is not sent within this period, the membership fee must be paid in full. The resigning member shall no longer have any claims on the association's assets.

c) Expulsion

The expulsion of a member is a matter for the General Assembly. In such a case, all member organisations, including the organisation concerned, shall be informed no later than 14 days before the General Assembly.

The General Assembly decides on the expulsion of a member by a simple majority after hearing the defence of the concerned party. If the concerned party is expelled, it shall forfeit all its rights as a member of the association. Its membership fee for the current year shall nevertheless remain due in full.

An expulsion decision is final. Any member ceasing to be part of the association has no claim on common funds and may not submit a fresh application for membership until at least

two years after the final decision have passed.

The grounds for expulsion are:

- The perpetration of and support for actions directed against the association or its members.
- Failing to comply with the governing documents, the decisions of the Board of Directors, or of the General Assembly.
- Non-payment of membership fees for more than two consecutive years without a reason that accepted by the Board of Directors and approved by the General Assembly.

Article 10

The membership fee to be paid by full and affiliated members shall be decided annually by the General Assembly.

ORGANS

Article 12

The organs of SOLIDAR are the **General Assembly, the Board of Directors, and the Secretariat.**

Article 13

The General Assembly

The General Assembly (GA) is composed of full members represented by one delegate. Each full member may be represented at the GA by another full member under a power of attorney. A member may only hold one power of attorney.

1. The GA shall be held at least once a year, normally in the second quarter. The Board suggests a time and place of the GA and a notice of the meeting must indicate the form, place, and time of the GA and shall be sent to all members, at least 60 days prior.
 2. Requests from members for items to be put on the agenda must be submitted to the Secretary General no later than 21 days before the meeting.
 3. No later than 14 days prior to the General Assembly, shall a final draft agenda and all relevant documents be made available to all members.
 4. An Extraordinary General Assembly may be convened subject to the same notice:
 - a. by decision of the Board of Directors.
 - b. at the request of at least a fifth of the association's full members. Except when it concerns the amendment to the association's
- By Laws, in which case the request must be made by a quarter of the members
5. The General Assembly is responsible for:
 - a. Electing or revoking the mandate of the President, the Vice-President, the Treasurer, and the other Directors of the Board, unless article 14.5 applies, in which case the Director is nominated directly by a full member.
 - b. Electing or revoking the mandate of the President of the Election Committee and the other members of the committee.
 - c. Approving the annual report and the financial report and granting a discharge to the Board of Directors.
 - d. Approving the operational plan and the budget.
 - e. Adopting resolutions of the organisation.
 - f. Appointing the General Secretary on the recommendation of the Board of Directors.
 - g. Determine the membership fees.
 - h. Revising the By Laws.
 - i. Revising the Internal rules of procedure.
 - j. Revising the Organisational Values
 - k. Revising the Code of Conduct
 - l. Annually confirm the Procedural rules of the board.
 - m. Dissolving the Association.
 - n. All other matters where this is required by law or the By Laws.
 6. The GA may only deliberate if there is a quorum of two-thirds of the association's full members present or represented and no decision may

be taken on an item that was not included in the agenda for the meeting.

7. Votes in the GA shall be taken by a show of hands unless a member requests a secret ballot.
8. Except where stipulated otherwise in the By Laws, decisions shall be adopted based on a simple majority of the full members present.
9. Without prejudice to the Law, any proposed amendment to the association's By Laws must be initiated by the Board of Directors or at least a quarter of the association's full members. The Board of Directors must inform the association's members of the proposal at least 30 days before the date of the GA.
10. To be valid any decision on amending the By Laws must be approved by a majority of two-thirds of the full members. If the GA does not have a quorum of two-thirds of the association's full members, at the time of the vote on the proposed amendment to the By Laws, a new GA shall be convened on the same conditions as above and may deliberate validly on the proposal irrespective of the number of members present or represented.

The same attendance and majority requirements must be met for the approval of the Internal rules of procedure as for an amendment to the By Laws when it comes to matters affecting the rights of the members, the competence of the bodies, or the organisation and functioning of the General Assembly.

11. The decisions made by the GA shall be kept in an organised manner at the association's offices and be made available to all members upon request.
12. Certified true copies, having the same value as the originals, of the association's By Laws, Internal rules of procedure and the

amendments thereof, as well as any decisions made by the GA, may be furnished to the members, to their representatives or to any third parties, provided with the signature of the President of the Board of Directors or a Director. A register of the minutes of the GA is kept at the association's offices, where it may be consulted by any member.

13. An Election Committee (EC) shall be set-up by the GA to support and moderate the process of electing the Board of Directors, with the aim to present a list of candidates at the following GA to be voted on.
 - a. The mandate of the EC is to receive the nominations for candidatures and to facilitate the application of the general and specific criteria adopted in the Internal Rules for the composition and renewal of the Board.
 - b. The composition of the EC shall be three (3) to five (5) members, with a President chairing the process.
 - c. The same criteria for its composition that is applied to the Board, detailed in the Internal Rules, is applicable to the EC.
 - d. The mandate period shall be three (3) years for each member of the EC, who can only be elected for a maximum of two consecutive terms.

Article 14

The Board of Directors

The Board of Directors manages the association and is responsible for all decisions which are not the sole competence of the GA as specified in Article 13 above. The subsidiary competence belongs to the Board of Directors.

1. The Board of Directors is composed of the President, the Vice President, the Treasurer, and between 4-8 Directors. The total number of members of the Board of Directors shall thus be between seven (7) and eleven (11) to be decided by the GA.

2. The Board of Directors are elected by the GA among the candidates, who are natural persons and proposed by the full members, for a period of three years. Resigning Directors are eligible for re-election but can only be elected for a maximum of three (3) consecutive terms. The limit of terms concerns the nominated organisation.
3. The nomination for candidates for President, Vice-President, Treasurer and Director must be proposed in writing and signed by the legal representative of a full member organisation, and it must be supported by two additional full member organisations, to be presented no later than 30 days prior to the GA.
4. The mandate of a Director shall automatically be terminated when they cease to hold a mandate from their organisation.
5. Should an organisation wish to replace a delegate during a mandate period, they are free to do so. This shall be communicated in writing to the Board of Directors and signed by the legal representative of the organisation. The incoming Director then finishes the remaining part of the ongoing mandate period.
6. Should an organisation wish to withdraw from the board or not stand for re-election; the Election Committee is engaged to moderate the process and a replacement will be presented for election at the following GA. The mandate of the incoming Director shall be for a new three-year period.
7. No remuneration shall be awarded to the Board of Directors for assuming their responsibilities.
8. The Board of Directors shall meet whenever necessary, but at least three times a year, when convened by the President or two

members of the Board of Directors. The Board of Directors can only deliberate when there is a quorum of 50% of Board Members present or represented. The resolutions will be adopted by a simple majority. In the case of a split vote, the President or his/her replacement shall have the casting vote.

9. All acts binding upon the association shall, except for special proxies, be signed by the President and a Director of the Board, or by the Secretary General, who do not have to justify to third parties the powers conferred on them for that purpose.
10. Legal actions of the association, whether as plaintiff or defendant, are the responsibility of the Secretary General, the President, or a Director of the Board.

Article 15 The Secretariat

1. The Secretariat is tasked with the execution of the decisions by the GA and the Board of Directors.
2. The Secretary General is the manager of the Secretariat and its staff.
3. Under the leadership of the Secretary General, the Secretariat is responsible to the Board of Directors for the overall management of SOLIDAR, and to do so in line with these By Laws, and all other guiding documents of SOLIDAR, including its operational plans and budgets.

FINANCIAL REGULATIONS

Article 16

- 1.** The financial year shall start on 1 January and end on 31 December each year.
- 2.** Every year, under the leadership of the Treasurer, the Board of Directors is responsible for preparing the financial report for the previous financial year, as well as the budget for the following financial year. These shall be presented to the GA for a final approval.
- 3.** The financial accounts of the association shall be audited by an external and authorised auditor, and they shall be presented to the GA for decision.

DISSOLUTION

Article 17

- 1.** Except in the case of the dissolution of the association by order of the courts, only the GA may decide to dissolve SOLIDAR on a proposal of the Board of Directors.
- 2.** The Board of Directors must inform the association's members at least 90 days before the date of the GA which is to deliberate on the proposed dissolution.
- 3.** A decision on the association's dissolution must be adopted by a majority of three-quarters of its full members.
- 4.** If the necessary quorum of two-thirds of the association's full members is not achieved at this GA, a new GA shall be convened on the same conditions and its decision shall be final and binding on the same proposal irrespective of the number of members present or represented.
- 5.** The GA shall determine the method of dissolution and liquidation of the association. It shall for this purpose appoint one or more liquidators and determine their powers and remuneration if applicable.
- 6.** The association's net assets shall in the event of dissolution and liquidation be distributed to one or more associations sharing the same vision and mission as SOLIDAR, the final list of recipients to be decided by the GA.

FINAL PROVISIONS

Article 18

With respect to any aspects that may not be covered by these By Laws, please refer to the provisions of the Code on Companies and Associations applicable on international non-profit associations.

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SOLIDAR is a European and worldwide network of Civil Society Organisations (CSOs) working to advance social justice through a just transition in Europe and worldwide. SOLIDAR voices the concerns of its member organisations to the EU and international institutions across the policy sectors social affairs, international cooperation and lifelong learning.

SOLIDAR organises its work for lifelong and life-wide learning through the SOLIDAR Foundation for progressive education and citizenry participation. The purpose of the Foundation is to gather both the external policy work and the internal learning needs in what we consider a learning house for the network.

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