

ARTICLES OF ASSOCIATION

(revised [11] May 2022)

[The original version of this document is in Dutch]

# TITLE I. NAME, LEGAL FORM, REGISTERED OFFICE, DURATION.

## Article 1.

The name of the association is ‘International Disability and Development Consortium’ abbreviated as ‘IDDC’. The association is an international not-for-profit association governed by the provisions of the (Belgian) Code of Companies and Associations dated 23 March 2019 (published in the Belgian Official Gazette on 4 April 2019) as may be amended from time to time (hereafter ‘CCA’)

All deeds, invoices, announcements, publications, websites and other documents, whether or not in electronic form, originating from the association, shall contain the association’s name, immediately preceded or followed by the words ‘international not-for-profit association’ (‘internationale vereniging zonder winstoogmerk’) or the abbreviation ‘INPA’ (‘IVZW’), the address of the association’s registered office, the enterprise number, the word ‘register of legal entities’ or the abbreviation ‘RLE’, followed by a mention of the court of the registered office of the association, the email address and website of the association, if applicable, and, the fact that the association is in liquidation, if applicable.

## Article 2.

The registered office is located in the Brussels Capital Region

The address of the registered office may be transferred by a decision of the Board of Directors, except if this transfer would necessarily imply a change of the language of the association. In the event that the transfer of the registered office would necessarily imply a change of the language of the association, a decision of the General Assembly is required according to the quorum and majority requirements applicable to a modification of the Articles of Association.

## Article 3.

The association is established for an indefinite period of time.

The working year corresponds to the civil year.

# TITLE II. PURPOSE, OBJECTIVES AND ACTIVITIES

## Article 4.

The not-for-profit purpose of international interest of the association is to promote inclusive development and humanitarian action internationally, with a special focus on promoting the full and effective enjoyment of human rights by all persons with disabilities living in economically poor communities in lower and middle-income countries. Inclusive development means respecting the full human rights of every person, acknowledging diversity, eradicating poverty and ensuring that all people are fully included and can actively participate in development processes and activities, regardless of their age, gender, disability, state of health, ethnic origin or any other characteristic.

The objectives of the association are more specifically:

* To promote the inclusion of the disability dimension, as well as appropriate disability-specific approaches, in all development or humanitarian policy and practice.
* To improve the practice of the member organisations by collaborating and sharing experience about policy and practice.
* To support the exchange of information and knowledge about inclusive development and humanitarian action, especially between people and organisations in economically poorer countries, by the wide distribution of information.

To achieve its not-for-profit purpose and objectives, the association may undertake the following activities:

1. meeting to share experiences and learn from each other;
2. working with and influencing other organisations to assist them in developing inclusive policies and practices;
3. producing resource materials, training packages and other publications to promote inclusive development;
4. conducting research related to the inclusive development of people with disabilities;
5. the joint co-ordination of programme activities in countries where a number of members are active;
6. offering advice and training on inclusive development topics to other organisations.

Besides, the association may enter into any other activities, including economic activities, and undertake any other actions that are directly or indirectly related to the aforementioned purpose and objectives or that are necessary or useful for the realization of its purpose and objectives. Among other things, the association can solicit grants and contributions, grant security interests in its assets as well as, collaborate with, borrow from, grant loans to, provide guarantees for the obligations of, invest in the capital of, or, in any manner, directly or indirectly, take participations and hold a mandate in other legal entities, associations, bodies and companies of private or public nature, governed by Belgian or foreign laws.

# TITLE III. MEMBERS OF THE ASSOCIATION

## Article 5.

The association is composed of Full members, Network members and Individual members. Unless stated otherwise in these Articles of Association, ‘members’ shall refer to all categories of members.

All members of the association should be:

1. Committed to the values and principles of the association.
2. Committed to work collaboratively through programming and advocacy to advance the social model and human rights approach to inclusion.
3. Committed to collaborate with persons with disabilities, Organisations of Persons with Disabilities (OPDs), networks and all other stakeholders promoting a rights-based approach to development or inclusive humantiarian action.

## Article 6.

**6a** Full members are non-governmental organisations according to national law who are involved in and committed to inclusive development and/or humanitarian action, and who are committed to a human-rights approach.

**6b** Network members are international member-based networks working in the field of inclusive development and/or humanitarian action and composed of at least 10 (ten) independent national organisations.

The number of Network members should not exceed one third of the Full members.

To be eligible for membership of the association, Full and Network members must:

1. Be a legally registered and publicly accountable non-profit civil society organisation or network;
2. Have a proven track record of working internationally with a focus on lower and middle income countries;
3. Be independent to pursue their own development objectives
4. Have the financial resources to meet membership contributions and attend the General Assembly.

## Article 7.

Individual members are physical individuals who work in the field of inclusive development and/or humanitarian action. In addition, Individual Members must:

1. Demonstrate that they are working in the field of inclusive development and/or humanitarian action;
2. Agree that their interest in the network is not to support personal profit-making activities or to promote themselves within/outside the network;
3. If the individual works on a paid or voluntary basis for an organisation with similar interest to IDDC members, the individual needs to explain why an organisational membership is not being sought.

Expectations of IDDC of its individual members

1. Sharing experience and information;
2. Engaging in international networking;
3. Contributing resources to support the association’s activities (expertise, information, funding or personnel);
4. Pay annual membership fee;
5. Individual members cannot represent IDDC.

Individual members are entitled to:

1. Be members of Task Groups;
2. Receive all communication addressed to the association’s members;
3. Propose the formation of a new Task Group.

## Article 8.

Applications for membership must be submitted to the Board of Directors in writing in accordance with the procedure set out in the Members Guide.

The application shall first be reviewed by the Board of Directors. If the Board of Directors concludes that the application does not meet the membership criteria, the applicant may submit their application directly to the General Assembly. If the Board of Directors considers that the membership criteria are met, the Board of Directors will circulate the application to all members of the association. After a period of mutual discussion between the candidate member and the members of the association in accordance with what is set out in the Members Guide, the General Assembly decides on the admission of new members in accordance with the quorum and majority requirements applicable to an amendment of the Articles of Association.

## Article 9.

The minimum amount of the annual membership fee payable by Full and Network members is 1,100 (one thousand one hundred) Euros.

The exact amount of each Full and Network member’s annual membership fee is determined between the member concerned and the Board of Directors by a common agreement as defined in the Members Guide.

The annual membership fee of the Individual members is determined by the General Assembly.

## Article 10.

On its own initiative or on the initiative of a Full or Network member in accordance with what is set out in the Members Guide, the Board of Directors may propose the exclusion of members who compromise the moral or material interests of the association as defined in the Members Guide.

Exclusions will be pronounced by the General Assembly in accordance with the quorum and majority requirements applicable to an amendment of the Articles of Association, after the party concerned has been asked to supply a written or oral explanation to either the General Assembly or to the Board, at their option.

Members can resign their membership in writing by electronic mail, fax or letter to the Board, which will notify the General Assembly of the resignation. A notice period of one year applies. For the year in which the resignation becomes effective, the member concerned remains liable to pay a pro-rata amount of the membership fee, corresponding to the months that fall within the notice period.

## Article 11.

A member whose membership has terminated, for any reason whatsoever, loses all rights defined in applicable legislation or in the present Articles of Association, with effect from the date on which the termination becomes effective, it being understood that a resigning member is allowed to participate fully in the association’s activities during the notice period.

No member who has resigned or has been excluded or whose membership is terminated in any other way (nor his successors or beneficiaries) will have any right to the assets including the documentation of the association, nor to any reimbursement of contributions. Nor can such member claim or demand financial statements or accounts of the association. If such member has any debt towards the association, such debt shall immediately become due and payable.

# TITLE IV. GENERAL ASSEMBLY

## Article 12.

The General Assembly is composed of the Full members and Network Members. Each Full member and Network member has one vote.

Individual members may attend the General Assembly by invitation from the Board of Directors and will have an advisory role.

The bureau of the General Assembly consists of the person chairing the meeting.

## Article 13.

The General Assembly will have the following reserved powers:

1. amend the Articles of Association;
2. appoint and dismiss Board members, on its own initiative or on the proposal of the Board of Directors; election of the elections committee for Board elections in accordance with what is set out in the Members Guide;
3. grant discharge from liability to the Board members;
4. appoint and terminate the appointment of a Chair, a Secretary, a Treasurer and one or more Vice-Chairs;
5. appoint and revoke a statutory auditor or statutory auditors, determine his/her/their remuneration and grant discharge from liability;
6. approve the budget and annual accounts;
7. approve and exclude members;
8. dissolve the association voluntarily, appoint one or more liquidators and determine the beneficiary or beneficiaries of the liquidation surplus;
9. draw up and amend the Members Guide;
10. approve on an annual basis the strategic directions for the association as set out in an annual strategic plan;
11. the powers attributed to the General Assembly by virtue of the Articles of Association or mandatory provisions of the CCA.

## Article 14.

The General Assembly meets at least once a year. This ordinary General Assembly meeting will be held within six months after the closing of the previous financial year.

The General Assembly is convened by the Board of Directors.

The General Assembly is chaired by the Chair of the Board of Directors, or in their absence, by the Vice-Chair, the Secretary or the Treasurer.

Notice of the General Assembly, accompanied by the agenda, is given to all members by the Chair at least one month in advance by electronic mail, fax or letter.

An additional General Assembly meeting shall be convened at the instigation of the absolute majority of the Board of Directors or 1/5 (one fifth) of the Full and Network members.

Requests by Full or Network members to convene an additional General Assembly meeting are only permitted if they are sent to the Chair together with a written document which clearly and concretely states the purpose of the additional General Assembly meeting.

If so requested by a Full or Network member, items will be added to the agenda of the next General Assembly meeting for which the convening notice has not yet been sent out.

If so provided in the convening notice, the Full and Network Members can be given the possibility to cast their vote on all or a limited number of the agenda items electronically or in writing in advance of the General Assembly meeting. These votes shall be taken into account for the purpose of the calculation of the quorum and majority requirements applicable to the General Assembly meeting. The Board of Directors will take the necessary measures to ascertain that the capacity and identity of the Full and Network Members can be verified.

Upon a decision of the Board of Directors, members can be offered the possibility to participate in the General Assembly meeting remotely via an electronic means of communication provided by the association. If this is the case, such electronic means of communication shall, at a minimum, enable the Full and Network Members to directly, simultaneously and uninterruptedly follow the discussions at the meetings and to exercise their right to vote. The electronic means of communication must also enable the Full and Network Members to participate in the deliberations and ask questions. The way in which the meeting will be held and the procedures for remote participation shall be clearly and precisely indicated in the convening notice of the meeting. Any technical problems or incidents that may have prevented or hindered the participation in the General Assembly meeting or the voting need to be included in the minutes of the General Assembly meeting.

## Article 15.

Each Full or Network member can be represented by an individual appointed by their own organisation.

Members can authorise other members to exercise their vote. No member may represent more than two other members.

## Article 16.

Except if a stricter provision is included in applicable law or these Articles of Association, the General Assembly can only deliberate in a legally valid manner if at least three fifths (3/5) of the Full members and Network members are present or represented.

If this quorum is not reached at a given meeting, a second meeting can be convened, for which a convening period of no less than 15 (fifteen) days will apply, which can validly deliberate and take decisions, irrespective of the number of members present or represented.

Except if a stricter provision is included in applicable law or these Articles of Association, resolutions are adopted by an absolute majority (50% +1) of the votes cast by the Full and Network members present or represented. Abstentions, blank and invalid votes are considered not to have taken part in the voting.

When in these Articles of Association a quorum or majority requirement is expressed in function of the number of Full and Network members, the Full and Network members should be considered as one group, meaning that the quorum and majority requirements do not need to be fulfilled for the Full members as a separate group and for the Network members as a separate group.

The Full and Network Members can decide by unanimous written (including electronic) consent in all matters that belong to the powers of the General Assembly, except for modifications to the Articles of Association.

## Article 17.

Resolutions adopted by the General Assembly are recorded in minutes, signed by the Chair and the Secretary of the Board of Directors, and entered in the association’s register of records. The register is kept at the association’s registered office and is open to all members for inspection.

Third parties may ask to be informed about the resolutions adopted by the General Assembly. Their written request, giving reasons, should be sent to the Board, which is solely authorized to deal with the request.

The Chair will also send an excerpt of the minutes, which can be signed by the Chair, to third parties who have a direct interest in any resolution which has been adopted by the General Assembly.

# TITLE V. BOARD OF DIRECTORS

## Article 18.

The Board of Directors is authorized to carry out all acts and take all decisions that are necessary or useful for the realization of the purpose, objectives and activities of the association, with the exception of matters which fall within the reserved powers of the General Assembly.

The Board of Directors is composed of at least 5 (five) and no more than 9 (nine) individuals appointed by the General Assembly, each nominated by a Full or Network member.

In case there are the same or a fewer number of candidates than open positions on the Board, or in case there is only one candidate for an open position on the Board, a candidate shall be elected if the candidate obtains an absolute majority (50% + 1) of the votes.

In case there are more candidates than open positions on the Board, or in case there is more than one candidate for an open position on the Board, the candidate(s) with the highest number of votes shall be elected even if this is not an absolute majority (50% + 1) of the votes. In case of a tie, a second ballot will be conducted between the candidates with the same number of votes. In such case, the candidate who has obtained the highest number of the votes shall be considered elected even if this is not an absolute majority (50% + 1) of the votes. In case of a tie in the second ballot, the same mechanism will be repeated until a candidate obtains a higher number of votes than the other candidate(s). The nomination and election process is laid down in the Members Guide.

In exceptional cases, when five Board members cannot be appointed, the Board may operate with fewer than five members for a period of no more than 1 (one) year.

The Board members are elected for a term of 3 (three) years and are eligible for re- election twice consecutively. After a period of at least three (3) years in which a person does not serve as a Board member, that person may again be appointed as a Board member for the abovementioned periods.

## Article 19.

The General Assembly elects a Chair, a Secretary, a Treasurer and one or more Vice-Chairs (the ‘Officers’) for the same term as their Board mandate. At the occasion of elections, Board officer roles are elected first and additional Board members are elected second. The term of a position as Officer ends at the moment that the Board mandate of the relevant Officer ends. The mandates of the Officers can be renewed, it being understood that the mandate of the Chair can only be renewed once consecutively.

Their duties are determined by the General Assembly.

## Article 20.

The Board of Directors will meet at least twice every year in person or virtually, and at least once a year in person, except in case of extraordinary circumstances.

Meetings are convened by the Chair of the Board. Notice of the meeting, accompanied by the agenda, is given to all Board members by the Chair at least one week in advance by electronic mail, fax or letter. In case of urgency, the convening period of one week does not apply, provided that the reasons of urgency are motivated in the convening notice.

## Article 21.

Each Board member has one vote. Board members can authorize other Board members to exercise their vote, with the proviso that no Board member may represent more than two other Board members. The quorum for Board of Directors’ meetings is 3/5 (three fifths).

Resolutions are passed by an absolute majority (50% + 1) of the votes cast by the Board members present (or duly represented). Abstentions, blank and invalid votes are considered not to have taken part in the voting.

Resolutions of the Board of Directors can also be taken by unanimous written (including electronic) consent.

Resolutions adopted by the Board of Directors are recorded in minutes, signed by the Chair of the Board of Directors.

## Article 22.

Any Board member can voluntarily resign by written notice to the Chair of the Board of Directors. In case of resignation of the Chair, he or she shall give written notice hereof to the Vice-Chair.

On the proposal of the other Board members or on the initiative of the General Assembly, members of the Board can be removed by the General Assembly if they fail to fulfil their responsibilities.

In case a mandate of a Board member becomes pre-maturely vacant, the Board of Directors has the right to appoint a temporary replacement Board member in accordance with what is set out in the Members Guide. The Board of Directors is also authorised to re-designate the positions of Secretary, Treasurer, Vice-chair and Chair on an interim basis up to the next General Assembly meeting. The co-opted Board member shall hold office until the next General Assembly meeting.

## Article 23

The Board of Directors can decide to delegate the day to day management to the Coordinator. The Coordinator shall report to the Board of Directors. The Board of Directors can terminate the delegation of the day to day management to the Coordinator.

# TITLE VI. ORGANISATION

## Article 24.

The IDDC Members Guide, qualifies as the internal rules in the sense of the CCA. The most recent version of the Members Guide dates of xxx. This document includes:

* Values and principles
* The association’s mode of collaboration, processes, procedures and regulations

This document can be approved, modified and cancelled by the General Assembly in accordance with the quorum and majority requirements applicable to an amendment of the Articles of Association.

## Article 25.

Without prejudice to the general representation powers of the Board of Directors, the association shall be validly represented vis-à-vis third parties by 2 (two) members of the Board of Directors, acting jointly who do not need to supply proof of their powers with regard to the matter in question to third parties.

Without prejudice to the general representation powers of the Board of Directors, the association shall also be validly represented in legal proceedings, as plaintiff or defendant, as the case may be, by 2 (two) members of the Board of Directors, acting jointly, or by the Chair or by a person appointed for this purpose by the Board.

In case the Board decides to delegate the day to day management to the Coordinator, the association is also validly represented by the Coordinator for acts within the scope of the day to day management.

For acts within the scope of their specific powers, the association is also validly represented by special attorneys-in-fact appointed by the Board of Directors, by Board members having the power to represent the association, or, within the scope of the day to day management, by the Coordinator.

# VII. FINANCES AND ACCOUNTS

## Article 26.

The financial year starts on 1 January and ends on 31st December of the same calendar year. The annual accounts, as well as the budget for the financial year following the financial year to which these annual accounts relate, must be adopted by the Board of Directors and submitted to the General Meeting for approval within six months of the closing date of the financial year.

The annual accounts shall be filed, as the case may be, with the clerk’s office of the competent Enterprise Court or with the National Bank of Belgium.

In the event that the association meets the thresholds set out in the CCA, the General Assembly shall appoint one or more statutory auditors among the members of the Institute of Company Auditors in charge of auditing the financial situation, the annual accounts and the regularity of the transactions to be reflected in the annual accounts of the association in light of the law and these Articles of Association.

# TITLE VIII. AMENDMENTS TO THE ARTICLES AND WINDING UP

## Article 27.

A proposal to amend the Articles of Association, or to dissolve the association, must be made by the Board or upon request of at least 5% (five percent) of the Full and Network members of the association.

The Board of Directors must notify the members at least 3 (three) months in advance of the date of the meeting of the General Assembly at which the proposal will be considered, and of the proposed amendment(s).

The General Assembly can only validly deliberate on such proposal if at least three fifths (3/5) of the Full members and Network members are present or represented.

If this quorum is not reached at a given meeting, a second meeting can be convened, for which a convening period of no less than 15 (fifteen) days will apply, which can validly deliberate and take decisions, irrespective of the number of members present or represented.

Any resolutions taken are only valid if they have been adopted by a 3/4 majority of the votes cast by the Full and Network members present or represented. Abstentions, blank and invalid votes are considered not to have taken part in the voting.

According to applicable provisions of the CCA:

* amendments to the Articles of Association relating to the statutory purpose or the activities by which such purpose is pursued must be approved by Royal Decree;
* amendments to the Articles of Association relating to the powers and the functioning of the General Assembly must be recorded in a notarial deed; and
* amendments to the Articles of Association relating to the conditions for amendments to the Articles of Association or dissolution or liquidation or allocation of the assets must be recorded in a notarial deed.

The General Assembly determines the manner of dissolution and liquidation of the association.

In case of dissolution and liquidation, the General Assembly will appoint one or more liquidators and determine the powers of the liquidator(s). In such case the applicable reporting obligations set out in the CCA shall also be complied with. Besides, in those cases where this is required in accordance with the CCA, confirmation (e.g. of the appointment of the liquidator(s) and the distribution plan) will be requested from the court.

## Article 28.

Upon the closing of the liquidation of the association, its net assets (liquidation surplus) will be allocated to a not-for-profit organisation whose objects are similar to those of the association or, in the absence of such an organisation, to an altruistic cause, preferably to projects in developing countries for the benefit of people with disabilities.

# Transitional provisions and entry into force

The version of the Articles of Association as approved by the General Assembly on 11 May 2022 will enter into force immediately. The version of the Members Guide as approved by the General Assembly on 9 May 2022 will enter into force on 11 May 2022. Previous Board mandates of the Board members in office at the time of the entry into force of the modified Articles of Association shall be taken into account for the calculation of the maximum term of office as stipulated in Article 18.