



youth makes change happen

ARTICLES OF ASSOCIATION

of the international non-profit association under
Belgian law Solidarity Action day Movement in
Europe (SAME)

Adopted on 20 November 2015

Table of Contents

Article 1: NAME – LEGAL FORM – REGISTERED OFFICE – DURATION.....	3
Article 2: PURPOSES AND ACTIVITIES	3
Article 3: MEMBERSHIP	4
Article 4: CANDIDACY	5
Article 5: BODIES OF THE ASSOCIATION	6
Article 6: GENERAL ASSEMBLY	6
Article 7: COUNCIL.....	7
Article 8: SECRETARIAT.....	9
Article 9: WORKING GROUPS.....	10
Article 10: REPRESENTATION OF THE ASSOCIATION.....	10
Article 11: FINANCIAL YEAR – ANNUAL ACCOUNTS AND BUDGET.....	11
Article 12: DISSOLUTION AND LIQUIDATION.....	11
Article 13: INTERNAL REGULATIONS.....	11
Article 14: GENERAL PROVISION	11
Article 15: TRANSITIONAL PROVISIONS.....	11

1 **Article 1: NAME – LEGAL FORM – REGISTERED OFFICE – DURATION**

- 2 1. The association is named “Solidarity Action day Movement in Europe”, abbreviated as “SAME”. This
3 name must always be preceded or followed by the words “*internationale vereniging zonder*
4 *winstoogmerk/association internationale sans but lucratif*” or by the abbreviation “IVZW/AISBL”.
- 5 2. The association is an international non-profit association governed by Title III of the Belgian law of 27
6 June 1921 on the non-profit associations, the foundations and the international non-profit
7 associations.
- 8 3. The registered office of the association is established at Nijverheidsstraat 10, 1000 Brussels, in the
9 Brussels judicial district. The Council is authorised to transfer the registered office of the association
10 by regular decision to another location within this judicial district.
- 11 4. The association is incorporated for an indefinite duration.

12 **Article 2: PURPOSES AND ACTIVITIES**

- 13 1. The association is an international, non-profit and non-governmental youth association that is based
14 on democratic principles and is independent from any religious and partisan groups. It is composed
15 of several European youth organisations that carry out a Solidarity Action Day, a day on which pupils
16 get the chance to exercise a job of their choice and for which the salaries are used to support mainly
17 youth-related projects all over the world.
- 18 2. The association has the following purposes:
- 19 a. to strengthen its member organisations and to provide them with assistance and support;
- 20 b. to enable and encourage exchange of information, experiences and good practices among
21 the member organisations in order to improve their aims and activities;
- 22 c. to spread the Solidarity Action Day and to support new Solidarity Action Day initiatives,
23 organisations and campaigns across Europe;
- 24 d. to promote youth empowerment and global solidarity between young people.
- 25 3. In order to realise its purposes, the association can:
- 26 a. offer help and support for existing member organisations;
- 27 b. represent itself and its member organisations and promote its topics towards the European
28 public as well as towards relevant European bodies, institutions and policy makers as well as
29 towards supporters;
- 30 c. provide its member organisations with relevant information, research and expectations on
31 Solidarity Action Day issues as well as on European topics and policy making linked to their
32 activities;
- 33 d. coordinate the exchange between the member organisations and create a platform to share
34 information, experiences and good practices;
- 35 e. stimulate learning on an organisational level;
- 36 f. encourage and support new Solidarity Action Day initiatives by transferring knowledge,
37 experiences and good practices;
- 38 g. educate and empower young people; and

- 39 h. stimulate mutual learning on a personal level.
- 40 4. The association can undertake all actions, which are directly or indirectly useful or necessary for the
41 promotion and achievement of the above-mentioned purposes, to the extent they are permitted by
42 the Belgian law of 27 June 1921 on the non-profit associations, the foundations and the international
43 non-profit associations and other applicable legal dispositions.

44 **Article 3: MEMBERSHIP**

45 **1. Member organisations and conditions for membership**

- 46 a. Member organisations of the association are organisations or unions:
- 47 1. which are primarily run and controlled by youth;
- 48 2. which work with and for youth;
- 49 3. which implement a Solidarity Action Day on a national or regional scale; and
- 50 4. which share the ideals behind the association's purposes, vision, principles and
51 quality guidelines.
- 52 b. There can be more than one member organisation per country, but international umbrella
53 organisations cannot be member organisations. Membership cannot be transferred to
54 another organisation.

55 **2. Application for membership**

- 56 a. To apply for membership, the organisation must be a candidate organisation of the
57 association in accordance with article 4, and this for a minimum of 12 consecutive months
58 immediately prior to applying for membership. In case the organisation is a result of a merger,
59 at least one of the organisations must fulfil these conditions or must already be a member
60 organisation of the association.
- 61 b. Application for membership must be submitted in writing to the association's Secretariat
62 which forwards the application to the Council.
- 63 c. The Secretariat monitors the application in reference to the conditions for membership and
64 the quality guidelines of the association and gives advice to the Council.
- 65 d. After submission of the application, the association's Council decides on the application with
66 a majority of at least 2/3rd of the valid votes cast. The decision has to be taken within a period
67 of 3 months after the submission of the application and has to be notified to the applicant
68 organisation within 1 month after the decision has been taken.
- 69 e. In case of non-admission, the Council is obliged to inform the applicant about the reasons in
70 a written letter.

71 **3. Termination of membership**

- 72 a. Membership will be terminated if:
- 73 1. the member organisation is dissolved;
- 74 2. the member organisation resigns its membership; or
- 75 3. the Council decides with a majority of at least 2/3rd of the valid votes cast to
76 terminate the membership of the member organisation.

- 77 This is possible if the member organisation:
78 - ceases to fulfil the conditions for membership;
79 - fails to fulfil its obligations;
80 - acts in a harmful way towards the association; or
81 - works in contradiction to the vision, purposes, articles of association, quality
82 guidelines or other regulations of the association.
- 83 b. In case of resignation of membership, the termination takes place 30 days after the member
84 organisation's written notification to the Council.
- 85 c. Termination of membership of a member organisation by the association takes place 30 days
86 after the Council's written motivated notification of its decision to the member organisation
87 in question.

88 **4. Rights and obligations of member organisations**

89 Member organisations:

- 90 a. have the right to participate – in accordance with the articles of association, the internal
91 regulations and the decisions of the General Assembly, the Council and the Secretariat – in
92 the actions, events and work of the association;
- 93 b. have the right to speak and vote at the General Assembly; and
- 94 c. have to pay an annual financial contribution to the extent this is foreseen in the internal
95 regulations of the association.

96 **Article 4: CANDIDACY**

- 97 **1.** Candidacy is a period for the association and a potential member organisation of the association to
98 decide whether membership could be considered or not.
- 99 **2.** Candidate organisations have to meet the conditions for membership and have the rights and
100 obligations respectively set out in article 3.1 and 3.4, except for:
- 101 a. the condition set out in article 3.1.a.3.; candidate organisations have to be organisations or
102 unions which have already implemented, are in the process of implementing or intend to
103 implement a Solidarity Action Day on a national or regional scale;
- 104 b. the right to vote set out in article 3.4.b.;
- 105 c. the obligation to pay an annual financial contribution in accordance with art. 3.4.c.
- 106 **3.** Candidacy lasts for maximum 28 months. After minimum 12 months, the candidate organisation can
107 apply for membership of the association. The Council can decide to renew candidacy instead of
108 granting full membership or to reject the application.
- 109 **4.** Candidacy will be terminated *mutatis mutandis* in accordance with article 3.3. In addition thereto,
110 candidacy will immediately and automatically end when:
- 111 a. it lasts more than 28 months without a renewal; or
- 112 b. the candidate organisation becomes a member organisation of the association.

113 **Article 5: BODIES OF THE ASSOCIATION**

114 The bodies of the association are the General Assembly, the Council, the Secretariat and the
115 Working Groups.

116 **Article 6: GENERAL ASSEMBLY**

117 **1. Function and powers**

118 a. The General Assembly is the highest decision making body of the association and the general
119 leading body ("*algemeen leidinggevend orgaan*") in the meaning of article 48, 5° of the
120 Belgian law of 27 June 1921 on the non-profit associations, the foundations and the
121 international non-profit associations.

122 b. The General Assembly is held at least once a year, in the course of July or August.

123 c. In addition thereto, extraordinary General Assembly meetings will be held at the request of
124 the Secretariat or of at least 1/3rd of the member organisations.

125 d. The General Assembly has the following exclusive powers:

126 1. modify the articles of association in accordance with article 6.2.i;

127 2. adopt and amend documents guiding the association – this includes, but is not
128 limited to:

129 - documents defining the aims and strategy of the association, and

130 - the association's quality guidelines;

131 3. initiate and dissolve the association's Working Groups and adopt their mandates;

132 4. appoint the members of the Secretariat, in accordance with article 8.2.;

133 5. decide to appoint internal auditors and external accountants on any given time or
134 when the association is obliged to because of the law;

135 6. approve the annual accounts as drawn up by the Secretariat and the annual budget
136 of the association as established by the Council;

137 7. grant discharge to the Council and Secretariat members;

138 8. adopt and amend the internal regulations of the General Assembly;

139 9. any residual powers not expressly conferred to the Council or the Secretariat.

140 **2. Composition, convening and decisions**

141 a. The General Assembly is composed of the member organisations of the association and is
142 chaired by a member of the Secretariat. Every member organisation has the right to vote and
143 speak.

144 b. The right to speak at the General Assembly is also granted to:

145 1. all the members of the Secretariat,

146 2. the candidate organisations,

147 3. the members of the association's staff.

148 With simple majority, the General Assembly can decide on admittance of and the right to
149 speak for other persons or representatives of other organisations.

- 150 c. Every member organisation is represented by a delegation, which is composed of at least one
151 person. Within that delegation, there is at least one person who is called Electoral Delegate
152 and who is appointed by the member organisation to vote on behalf of that organisation.
- 153 d. Every candidate organisation is represented by a delegation, which is composed of at least
154 one person.
- 155 e. The Secretariat convenes the General Assembly in writing, by way of letter or e-mail sent to
156 the member organisations and candidate organisations at least 60 days prior to the opening
157 date of the General Assembly. For extraordinary meetings of the General Assembly, such
158 convening notice will be sent within 10 days after receipt of the written request referred to
159 in article 6.1.c.
- 160 f. The convening notice shall contain the preliminary agenda of the General Assembly and an
161 invitation to communicate the composition of the delegation that will attend the General
162 Assembly on behalf of the respective member organisations or candidate organisations.
163 Additional items can be put on the agenda by each of the member organisations, a member
164 of the Council, the Working Groups or the Secretariat, which must be communicated in
165 writing to the Secretariat at least 10 days prior to the opening date of the General Assembly.
166 In case of proposals to amend the articles of association or to dissolve the association, these
167 must be communicated to the Secretariat at least 30 days prior to the opening date of the
168 General Assembly.
- 169 g. The General Assembly can validly deliberate and decide only if a majority of its member
170 organisations are present.
- 171 h. Decisions are taken with a simple majority of the valid votes cast, unless stipulated otherwise
172 in the articles of association. All member organisations have three votes that can differ from
173 each other. In case of a tie, the proposal is rejected.
- 174 i. For a modification of the articles of association, a majority of 2/3rd of the valid votes cast is
175 required.

176 **3. Minutes**

177 The Secretariat shall draw up minutes of the meetings of the General Assembly, which can be signed by
178 the members of the Secretariat and by the Electoral Delegates of the member organisations present. The
179 minutes shall be approved on the next General Assembly and kept at the registered office of the
180 association, where the member organisations can consult them.

181 **Article 7: COUNCIL**

182 **1. Function and powers**

- 183 a. The Council is the second highest decision making body of the association and the
184 management body ("*bestuursorgaan*") in the meaning of article 48, 5° of the Belgian law of
185 27 June 1921 on the non-profit associations, the foundations and the international non-profit
186 associations.
- 187 b. The Council is held at least three times a year. Additional meetings will be held at the
188 request of the Council Coordinating Organisation (as defined in article 7.2.d.), the
189 Secretariat or at least 1/3rd of the member organisations.
- 190 c. The Council has the following powers:

- 191 1. establish the annual budget;
- 192 2. approve changes in the association's annual budget;
- 193 3. adopt and amend the association's financial guidelines;
- 194 4. amend the mandates for the association's Working Groups;
- 195 5. decide on membership and candidacy applications;
- 196 6. give instructions to and control the Secretariat and the Working Groups;
- 197 7. transfer the registered office of the association to another location within the same
- 198 judicial district;
- 199 8. decide on the hiring or dismissal of staff and determine their remuneration;
- 200 9. approve agreements by which the association grants or is granted bank credits or
- 201 other loans;
- 202 10. adopt and amend the internal regulations of the Council.

203 **2. Composition, convening and decisions**

- 204 a. The Council is composed by the member organisations of the association. Every member
- 205 organisation has the right to vote and speak.
- 206 b. The right to speak at and access to the Council is also granted to:
 - 207 1. all the members of the Secretariat,
 - 208 2. (one representative of) the candidate organisations, called Council Candidate.
- 209 With simple majority, the Council can decide on admittance of and the right to speak for
- 210 other persons or representatives of other organisations.
- 211 c. Every member organisation is represented by one person called Council Representative. The
- 212 Council Representative is appointed by the member organisation along with two substitutes
- 213 for a term of at least one year. The Council Representative's and the substitutes' function can
- 214 be terminated earlier by the relevant member association or by resignation.
- 215 d. The Council annually appoints a member organisation that coordinates and chairs the
- 216 meetings and work of the Council for the following year. This organisation is called the Council
- 217 Coordinating Organisation.
- 218 e. Council meetings can also be organised by video- or teleconference.
- 219 f. The Council Coordinating Organisation convenes the Council in writing, by way of letter or e-
- 220 mail sent to the member organisations and candidate organisations at least 30 days or, in
- 221 case of an extraordinary meeting of the Council, at least 14 days prior to the opening of the
- 222 Council. For extraordinary meetings of the Council, such convening notice will be sent within
- 223 10 days after receipt of the written request referred to in art. 7.1.b.
- 224 g. The convening notice shall contain the agenda of the Council meeting.
- 225 h. The Council can validly deliberate and decide only if a majority of the Council Representatives
- 226 are present.
- 227 i. Decisions are taken with a simple majority of the valid votes cast, unless otherwise agreed in
- 228 the articles of association. All member organisations have three votes that can differ from

229 each other. In case of a tie, the proposal is rejected.

230 j. For a decision on candidacy or membership applications, a majority of at least 2/3rd of the
231 valid votes cast is required.

232 **3. Minutes**

233 The Secretariat shall draw up minutes of the meetings of the Council, which must be signed by at least
234 one member of the Secretariat and by the Council Representatives present. The minutes shall be
235 approved on the next Council meeting and kept at the registered office of the association, where the
236 member organisations can consult them.

237 **Article 8: SECRETARIAT**

238 **1. Function and powers**

239 a. The Secretariat is in charge of the daily management and administration of the association.

240 b. In particular, it has the following powers:

241 1. In collaboration with the Working Groups, the Secretariat works out proposals con-
242 cerning the aims and the strategy of the association. It ensures that the association's
243 purposes are pursued and that the association's strategy is implemented.

244 2. The Secretariat monitors and ensures that the Working Groups are implementing
245 their mandates. It keeps the Working Groups informed on all the association's
246 matters relevant to their area of responsibility.

247 3. The Secretariat is responsible for the management of the association's staff and for
248 personnel selection in case the Council decides to hire staff. The Secretariat ensures
249 that the staff performs its tasks. It coordinates the staff and keeps it informed on all
250 relevant matters referring to their area of responsibility.

251 4. The Secretariat decides on expenses that are in line with the annual budget ap-
252 proved by the General Assembly.

253 5. The Secretariat administrates and preserves the relevant books, documents and
254 other data carriers concerning all the activities and the financial position of the as-
255 sociation.

256 6. The Secretariat draws up the annual accounts for the year ended and submits them
257 to the General Assembly for approval.

258 7. The Secretariat can take decisions resulting in consequences after its term of office.

259 **2. Composition, convening and decisions**

260 a. The Secretariat members are appointed by the General Assembly upon nomination by the
261 member organisations. Secretariat members cannot represent any member organisation at
262 the Council or General Assembly.

263 b. The Secretariat consists of at least three members and the General Assembly determines the
264 exact number of Secretariat members.

265 c. A Secretariat member's mandate is for two years. Half of the Secretariat is renewed annually,
266 at the annual General Assembly. Until the election of new Secretariat members, the former

- 267 Secretariat members remain in office. Members of the Secretariat may be re-elected only
268 once.
- 269 d. The Secretariat meetings can be convened by any means and can be kept by conference calls.
- 270 e. The Secretariat can validly deliberate and decide only if a majority of its members are present.
- 271 f. The Secretariat takes decisions with a simple majority of the valid votes cast. In case of a tie,
272 the proposal is rejected. All members of the Secretariat have one vote.
- 273 g. The Secretariat member's mandate can be terminated by way of resignation or by the
274 General Assembly, with a majority of 2/3rd of the valid votes cast. The relevant Secretariat
275 member has the right to be heard.

276 **Article 9: WORKING GROUPS**

277 **1. Function and powers**

- 278 a. Working Groups are advisory bodies working on clearly defined topics on behalf of the
279 association. They only take decisions within the bounds of the mandates and tasks given to
280 them by the General Assembly, the Council and the Secretariat. Expenses are made on the
281 basis of the association's annual budget that has been approved by the General Assembly.
- 282 b. Working Groups have the following powers and tasks:
- 283 1. Under the responsibility of the Secretariat, the Working Groups develop and
284 implement measures and actions pursuing the purposes of the association and
285 execute tasks related to their mandates.
- 286 2. They will assist and provide expert advice to the Secretariat on particular topics.

287 **2. Composition, convening and decisions**

- 288 a. Working Groups are initiated and dissolved by the General Assembly.
- 289 b. The Working Groups are composed of members of the candidate and member organisations.
290 There must be at least one Secretariat member in each Working Group. The Working Group
291 is chaired by a member of the Working Group which the Working Group appoints. The
292 number of Working Group members should not exceed the number stated in the mandate
293 given by the General Assembly.
- 294 c. Within a Working Group, its members collaborate in a consensual way in informally convened
295 meetings and conference calls.

296 **Article 10: REPRESENTATION OF THE ASSOCIATION**

- 297 **1.** The association is validly represented by two members of the Secretariat, acting together.
- 298 **2.** The association can also be represented by a special proxyholder appointed by the Secretariat.

299 **Article 11: FINANCIAL YEAR – ANNUAL ACCOUNTS AND BUDGET**

- 300 1. The association's financial year runs from 1 January to 31 December.
- 301 2. At the end of each financial year, the Secretariat draws up the annual accounts for the year ended
- 302 and the Council establishes the budget for the following financial year in accordance with the
- 303 applicable legal provisions. The annual accounts and the budget are submitted to the General
- 304 Assembly for approval.

305 **Article 12: DISSOLUTION AND LIQUIDATION**

- 306 1. The association may be dissolved voluntarily by a decision of the General Assembly at which at least
- 307 2/3rd of the member organisations are present, with a majority of 5/6th of the valid votes cast.
- 308 2. In the event of voluntary dissolution, the General Assembly appoints one or more liquidators and
- 309 decides upon their competencies. In the absence of liquidators, the Secretariat members will act as
- 310 liquidators.
- 311 3. The General Assembly decides on the disposal of the net assets of the association in case of
- 312 liquidation which must serve a not-for-profit purpose similar to that of the association.
- 313 4. After the settlement, the books and documents of the association will be deposited for a period of
- 314 ten years at the legal entity appointed to that purpose by the General Assembly at the occasion of
- 315 the dissolution.

316 **Article 13: INTERNAL REGULATIONS**

317 The General Assembly and the Council can each adopt and modify the association's internal regulations

318 in which issues of internal order and of financial order relating to their respective functions and powers,

319 not mentioned in these articles of association, shall be set out.

320 **Article 14: GENERAL PROVISION**

321 Any issue not addressed in these articles of association shall be governed by the Belgian law of 27 June

322 1921 on the non-profit associations, the foundations and the international non-profit associations, and

323 as far as the rules for deliberations are concerned, by the ordinary rules of deliberating bodies.

324 ****the official statutes end here!****

325 **Article 15: TRANSITIONAL PROVISIONS**

- 326 1. Notwithstanding the process set out in article 3 of these articles of association, all parties and
- 327 organisations founding the association will become member organisations immediately after the
- 328 constitution of the association without having to comply with the formalities set forth in the
- 329 provisions of article 3.
- 330 2. The first financial year of the association starts on the day on which the association is granted legal
- 331 personality and ends on December 31, 2016.

332 **DECISIONS TAKEN BY THE FOUNDING MEMBER ORGANISATIONS IMMEDIATELY AFTER**
333 **CONSTITUTION**

334 Immediately following the decision to incorporate the association and to adopt the articles of association
335 above, the founding member organisations gathered as General Assembly and unanimously decided as
336 follows:

337 **1. Appointment of the members of the Council**

338 The founding member associations appointed the following seven member organisations as
339 members of the Council with effect from the date the association receives legal personality:

Operasjon Dagsverk	Kolstadgata 1, 0172, Oslo, Norway
Operation Dagsværk	Stuðiestræde 24, 3. th, 1455 Copenhagen K, Denmark
Operation Daywork ONLUS	Schlachthofstraße 50, 39100 Bozen, Italy
Progetto Zattera Blu Società Cooperativa Sociale Onlus	via Lago di Tovel 16, 36015 Schio (VI), Italy
Unija srednjoškolaca Srbije	Sarajevska 38, 11000 Belgrade, Serbia
Schüler Helfen Leben e.V.	Kaiserstraße 12, 24534 Neumünster, Germany
Zuiddag vzw	Nijverheidsstraat 10, 1000 Brussel, Belgium

340 The members of the Council will exercise their mandates unlimited in time.

341 **2. Appointment of the members of the Secretariat**

342 The founding member associations appointed the following three persons as members of the
343 Secretariat with effect from the date the association receives legal personality:

344 The members of the Secretariat will exercise their mandates until the annual General Assembly in
345 2017.