

# ASSOCIATION

## "European Federation for Street Children"

Draft Articles of Association

dated 25 February 2008 – amended by Anthony Simpson 25/2/08

amended by Ernst Rozelaar 13/3/08 and 6/5/08

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### NAME AND SEAT

#### Article 1

The name of the Association shall be : **European Federation for Street Children**, hereinafter referred to as the "Federation".

It shall have its official seat in Leiden, but may open offices in countries outside the Netherlands.

### MISSION, OBJECTIVE

#### Article 2

#### **Mission**

The mission of the Federation shall be:

- a. to raise political awareness within and with EU institutions in the field of excluded children with particular focus on street children;
- b. to intensify informed political debate in particular at European level and to have the issue of such children integrated into mainstream social and economic policy making;
- c. to raise public awareness and to mobilize public opinion on the issues of such children;
- d. to promote applied research and the exchange of knowledge and experiences (best practices) acting as a broker for affiliated persons and institutions;
- e. to inform and assist European governments and NGO's on EU policies, strategies, practices and developments in the field of excluded children with particular focus on street children, including funding opportunities;
- f. to improve the quality of life and the living conditions of such children.

#### **Objectives**

The objectives of the Federation shall be to create, maintain and assist a platform of social actors, involved in the realization of the fundamental rights of excluded children with particular focus on street children.

The Federation seeks to achieve this objective, in particular, by:

- a. advising European and Member States' legislators and policy makers;
- b. responding to the need of the European Union and the Member States' governments, NGO's and other agencies for support in establishing and implementing policies and programs on street children;

- c. responding to the need of governments, NGO's and other agencies in less developed countries (including Eastern Europe) for support in establishing and implementing policies and programs on street children;
- d. raising public awareness and understanding of street children and related issues;
- e. raising awareness and understanding of street children and related issues in the institutions of the European Union, the Member States, the Council of Europe and other forums;
- f. intensifying the political debate on street children and related issues, at the level of both the European Union and the Member States and the Council of Europe;
- g. improving and strengthening the communication, cooperation, coordination and exchange of information between social NGOs and welfare organizations, in particular those working with excluded children worldwide, and to encourage their learning from each others' experiences;
- h. monitoring and promoting children's rights in line with the commitments made under the United Nations Convention on the Rights of the Child;
- i. building up expertise and information on street children and related issues and to develop effective strategies for working with street children;
- j. increasing resources available from the European Union, the Member States, the United Nations and other sources to meet requests for assistance for programs for street children, through bilateral, multilateral and non-governmental channels.

## DURATION

### Article 3

1. The Federation shall exist for an indefinite period of time.
2. The Federation year shall coincide with the calendar year.

## ORGANS

### Article 4

The organs of the Federation shall be:

- a. the General Meeting;
- b. the Board, and
- c. the Director.

## MEMBERSHIP

### Article 5

1. Membership shall be open to all organisations that

- (a) subscribe to the mission and objectives of the Federation, and
  - (b) have their main focus of activities within the EU.
2. Associate Membership shall be open to all organisations that meet the criterion under Section 1 (a).
  3. The Board shall decide on admission to membership.

#### Article 6

1. Applicants for membership or associate membership shall submit the Federation's application form to the Board which shall decide on all such applications and shall notify the applicants thereof in writing within three months from the date of submission of the application.
2. The Board shall supply to all duly admitted members and associate members a copy of the Articles and By-Laws.

#### Article 7

1. Membership shall cease:
  - a. if and when the member is dissolved and goes into liquidation;
  - b. if the member resigns;
  - c. if the Federation terminates a membership under Section 3 below;
  - d. if the Federation expels a member under Section 4 below.
2. The resignation of a member under b. above may only take place at the end of the financial year. A member wishing to resign shall notify the Director in writing at the latest during the month of November of the financial year. The latter shall confirm the receipt of the notice of resignation in writing within two weeks of receipt. If the notice of resignation is not received within the due time, the membership shall continue until the end of the next financial year, unless the Board decides otherwise or the member cannot reasonably be required to let membership continue.
3. The Board may terminate a membership on behalf of the Federation by the end of the current financial year,
  - a. if the member, after having been on two occasions reminded in writing, fails fully to satisfy his/its financial obligations towards the Federation by the end of the financial year, or
  - b. if the member has ceased to meet the requirements required for membership under the Articles.

Discontinuance by the Board may result in immediate termination of the membership if the Federation cannot reasonably be required to let membership continue.

Any termination of membership under this Section shall be in writing and shall contain a statement of the reason(s) therefor.

4. If a member acts in any way contrary to the Articles, By-Laws or decisions of the Federation or disadvantages the Federation unreasonably, the Board may expel a member on behalf of the Federation with immediate effect. In such case the Board shall inform the member in writing of the decision without delay, stating the reason(s) therefor. The member may appeal against the Board's decision at a General Meeting held within one month of the receipt of the notification. The member shall be suspended pending the decision of the General Meeting.
5. If a membership ends during the course of a financial year, for whatever reason, the annual subscription fee shall remain payable by the member in full, unless the Board decides otherwise.
6. By way of derogation from the provisions of the first sentence of Article 36, Subsection 3 of the Dutch Civil Code, Book 2, a member, by resigning, may not avoid liability for a decision which has had the effect of increasing the member's financial obligations, with exception of the provisions of Section 2 of this Article.
7. A former member may renew his membership in accordance with the provisions of Articles 5 and 6.
8. All references in this Article to "member" or "membership" shall be deemed to include "associated member" or "associated membership" respectively.

## FUNDS

### Article 8

1. The funds of the Federation shall consist of members' admission fees and subscriptions, government subsidies, testamentary dispositions, legacies and gifts and finally from any other income, including proceeds from Federation activities.
2. The members shall pay their subscriptions annually by 15 February in each year.
3. The amount of the annual subscription shall be determined by the General Meeting at the Annual General Meeting, on a proposal from the Board.

## GENERAL MEETINGS

### Article 9

1. An Annual General Meeting shall be held within six months of the termination of each financial year (Annual Meeting). The Board shall present to this Meeting its Annual Report and the annual accounts for the previous financial year, submitting all necessary documents. The Board shall further submit to this Meeting the budget for the new financial year and a proposal for the level of members' subscription fees for the said year.
2. The Annual Meeting shall decide upon
  - (a) any matters proposed by the Board, and
  - (b) any matters proposed in writing by at least such number of members as is authorized to cast ten votes at the General Meeting. Such proposals shall be

signed by the party or parties making the proposal and shall be submitted to the Director at least four weeks before the date of the Annual meeting. All nominations of Board members shall be submitted in writing to the Director at least four weeks before the date of Annual Meeting.

3. The Annual Meeting shall appoint each year an Audit Group of at least two of its members, who shall not be Board members, to audit the accounts for the current financial year after they have been closed. The Group shall present its findings to the next Annual Meeting during the discussion on the annual accounts for the previous financial year. If such audit requires specialist accountancy knowledge, the Group may call in assistance from a duly qualified practitioner.
4. The Board shall provide this Group with all the information it may require, and shall produce to it the cash box and the other assets of the Federation and permit the inspection of all books and documents of the Federation.
5. The Annual Meeting's approval of the Annual Report and the accounts for the previous financial year shall not act automatically as its discharge of the Board. This discharge shall be voted on at the Meeting as a separate agenda item.

#### Article 10

1. The Annual Meeting shall be convened by the Board by giving at least six weeks' notice in writing to all members and providing a draft agenda for the Meeting.
2. Extraordinary General Meetings may be held at any time
  - (a) at the request of the Board, or
  - (b) at the request of at least such a number of members as is authorised to cast ten votes at the General Meeting. Such requests shall be in writing and be signed by the party or parties making the request. They shall be submitted to the Director at least 28 days before the date of Extraordinary General Meeting and shall set out the matters to be discussed.
3. The Board shall convene an Extraordinary General Meeting to be held within six weeks from the date of receipt of a request under Section 2 (b). If the Board fails to do so within two weeks from the receipt of the request, the parties making the request may themselves convene such a Meeting in the same manner as that in which the Board convenes such Meetings.

#### Article 11

1. All members shall be entitled to attend the General Meetings and shall have one vote each. Each member may authorise in writing another member to cast his or her votes. Associate members may attend all General Meetings as observers, but shall have no voting rights.
2. A unanimous decision by all members in writing, even if they have not met together in a Meeting, shall have the same effect and validity as that of a decision by the General Meeting, provided that it was taken with the prior knowledge of the Board.

The Director shall record all such decisions in the Minutes. It shall also be reported to the next following General Meeting.

3. Votes shall be cast orally, except in the case of elections, when they shall be cast in writing. On a proposal from the Chairman, votes may be carried by acclamation.
4. Resolutions shall only be adopted if at least one-quarter of all members is present or represented at the meeting. If this case, a majority of three-quarters of the votes cast shall be required to adopt a resolution. However, if at least one half of all members is present or represented at the meeting, an absolute majority of the votes cast shall be required. In the event of a tie, the proposal shall be deemed to have been rejected.

#### Article 12

1. The Chairman of the Board shall chair all Meetings. In case of his absence, another Board member shall act as Chairman.
2. Minutes of all matters discussed at all Meetings shall be taken by the Director or, in his or her absence, by a member of the Federation appointed by the Chairman.

#### BOARD

#### Article 13

1. The Board shall consist of three members, including the Chair, the Vice-Chair and the Treasurer. Members as well as non-members of the Federation may be appointed as Board members.  
By unanimous decision, the Board may increase the number of members up to a maximum of five.
2. The Board members shall be appointed by the General Meeting on a proposal from the Board. Where a candidate proposed by the Board fails to be appointed or where a Board member is dismissed under paragraph 3, the General Meeting shall appoint a person to fill the resulting vacancy on the Board.
3. If the General Meeting considers that a Board Member has acted in breach of the mission, objectives or values of the Federation, it may suspend or dismiss him/her by a majority of at least two thirds of the validly cast votes.
4. A Board member may resign at any time, upon giving at least three months written notice. In the event of the term of office of any Board member being terminated for any reason other than that under paragraph 3, the Board may co-opt a person to fill the resulting vacancy for the remainder of the said term until the next General Meeting. At no time shall there be a majority of the Board members co-opted under this paragraph.
5. A Board member shall be appointed for a term of two years and shall be eligible for re-election.

#### Article 14

1. The Board shall be charged with the management of the Federation.

2. Without prejudice to the provisions of these Articles, the Board shall have the following tasks:
  - a. appointing the Director;
  - b. determining the salary of the Director and drawing up his conditions of employment;
  - c. drawing up a document describing the duties and powers of the Director, with due observance of the law and the Federation's Articles;
  - d. supervising and guiding the general work of the Federation and, in particular, guiding and assisting the Director;
  - e. adopting the final budget as proposed by the Director and approving other financial matters that require the approval of the Board;
  - f. adopting the annual and other programs.
3. The Board shall meet at least twice a year. Such meetings may be replaced by conference calls. Extra meetings may be arranged if deemed necessary by the Chair or by any member or at the request of the Director.
4. A unanimous decision by all members in writing, even if they have not met together in a meeting, shall have the same effect and validity as that of a decision adopted in a meeting.
5. The Board meetings shall be attended by the Director, unless the Board decides otherwise.
6. The Director shall provide the Board with timely and essential information to enable it to carry out its duties, in addition to furnishing each Board member with any information he or she may request concerning the affairs of the Federation.
7. The Board may authorise the Treasurer in writing to have the bank accounts of the Federation at his disposal within the limits accurately defined in the proxy.

#### THE DIRECTOR: APPOINTMENT AND RESIGNATION

##### Article 15

1. The Director shall be appointed, suspended and removed from office by the Board. Any resulting vacancy shall be filled as quickly as possible.
2. The Director shall cease to hold office:
  - a. on his death;
  - b. on his retirement from office;
  - c. on his removal under paragraph 1;
  - d. in the case of his bankruptcy;

#### THE DIRECTOR: TASKS AND POWERS

##### Article 16

1. The Director shall be responsible for managing the Federation, including the appointment and dismissal of staff.
2. The Director shall prepare and present to the Board for its advice an annual programme for the coming year and, from time to time, longer-term programmes and shall be responsible for the implementation of the annual programmes.
3. The Director shall prepare and present to the Board for its approval an annual budget for the coming year.
4. The Director shall determine, on an annual basis, taking into consideration the annual programmes, the Federation's long-range financial framework, in addition to the budget for the coming financial year, and the accompanying implementation plan and the means deployed to implement that plan.

In this context the Board shall determine the means made available by the Federation to assist national and international causes, the means to enable the Federation to function properly, including the operations of its office, and the reserves and the necessary provisions.

5. The Director shall be authorized, subject to the prior approval of the Board, to enter into agreements to acquire, dispose of and encumber registered property, and to enter into agreements whereby the Federation binds itself as surety, commits itself as joint and several debtor, warrants performance by a third party, or provides security for a debt of a third party, and to agree to represent the Federation with regard to these actions.
6. The following actions taken by the Director shall require the prior approval of the Board:
  - a. making investments, which either exceed a sum determined annually by the Board, and/or were not budgeted, or concern issues to be determined by the Board;
  - b. concluding agreements with donors;
  - c. concluding contracts with sponsors;
  - d. entering into agreements, whereby a bank credit is granted to the Federation, and to obtain on loan moneys, other than by applying a bank credit obtained with the approval of the Board, if the sum of the credit or loan exceeds the annual limit determined by the Board;
  - e. accepting and terminating the employment of an employee of the Federation whose salary exceeds the annual sum determined by the Board;
  - f. filing for bankruptcy or a moratorium of payments for the Federation;
  - g. implementing the liquidation of the Federation and allocating the balance left after winding-up.

7. The absence of the Board's approval on decisions referred to in paragraphs 5 and 6 does not invalidate the representative authority of the Director.
8. The Director shall draw up rules for the day-to-day organization of the Federation.

#### THE DIRECTOR: REPRESENTATION, VACANCY OR ABSENCE

##### Article 17

1. Without prejudice to the legal rights of the Board, the Federation shall be represented by the Director.
2. In the event of any vacancy or in the absence of the Director, the Board may appoint one or more persons to act as temporary Director, whether from its number or not.

#### AMENDMENT OF THE ARTICLES

##### Article 18

1. An amendment to the Articles shall only be adopted by a decision of a General Meeting, either at the Annual General Meeting or at an Extraordinary General Meeting convened for the purpose of such an amendment. Such decision shall only be valid if adopted at a meeting where at least two-thirds of the members are present or represented and by a majority of at least two-thirds of the votes cast.
2. The notice convening the Meeting shall contain the wording of all proposed amendments.
3. No amendment shall come into force until after a Notarial Deed of it has been signed.
4. The Director shall deposit a notarised copy of the amendment and the amended Articles at the office of the Chamber of Commerce in the district in which the Federation has its residence.

#### DISSOLUTION AND LIQUIDATION

##### Article 19

1. The Federation shall only be dissolved by a decision of the General Meeting, adopted at a meeting where at least two-thirds of the members are present or represented and by a majority of at least two-thirds of the votes cast.
2. If no quorum is reached at the Meeting, the dissolution may be adopted, regardless of the number of members present or represented at the Meeting, at a later Meeting held at least four but at most eight weeks after the first meeting, by a majority of two-thirds of the votes cast.
3. The notice convening the Meetings referred to in Sections 1 and 2 above shall state that the dissolution of the Federation will be proposed at the Meeting.
4. Where the Meeting decides to dissolve the Federation, it may appoint one or more liquidators to carry out the dissolution or may instruct the Board to do so.

5. Any credit balance of the dissolved Federation shall be employed as far as possible in accordance with the objects of the Federation and for such goals as shall be determined by the General Meeting.
6. The Federation shall continue to exist after dissolution insofar as necessary to liquidate its capital. During liquidation, the provisions of the Articles and By-laws shall remain in force to the fullest extent possible. The words "in liquidation" shall be added to its name in all documents and announcements issued by the Federation.

## BY-LAWS

### Article 20

1. The General Meeting may adopt further rules by way of By-laws, including the level of the subscriptions, the activities of the Board, the Meetings, the manner of exercising the right to vote and any further matters which it considers appropriate to be treated.
2. At the request in writing of the Board or at least one third of the members of the Federation, the By-laws may be amended by the General Meeting.
3. The By-laws may not contain any provisions that deviate from or are in conflict with the provisions of the Law or the Articles, unless such deviation is allowed by the Law or the Articles.

## POWERS OF THE BOARD

### Article 21

The Board shall be authorised, whenever it deems it appropriate, to take all necessary actions to control and manage the property, affairs and employees of the Federation, in so far as these are not otherwise authorised in this Articles.