

# CONSTITUTION

## INTERNATIONAL ASSOCIATION OF CHARITIES

*Voted by Assembly of Delegates 1985*

*Article 2 modified by the Assembly of Delegates 2000*

*Articles 2, 12, 13 modified by the Assembly of Delegates 2002*

*Articles n° 1, 3, 4, 5, 6, 9, 10, 11, 12, 14, 15, 19, 21 modified by the Assembly of Delegates 2005*

*Articles 12 a) and 12 d) modified by the Assembly of Delegates 2007*

*Articles 2, 6, 8, 9, 10, 11, 12, 13, 14, 15, 16, 17, 18, 19, 21 modified by the Assembly of Delegates 2015*

*Articles 5 a), 9, 10, 11, 12 d), 14, 15, 16, 17, 19 modified by the Assembly of Delegates 2017*

*Articles 1, 2, 4, 6, 7, 10, 12d, 14, 16, 21, 22, 23 modified by the Assembly of Delegates 2023*

### I - DENOMINATION - HEADQUARTERS

**Art. 1:** An International Association with a philanthropic, religious and pedagogic objective is constituted called INTERNATIONAL ASSOCIATION OF CHARITIES - AIC. It shall group associations or federations of associations, feminine or mixed, founded by Saint Vincent de Paul or in keeping with his tradition.

This non-profit-making international association is governed by the Code on Companies and Associations.

**Art. 2:** The Headquarters of the Association shall be in Belgium, in the Walloon region. The Executive Board has the power to move the Headquarters of the association in Belgium, provided that such a move does not require a change in the language of the constitution by virtue of the applicable language regulations. In this case and on this specific point, the Executive Board has the power to modify the constitution.

### II - GOALS

**Art. 3:** The AIC shall have as goal the advancement and development of the underprivileged, the combat against all material, physical, moral and spiritual forms of poverty and suffering in any country whatsoever, without political or religious discrimination. AIC shall be a witness of the Charity of Christ in the Tradition of St Vincent de Paul.

### III - MEANS AND ACTIVITIES OF THE ASSOCIATION

**Art. 4:** To fulfil these goals, the AIC shall:

- promote research on poverty and suffering, on the means to respond today to the aspirations of the underprivileged (studies, publications, conferences, etc...),
- offer to its members social, civic and spiritual formation and information necessary for action adapted to real needs (seminars, formation sheets and courses, etc...),
- ensure communication and cooperation among its members (encounters, news, bulletins, etc...),

- participate in the combat against poverty and in the efforts of the universal Church, intergovernmental organizations and private international bodies, be they Christian or non-Christian,
- undertake or support concrete programs.

The association may also carry out all activities that contribute directly or indirectly to the realization of the disinterested purpose, including commercial activities of an incidental nature, the income from which will be entirely destined to the realization of the disinterested purpose.

#### IV - MEMBERS

**Art. 5:** AIC shall consist of:

- a) **Full rights members:** associations or federations, grouping all associations or groups of associations in the same country legally formed into legal entities according to the laws and customs of their country, and as defined in articles 1 and 3. These full rights members shall have speaking and voting rights at the assembly of Delegates.

By way of derogation from the preceding subparagraph, associations or federations of associations, which bring together all the associations or all the groups of associations from a single country, and which fit the definition given in articles 1 and 3 but which are faced with the impossibility of legally constituting themselves as legal entities in their country can still be recognized as full rights members.

- b) **Associate members:** shall become associate members, local associations or groups of local associations as defined in Articles 1 and 3, but which are not yet organized in one national association per country.

These associate members shall attend the Assembly of Delegates in an advisory capacity only.

**Art. 6:** Admission of new members shall be subject to the approval of the Assembly of Delegates. Members are free to retire from the association at any time by sending their resignation in writing to the Executive Board.

The status of full rights member or of associate member is lost upon resignation or exclusion pronounced by the Assembly of Delegates for grave reasons, the Association involved having been previously invited to give an explanation. A majority of 2/3 of valid votes is required for a vote on this exclusion.

Outgoing members have no right to the assets of AIC for any reason whatsoever.

**Art. 7:** Full rights members and associated members shall pay annual dues, the amount of which shall be determined by the Assembly of Delegates. The maximum amount is 25,000 EUR.

#### V - BODIES OF THE AIC

**Art. 8:** The Assembly of Delegates and the Executive Board are the bodies of the AIC.

#### VI - ASSEMBLY OF DELEGATES

**Art. 9:** The Assembly of Delegates shall group the full rights members and the associated members.

It shall have full powers to carry out the objectives of the AIC. Besides the powers that are expressly acknowledged by law or the present constitution, it shall elect the President, 2 Vice-Presidents and the other Executive Board members.

It shall meet regularly every 3 years. It shall be presided by the President or, in her absence, by one of the Vice-Presidents. It shall meet at a venue chosen by the Executive Board, the call to meeting having been sent out by the President and the Delegate responsible for day-to-day management by e-mail or mail at least three months before the fixed date. The agenda is attached to the call to meeting. It shall be submitted to approval during the first session of the Assembly.

**Art. 10:** For valid deliberation, half plus one of the full rights members must be present or represented.

The missing full rights member can be represented by a full rights member duly appointed. This one cannot represent more than one member at a time.

Except in special cases provided for in the Constitution, decisions shall be made by simple majority vote of the full rights members present or represented and brought to the knowledge of all members. Each full rights member has one vote.

Questions not appearing on the agenda cannot be dealt with without unanimous consent.

The right to vote at the General Assembly accorded to full-rights members can be exercised by post or by any other means of electronic communication when this possibility is announced and permitted by the Executive Board.

The meetings of the General Assembly can also be validly held by video or teleconference. It must be possible to monitor attendance, proxies, and actual deliberations and decisions with recorded votes.

The Executive Board may authorize any member to vote remotely before a General Assembly held by video or teleconference, according to the modalities previously established in the convocation.

Decisions of the General Assembly may be taken in writing on the basis of a unanimous agreement of all members without a meeting, except for the amendment of the statutes.

**Art. 11:** Resolutions passed by the Assembly of Delegates shall be inscribed in a register signed by the President and the Secretary and kept at the International Secretariat, headquarters of the organization. It shall be at the disposal of the members.

## **VII - THE EXECUTIVE BOARD**

**Art. 12:** AIC shall be administered by an Executive Board composed of from 8 to 10 persons.

The President and the 2 Vice-Presidents are full right members of the Executive Board.

### **a) Application for elections:**

- Are empowered to submit their application to the Executive Board, the full rights members associations and the Executive Board.
- Shall only be admitted the applications of persons members of an association itself a full rights member. In certain exceptional circumstances, the Executive Board can however authorise an associate member association to submit applications to the Executive Board.
- Each application must be submitted in writing. A curriculum vitae, the agreement of the national applicant as well as the agreement of the National President of her association must be attached.

- It must reach the International Secretariat 6 months before the session of the Assembly of Delegates, the International Secretariat having to call for applications 9 months before this session.
- 3 months before the Assembly of Delegates, the name of the applicants and their curriculum vitae are brought to AIC members' attention by the International Secretariat.
- the applicants for the Presidency must have fulfilled at least one mandate as Executive Board member.

## **b) Elections**

The Executive Board members are elected by secret ballot by the Assembly of Delegates, unless the voting member has chosen to exercise her right to vote by post or by any other form of electronic communication.

To be elected, the President and the Vice-Presidents must have the absolute majority of the votes submitted by the full-rights members that are present or represented.

## **c) Taking up their post**

All members of the Executive Board take up their post from the end of the session of the Assembly of Delegates in which they have been elected. If there is a hitch, duly justified, to take up one's post as Executive Board member, another person designated by the International President may stand in for this defaulting member till the end of her mandate.

## **d) Specific Mandates**

In case of Presidency vacancy between two Assemblies of Delegates, the Executive Board names the Vice-President who will deputize in the interim. Duration of this mandate is the same as the preceding mandate.

The international president commits herself to renouncing to any role in the national association.

Duration of the mandate for President, Vice-Presidents and Executive Board members shall be three years, renewable once. Except in the case of the President, the same person may hold office on the Executive Board for a maximum period of 9 consecutive years.

The mandate of the members of the Executive Board may, for grave reasons, be revoked by the Assembly of Delegates, by a vote of 2/3 majority of the full rights members present or represented.

**Art. 13:** The Executive Board shall appoint, among its members, a Secretary and a Treasurer.

**Art. 14:** The Executive Board shall meet at least once a year, upon invitation of the International President and the Delegate responsible for day-to-day management. The invitation encloses the agenda. The Executive Board deliberates legitimately when half of the members are present.

Resolutions shall be taken by a majority vote of the members present. In the event of a tie, the President shall have the casting vote.

The meetings of the Executive Board can also be validly held by video or teleconference. It must be possible to monitor attendance, proxies, and actual deliberations and decisions with recorded votes.

**Art. 15:** Resolutions of the Executive Board shall be inscribed in a register signed by the President and the Secretary and kept on file at the International Secretariat, headquarters of the association. They shall be made available to the members associations of the AIC.

**Art. 16:** The Executive Board shall be entrusted with the management and administration of the AIC, except for those duties attributed to the Assembly of Delegates.

It may delegate day-to-day management to its President, to the General Manager or any other person approved by it, member or non-member of the Executive Board. "Day-to-day management" means acts and decisions that do not exceed the needs of the daily life of the association, as well as acts and decisions that, either because of the minor interest they represent, or because of their urgent nature, do not justify the intervention of the Executive Board.

When the person to whom the day-to-day management is delegated is not a member of the Executive Board, he or she will bear the title of General Manager.

**Art. 17:** All documents outside of day-to-day management which are binding upon the Association shall be, with the exception of special proxies, signed by the International President and the Delegate responsible for day-to-day management who are not accountable to a third party.

**Art. 18:** Legal actions, both as plaintiff and as defendant, are monitored, pursued and conducted by the Executive Board, represented by its President or a member of the Executive Board appointed by her for this purpose.

### **XIII - BUDGET and FINANCE**

**Art. 19:** The fiscal year shall end every year on December 31st.

Every year the Executive Board shall submit the annual Profit and Loss accounts for the previous year to the Assembly of Delegates for approval. On the years where there is no Statutory Assembly, the annual accounts shall be submitted electronically to the Assembly of Delegates for approval.

At the statutory assembly, the Executive Board shall submit to members of the Assembly of Delegates, for approval, the annual Profit and Loss accounts for the previous year and the provisional budget for each of the ensuing 3 years. Allowance should be made for a certain degree of variation, as required by economic conditions.

**Art. 20:** At the statutory assembly, the Assembly of Delegates determines the amount and due date of the annual dues of full rights member Associations and the contributions of the associate member Associations. Allowance should be made for a percentage of increase required by economic conditions.

Non-payment of dues shall entail the withdrawal of voting rights and the right of representation recognized by article 4 of the Constitution.

### **IX - BYLAWS**

**Art. 21:** Bylaws may be presented by the Executive Board to the general assembly. Amendments to these bylaws may be made by a general assembly ruling by a simple majority of the members present or represented.

The latest version of the Bylaws was approved by the Assembly of Delegates of March 2017.

### **X- AMENDMENTS TO THE CONSTITUTION AND DISSOLUTION**

**Art. 22:** Any proposal requesting amendments to the Constitution or dissolution of the Association must come from the Executive board or at least from three AIC full rights members.

The Executive Board shall notify AIC members of the date on which the Assembly of Delegates will decide on the said proposal, at least three months in advance. A decision shall only be accepted if it

is voted by a majority of 2/3 of the present or represented members.

However, the amendment concerning the goals for which the association is constituted, shall only be adopted by a majority of 4/5 of the votes of the present or represented members.

If 2/3 of the members are not present or represented at the first meeting, a second meeting can be convoked who may deliberate legitimately whatever be the number of present or represented members, and adopt amendments by majorities as fixed above.

Statutory amendments shall be published in the Annexes of the Moniteur Belge.

The Assembly of Delegates shall decide upon the manner of dissolution and the liquidation of the Association.

In all cases of voluntary or judicial dissolution, after discharging of debts, the patrimony will be affected to a non-profit-making association with a similar objective.

#### **XI - GENERAL PROVISION**

**Art. 23:** All matters not explicitly provided for the present Constitution and, particularly publications to be made in the annex to the "**Moniteur Belge**", shall be regulated in conformity with the provisions of Belgian Law.

*Official text in French*