

Solidar and Solidar Foundation

INTERNAL RULES AND PROCEDURES

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The ambition for these new rules and procedures has been to get a better balance as well as more instructive and comprehensive governing documents. These Internal rules contains several changes and additions to complement better the new By Laws. The Internal rules have been revised with the purpose of providing clear guidance for the management of SOLIDAR and all its governing organs, as well as a transparent delegation of authority and separation of roles and responsibilities between them.

INTRODUCTION

These Internal Rules of Procedure were adopted at the Extraordinary Annual General Assembly November 9. It is the result of a substantial revision of all governing documents of SOLIDAR, including the By Laws and with new additional documents included as attachments.

TITLE I - INTERNAL RULES OF PROCEDURE

Article 1 – Purpose of the Internal Rules of Procedure

1.1 These Internal rules of procedure (hereafter “Internal rules”) are complementary and subordinate to the By Laws of the international non-profit association “SOLIDAR” (hereafter “the Association”). In case of a contradiction between the Internal Rules and the By Laws, the latter shall prevail.

1.2 All references entitled “Law” in By Laws and Internal Rules of the association refer to the Belgian Code on Companies and Associations, in particular book 10.

TITLE II - MEMBERS

Article 2 – Reference to Members

Any references in the Internal Rules to “member” or “members” of the Association are references to full members, affiliate members and strategic partners collectively, unless they are mentioned explicitly.

Article 3 – General Conditions and Rules

3.1 All members assume the responsibility, in line with their rights and obligations stipulated below, to care for the Association, to demonstrate solidarity and community spirit, and to further the aims of the Association as a collective.

3.2 Members shall only be entitled to exercise their rights within the various organs of SOLIDAR if they have paid their membership fees unless the Board of Directors decides otherwise. In special cases, the Board of Directors may waive this rule. Any such waivers shall be notified to the General Assembly.

3.3 Members receive no financial support from the association's own resources, except for possible grants to help them accomplish tasks in accordance with the objective of the Association. No special treatment shall be awarded to any member by way of expenditure not falling within the scope of the association's objectives or by comparatively excessive financial payments.

3.4 Members of SOLIDAR should endeavour to complete the following as minimum requirements to acknowledge their membership in SOLIDAR and contribute to the visibility and presence of the network at a national level:

3.4.1 One person in each organisation must be responsible for communication with the Secretariat.

3.4.2 SOLIDAR shall feature in their website and/or relevant platforms in a dedicated and prominent place, with a link to SOLIDAR website and/or relevant platforms.

3.4.3 Spread news and information from SOLIDAR to members and constituencies when relevant and possible. If possible, dedicating space for news from the SOLIDAR network.

3.5 Encourage the invitation of other members of SOLIDAR to be invited as guests to the General Meetings and activities of other members.

TITLE III - ORGANS

The organs of the Association as laid out in the By Laws are:

- The General Assembly
- The Board of Directors
- The Secretariat

Article 4 – The General Assembly

The General Assembly (GA) is the highest decision-making organ of SOLIDAR as stated in the By Laws, Article 13.

4.1 The responsibilities and mandate of the GA are detailed in the By Laws, Article 13:

4.1.1 A written notice of the GA shall indicate the form, date, and place, and the draft agenda, shall be sent at least 60 days prior to the date of the GA to all members by the Secretariat.

4.1.2 The General Assembly is composed of full members, each represented by a natural person as delegate or a proxy.

4.1.3 Affiliate members may attend in an advisory capacity but does not have the right to vote.

4.1.4 The Secretary General participates in the General Assembly in an advisory capacity.

4.1.5 Each member shall inform the Secretariat in written at least 21 days before the General Assembly of the delegate that will attend the General Assembly.

4.2 Extraordinary General Assembly:

4.2.1 An extraordinary General Assembly shall be convened in accordance with the By Laws, Article 13.4.

4.2.1 An invitation shall be sent to the members within 10 working days following the receipt of such request.

4.2.3 There must be at least 30 days between the notice to members and the proposed date for the Extraordinary General Assembly.

4.3 The agenda of the General Assembly:

4.3.1 The agenda shall contain any item decided by the Board of Directors or submitted to the Board of Directors by any full member.

4.3.2 A request to insert an additional item on the agenda, must reach the Secretariat at least 21 days before the General Assembly.

4.4 The President, or in their absence, the Vice-President, shall chair the General Assembly, and do so with high regard for procedural rules and standards.

4.5 Voting procedures:

4.5.1 All votes at the General Assembly will be done by a raise of hand and decision made by a simple majority, except for any changes to the By Laws that has to be made with a majority of two-thirds.

4.5.2 Votes can be made by a secret ballot upon request from a full member.

4.5.3 To calculate the majority obtained, abstentions from voting shall not be considered.

4.5.4 In an online setting, the voting procedure shall be guaranteed using an appropriate platform to this effect on par with the raise of hands or a secret ballot.

4.6 Full members shall be entitled to cast, for each mandate, one vote. A full member, whose voting rights are suspended according to Article 8 above, shall be deemed not represented for the calculation of the quorum nor the majority obtained.

4.7 Procedures to elect the Board of Directors:

4.7.1 An Election Committee shall be set-up to support the internal elections to the Board of Directors (see Article 4.9 below).

4.7.2 The nomination of 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 must be supported by two additional full member organisations.

4.7.3 A full member can only support the candidacy of three (3) other member representatives.

4.7.4 Nominations must be received at least 30 days before the General Assembly where the elections will take place. The nominations shall be sent in writing, they shall be signed, and it should state for which position the nomination concerns.

4.7.5 The final list of nominations will be circulated to all members at least 14 days prior to the General Assembly.

4.8 Composition of the Board of Directors:

4.8.1 The Board of Directors should be gender balanced, particularly in relation to the positions of President and Vice-President.

4.8.2 The Board of Directors should have a geographical representation. A maximum of two members from one country can be elected to the Board of Directors.

4.8.3 The Board of Directors should equally represent the three Pillars (social, international and education) of the Association and contain a variation of orientation, size, and scope of organisations.

4.8.4 In addition to the principles of representation and diversity expressed above, the following criteria is considered a merit: A. experience from and commitment to the Association, B. experience from a member organisation, C. experience from the progressive family or institutions of the EU.

4.9 The Election Committee:

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 that guarantees the representativeness and competence of the Board of Directors in accordance with Article 4.8, and in line with a transparent and open process.

4.9.1 The EC will monitor and manage the whole election process: initiate the election process, receive, and check the eligibility of incoming candidates, encourage new candidates, when necessary, to comply with set criteria, supervise the voting process and manage the communication of results. It will present a list of candidatures at the AGA containing: the name of the person, profile and origin of the organisation, support for the candidature and number of consecutive mandates.

4.9.2 The members of the EC are elected by the GA. If there are more candidates than seats in the EC, the candidates with the highest number of votes will take the seat as long as they also meet the criteria as outlined under 4.8.

4.9.3 The composition of the EC shall be three (3) to five (5) and respect the principles of representation as outlined under Article 4.8.

4.9.4 The same criteria as enlisted under 4.8 above applies to the EC.

4.9.5 Members of, or candidates to, the EC cannot be candidates for the election to the Board.

4.9.6 Among its members the EC shall elect a secretary, responsible for keeping the records and receiving all necessary information as outlined in Article 4.7.

4.9.7 The Secretariat shall assist in the process of the EC if necessary and upon request.

4.9.8 All decisions of the EC must be unanimous. Should the EC not be able to agree, the decision shall be presented to the AGA and put to the vote.

4.10 Procedures to change the By Laws:

4.10.1 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.

4.10.2 The Board of Directors must inform the association's members of the proposal at least 30 days before the date of the General Assembly which will be asked to vote on the said proposal.

4.10.3 Any decision on amending the By Laws must be approved by a majority of two-thirds, with at least two-thirds of the full members present to be valid.

4.10.4 If the General Assembly 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 General Assembly 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.

4.11 Resolutions to the GA shall be adopted based on a simple majority of the full members present. No resolution may be adopted on an item that was not included in the agenda for the meeting.

4.11.1 Emergency resolutions must be received by the Secretary General 24 hours before the meeting where they will be discussed. Decisions on whether to accept resolutions received outside of this deadline will be made by the President and Vice-President.

4.11.2 In between General Assemblies, the Board of Directors have the mandate to develop and adopt resolutions in the name of the association in line with the Organisational Strategy and governing documents.

4.12 The minutes of the General Assembly shall be taken and kept by the Secretariat and shall be at the disposal of all members at the registered office of the association. Certified true copies of the minutes may be furnished to the members, to their representatives or to any third parties, provided with the signature of the President, Vice President, or any of the Directors of the Board of Directors.

4.13 Summary timeline, preparing the GA:

- **120 days:** The Board of Directors shall invite all full members to nominate candidates for the Board of Directors and the Election Committee.
- **60 days:** Announce the GA to all members – including date, format, time, place, and draft agenda (including important decisions such as elections, revision of governing documents and expulsion matters etc.) of the GA.

- **30 days:** A. Deadline for Members sending their nominations to the Election Committee, B. Deadline for sending any proposed revisions of the By Laws to members, C. Deadline for presenting a list of expulsion matters.
- **21 days:** A. Any additional items that a member wants to add to the agenda shall be communicated to the Secretariat. B. Full members shall inform the Secretariat of their delegates to the GA.
- **14 days:** A. Deadline final agenda of the GA with all relevant documents to all members, including final list of nominations to the Board, expulsion matters, resolutions, and declarations, or added items.

Article 5 – The Board of Directors

5.1 The Board of Directors manages the association and is responsible for all decisions which are not the sole competence of the General Assembly, as defined in the By Laws, Article 14.

5.2 As part of the Board of Directors, a Presidium shall be constructed, to assist the President in their role, prepare the Board meetings, and be able to convene more frequently in between Board meetings. The Presidium is composed of the President, Vice President, and the Treasurer.

5.3 The roles, responsibilities and functioning of the Board of Directors and of board meetings, including the Presidium, President, Vice President, Treasurer, and the Chairs and co-chairs of the Pillars, is outlined in the *Procedural rules of the Board*, Appendix 3 to these Internal rules.

Article 6 – The Secretariat

6.1 The Secretariat is set-up to execute the decisions by the GA and the Board of Directors as defined in the By Laws, Article 15.

6.2 The Secretariat shall ideally consist of at least five core functions: The Secretary General, one administrative and financial officer and co-ordinators for the three Pillars: International cooperation, Social affairs and rights and popular education and citizenship education.

6.3 The Secretary General is the legal representative of SOLIDAR and manager of the Secretariat and its staff. The role and responsibilities of the Secretary General is outlined in the *Instructions to the Secretary General*, Appendix 4 to these Internal rules.

TITLE IV - FINANCIAL REGULATIONS

Article 7 – Budget, accounts, and audit

7.1 The Association shall manage its finances in a professional, transparent, and cost-efficient manner, making sure that all procedures, expenses, and process are done in accordance with Belgium law and relevant donor requirements.

7.2 The Association shall manage its finances work based on a set of internal financial procedures, that has been approved by the Board, to guarantee efficiency and consistency across programmes and projects.

7.3 The financial year shall start on 1 January and end on 31 December each year.

7.4 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.

7.5 The financial accounts of the association shall be audited by an external and authorised auditor and be presented by the Treasurer to the GA for decision.

Article 8 – Income and expenses

8.1 The rights and responsibilities in relation to approving expenses, contracts and receiving income is outlined in a *Delegation of authority* as well as *Procurement guidelines* which is to be approved and adopted by the Board of Directors annually or when necessary.

8.2 The association's income essentially consists of membership fees, donations, contributions from national and international associations, revenues on assets, income from activities and programmes.

8.3 All participants of the events and meetings of the Association will cover their own expenses (travel, accommodation and per diem), unless the meeting is covered by a project with specific financing for that meeting, this is then specified in the invitation.

8.4 All meetings and events of the Association will be organised to try to minimise as much as possible the costs of the participants and their environmental impact. Digital meetings or a mix, serves among other things this purpose.

8.5 The association may cover the travel and hotel expenses for the President (or their replacement) for activities authorised by the Board of Directors. No other member of the Board of Directors will receive financial support to attend meetings.

TITLE V - MISCELLANEOUS

Article 9 – The Pillars of the Association

In line with the By Laws, Article 8, SOLIDAR organises its work in relation to three pillars: *International cooperation*, *Social affairs and rights*, and *Popular and citizenship education*.

9.1 The Pillars work is coordinated by a Policy Coordinator, with the support of a Chair and Co-Chair, elected by the Board.

9.2 The purpose of the Pillars is to offer a dedicated platform in which the members who are most similar in character, purpose and operations can meet to exchange on visions, ideas, and challenges; to share good practices; develop joint projects and campaigns; and to make recommendations to the Board of Directors on setting up working groups, statements, common political priorities, and positions for discussion at the General Assembly.

9.3 The Chair or Co-Chair of the Pillar will preside the meetings of the Pillar and meet with the Coordinator, Secretary General or a mandated member of staff facilitating the Pillar work in between meetings. In the absence of either of the Chairs in a meeting the meeting will elect an alternate chair among the members present.

9.4 All relevant documentation and minutes relating to the Pillar will be accessible to all members.

9.5 The Pillar have the mandate to take decisions in line with the Organisational Strategy and the policy parameters set by the General Assembly.

9.6 If the Pillar decides on a project, which has budgetary implications for the association, approval of the project must be given by the Secretary General.

9.7 The Pillar will meet at least three times in a year to monitor and support the work of the Secretariat in the area of their competence.

9.8 The Pillar will establish and agree on an annual work plan in line with the Organisational strategy of the organisation, which will be circulated to all members 14 days prior to the meeting where they will be agreed.

Article 10 – Organisational Strategy and annual plans

10.1 The Organisation will develop an organisational strategy for a defined period that shall govern its work during this period and that shall be presented to and approved by the General Assembly.

10.2 In the development of the organisational strategy a process for including the members shall be developed to guarantee a collective and shared ownership of the strategy.

10.3 The Organisational strategy shall be operationalised through annual or bi-annual workplans to monitor and evaluate the work by the association and the Secretariat. The result of this evaluation shall constitute the basis for the annual report to be presented to the General Assembly and/or revisions of the Organisational strategy.

Article 11 – Voting

11.1 This article applies to all voting within the association unless specified in a particular article of the Internal rules or the By Laws.

11.2 All votes will take place by show of hands unless a member present demands a secret ballot.

11.3 Votes will be by simple majority.

11.4 In the event of absence from a meeting, a member organisation may designate a proxy. The proxy must provide a signed mandate from the legal representative of the absent organisation prior to the meeting.

Article 12 – Language Policy

12.1 The working language of the association is English.

12.2 The General Assembly will, when the budget so allows, strive to include translation in either of five languages: English, French, German, Italian, and Spanish. If there is no budget the General Assembly will be held in English, this shall form part of the communication to members as stipulated under Article 9 above to guarantee this competence of delegates.

12.3 All documents of the Association, including resolutions and agendas and minutes of the meetings, will be available in English only, except for the By Laws and any other legal document which is required in French to be in line with Belgian legislation.

12.4 All Pillar meetings and Working Groups will operate in English, unless the whole group decides to operate in another language. No interpretation will be provided for these meetings.

Article 13 – Organisational Values

The association, all its members, elected officials, and Secretariat commit to abide by the Organisational values as laid out in *Appendix 1* of these internal rules.

Article 14 – Code of Conduct

The association, all its members, elected officials, and Secretariat commit to abide by the Code of Conduct as laid out in *Appendix 2* of these internal rules.

Article 15 – Amendments

Revision and the adoption of the Internal Rules is the responsibility of the General Assembly upon advice of the Board of Directors.