



*International Association
of Economic and Social Councils and
Similar Institutions
(AICESIS)*

ARTICLES

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ARTICLES
of the
***International Association of Economic and Social
Councils and Similar Institutions
(AICESIS)***

adopted by the General Assembly in Rio de Janeiro (Brazil) on the 15th June 2012

Article 1
Name

An International Association of Economic and Social Councils and Similar Institutions, in brief AICESIS, (hereinafter called the Association) shall be set up between economic and social councils and similar institutions operating in the world.

Article 2
Registered office and General Secretariat

- 2.1. The registered office of the Association shall be in The Hague, in the Netherlands.
- 2.2. The General Secretariat of the Association will have its seat in the country and place as determined by the Board.

Article 3
Object

The object of the Association shall be, with a total respect for the independence of each of its members, to encourage and promote dialogue and exchanges between its members and, at a wider level, to encourage dialogue between economic and social partners in the world.

The Association will encourage the creation of economic and social councils ("ESC") in states which do not yet possess them and will contribute, through the exchange of work and the organization of meetings, to the prosperity and economic development of

peoples and to the emergence, in mutual respect and peace, of democratic civil societies in accordance with the principles of the United Nations and the Universal Declaration of Human Rights, as well as the fundamental principles and rights at work endorsed by all members of the ILO.

Article 4

Ordinary, associate and observers members

- 4.1. The Association has ordinary members, who are entitled to vote, and associate members with an advisory role.
- 4.2. The General Assembly may appoint observers. The observers shall have the rights as determined by the General Assembly.
- 4.3. Economic and social councils and similar institutions may join as ordinary members when they are autonomous with the authority on a national level that is based on the Constitution, a law, a decree or any other recognition from the authorities and represent a faithful representation of the economic and social interests.
- In the absence of such institutions at national level, one or more regional institutions may be accepted as observers.
- In cases where a country has more than one economic and social council or similar Institution, during meetings these councils will constitute only one delegation and shall express only one vote.
- 4.4. If an economic and social council or similar institution does not have legal personality the chairman of its governing body may be admitted as an ordinary member in his capacity as chairman.
- 4.5. The admission of a new member shall be decided by the General Assembly in accordance with the object of the Association stated in Article 3.
- 4.6. The General Assembly shall also decide on the admission of associate members.
- 4.7. On principle, the Organizations with a continental or supranational vocation are admitted as associate members. On their request, they can become ordinary members. If in these Organizations, there are national Councils, they have to be also members of the Association.

The General Assembly may grant the same right to become an associate member to any similar international institution that makes such a request.

- 4.8. In these articles, one understands by members the ordinary members and the associate members, except contrary specification express. All the ordinary members and associate members can take part in the activities of the Association.

Article 5
Internal bodies

The Association shall be made up of four internal bodies:

- a) the General Assembly;
- b) the Board;
- c) the Chairman;
- d) the General Secretariat.

Article 6
The General Assembly

- 6.1. The General Assembly shall meet at least once a year. A General Assembly may also be convened whenever the Chairman thinks such action desirable or when a number of ordinary members representing 10% of the votes of all ordinary members possessing voting rights do the request in writing to the board, stating the items to be placed on the agenda.
- 6.2. The General Assembly shall be convened by the General Secretary, acting on the instructions of the Board, by letters sent out to members at least thirty days beforehand, not counting the convening date and the meeting date, and without prejudice to Article 18, paragraph 3.

The convening letter shall mention the items on the agenda.

- 6.3. Except contrary arrangements the decisions of the General Assembly are taken in the majority absolute of the expressed votes. Blank or void votes are regarded as not expressed. Each ordinary member, so far as he was not suspended, has a voice.

The Chairman decides of the mode of the poll. However, when a member present having voting rights makes the request, a vote on the nomination, the suspension, or the resignation of a person will be made with secret bulletins.

- 6.4. If at the time of a vote on the nomination of a person, an absolute majority were not obtained during the first ballot, it is proceeded to a second free/open ballot.

If an absolute majority is still not obtained, it will be made a new turn between the candidates who, at the time of the second free ballot, collected

the greatest number of voices. If, in the event of application of the stated disposition of the preceding sentence, more than two persons remain in lists, it will be proceeded to an intermediate poll between those who, at the time of the second free vote, collected the greatest number of voices after the one who obtained the greatest number of voices or the greatest number of voices minus one. If an intermediate poll or a new poll does not end in a decision because of an equal division of the voices, it is the Board which decides.

- 6.5. In the event of an equal division of the votes on subjects other than the appointment of persons, no decision shall be taken.
- 6.6. The associate members shall have the right to attend the general Assemblies and to speak but they do not have the voting rights.
- 6.7. Members may arrange to be represented at a meeting, but only by another member of the association, authorized to do so, in writing. A member is not allowed to represent more than two other members.
- 6.8. The General Assembly shall be chaired by the Chairman of the Board. If the Chairman is absent, the Assembly shall choose a Chairman itself. The General Secretary or, in his/her absence, an Assistant General Secretary shall draw up the minutes.

The report either is approved and signed by the Chairman, and the writer of the report for the concerned meeting, or approved by the following General Assembly; in this last case, it is signed for approval by the Chairman and the writer of the minutes of this following meeting. The report shall be kept in the register of the official reports of the General Assembly.

- 6.9. The Chairman of the General Assembly shall be allowed to authorize non-members to attend the meeting or part of the meeting settled by himself.
- 6.10. The Board may resolve that each member has the right to directly observe the proceedings at the General Assembly by electronic means of communication. The Board may resolve that each member has the right to exercise his voting rights by electronic means of communication, either in person or by a power of attorney authorised in writing. To do so, the member must be identifiable through the electronic means of communication.
- 6.11. The Board may attach conditions to the use of the electronic means of communication. The notice of the meeting shall set out these conditions or state where they can be consulted.
- 6.12. For the purposes of paragraphs 7 and 10, the requirement of written form shall also be met if the power of attorney has been recorded electronically.
- 6.13. The Board may propose members to adopt any decisions which they could

adopt at a meeting, without holding a meeting, unless in the circumstances it is unacceptable according to criteria of reasonableness and fairness to give such opportunity.

A decision to be adopted without holding a meeting shall only be valid if the majority of the members entitled to vote have cast their votes in writing or by a legible and reproducible electronic communication in favour of the proposal concerned, provided however that decisions referred to in Article 18, paragraph 1 require a majority of at least two thirds of the members entitled to vote.

Those members shall forthwith notify the Board of the decision so adopted.

- 6.14. A decision as referred to in paragraph 13 shall be recorded in the minute book of the General Assembly by a member of the Board; at the next General Assembly the entry shall be read out by the chairman of that meeting. Moreover, the documents in evidence of the adoption of such a decision shall be kept with the minute book of the General Assembly and as soon as the decision has been adopted, all members shall be notified thereof.

Article 7

The Board – Structure, composition and role

- 7.1. The Association shall be run by the Board.
- 7.2. The Board shall have a minimum of ten members and a maximum of fifteen members. Members of the Board are necessary nominated by the ordinary members of the Association.
- 7.3. The General Assembly shall appoint the Board members. It takes care of a balanced composition of the Board taking into account the representation of the geographical areas. The Board consists of:
- two representatives for Latin America and the Caribbean;
 - five representatives for Africa;
 - five representatives for Europe;
 - three representatives for Asia, EurAsia and the Middle East.

Every two years the representation of the geographical areas in the Board will be reassessed applying the criteria set out below in this paragraph.

As soon as at least six members qualify as councils representing Latin America and the Caribbean or Asia, EurAsia and the Middle East, respectively, the number of representatives of such continent in the Board will be increased to three. An increase of representatives as set out above will result in a corresponding reduction of representatives of Africa and

Europe, provided however that the number of representatives of both Africa and Europe will not be reduced below three.

The General Assembly is authorized to resolve - both in a specific case and in general - that the composition of the Board will differ from the composition set out above in this Article 7, paragraph 3.

- 7.4. If the General Assembly has to appoint a Board member, the Board shall propose the names of the candidate or candidates for appointment.
- 7.5. The Chairman of the Governing Body of the economic and social council or similar institution responsible for organizing the following international conference referred to in Article 13 shall be a member of the Board. He shall also be, as a general rule, the Chairman of the Board.
- 7.6. The members of the Board resign at the end of the international Conference which follows their nomination.
- 7.7. The activities of the various members of the Board shall be defined by rules of procedure.
- 7.8. The Board may sit in case of vacant posts of administrators, but these vacancies must be filled at the next General Assembly.
- 7.9. The General Secretary, or one of the Assistant General Secretaries, shall be the secretary of the Board.
- 7.10. The associate members as mentioned in paragraph 7 of article 4 will be able to take part in the Board's discussions without having voting rights.

Article 8

The Chairman

- 8.1. The chair of the International Association will alternate every two years between continents as defined in article 7.3.
- 8.2. The members of the Association that are part of the continent holding the chair will propose as Chairman of the International Association the President of the ESC or of a similar institution who is appointed to organize the two-yearly international meeting.
- 8.3. The Chairman shall represent the International Association and exercise the powers conferred on him by the articles of association.
- 8.4. The Chairman of the International Association shall be a member of the Board.

- 8.5. The Chairman shall take the presidency of the Board and General Assembly.

Article 9
The Board – Procedure

- 9.1. The Board shall meet as often as the Chairman or two other Board members consider it desirable. Board members shall be given notice of a meeting at least thirty days beforehand, not counting the convening date and the meeting date, by the General Secretariat by means of a convening letter setting out the agenda.

In cases of urgency, as determined by the Chairman, it may be derogated to the above procedure and minimum notice period.

- 9.2. The Board decides in the majority absolute of the votes cast. It can deliberate only if the number of administrators present or represented to the meeting is at least equal to the first whole number above half of the number of administrators fixed by the General Assembly. No decision is made in the event of equal division of the votes.
- 9.3. Each Board member shall have one vote; blank or void votes shall be considered as not having been cast.
- 9.4. The minutes shall be signed by the Chairman and the secretary of the meeting concerned and approved by the Board.
- 9.5. The Board may also adopt decisions without holding a meeting, provided such decisions are adopted in writing or by legible and reproducible electronic communications and all members of the Board have expressed themselves in favour of the proposal concerned.

Article 10
Representation

- 10.1. The Association shall be represented by its Chairman or by a member of the Board duly authorized by the Chairman.
- 10.2. Subject to the approval of the General Assembly, the Board shall have the power to decide to conclude contracts to acquire, dispose of or mortgage registered goods and to conclude contracts whereby the Association stands as guarantor or undertakes, as joint debtor, to provide security for a third party or for the debts of others.

If such approval is not given by the General Assembly, the Board shall not be authorized to represent the Association to conclude these legal acts.

Article 11

In accordance with Article 18, the duties of a Board member shall cease, in the event of:

- a) resignation or permanent prevention;
- b) non-renewal, in accordance with Article 7, paragraph 6.

Article 12

General Secretariat.

- 12.1. The General Secretariat shall consist of a General Secretary and of Assistant General Secretaries. The General Secretary shall be appointed by the Board and may be suspended or dismissed from office by the Board.
- 12.2. Without prejudice to the preceding paragraph, the General Secretary is appointed for a four-year renewable term.
- 12.3. The duties of the General Secretariat are those which are allotted to it by these articles, as these are elaborated in the internal regulations, and those which are entrusted to him by the Board. The General Secretary shall be responsible for execution of and follow-up to the Board's decisions, in cooperation with the Assistant General Secretaries.
- 12.4. The General Secretary is responsible for the day-to-day running of the Association and may represent the Association to the extent authorized thereto pursuant to a power of attorney.
- 12.5. The General Secretary is paid an allowance by the Association and is also reimbursed for costs that he incurs on behalf of the Association by the Association unless otherwise decided by the Board.
- 12.6. Without prejudice to paragraph 1, the Assistant General Secretaries are appointed by the Board for a two-year renewable term taking into account that for each continent at least one Assistant General Secretary will be appointed.
- 12.7. Assistant General Secretaries are paid by the Councils they belong to. Their transport costs and reimbursement for accommodation may – fully or partially – be covered by the Association when they travel at the request either of the General Secretary or the Chairman.
- 12.8. Assistant General Secretaries may be suspended or dismissed from office by the Board.

Article 13

International conference

- 13.1. After consultation of the ordinary members, the General Assembly or failing the Board indicates an Economic and Social Council or a Similar Institution, ordinary member, to organize, with the assistance of the General Secretariat, an international Conference every two years.
- 13.2. The members shall be invited to attend the international conference; they shall form their delegation. The Board may invite other persons whose attendance is desirable.

Article 14

Members' obligations

- 14.1. Members shall:
- a) respect the articles, regulations and decisions of the Association; and
 - b) supply the Board with data that this one considers necessary for the proper implementation of the Association's duties.
- 14.2. Ordinary members shall pay an annual subscription determined in accordance with Article 15, paragraph 2.

Article 15

Finance, accounting period, balance sheet, profit and loss account

- 15.1. The Association shall be financed from subscriptions, subsidies, donations, inheritances, legacies and other assets.
- 15.2. The amount of the subscription shall be assessed every two years by the General Assembly. The amount of the subscription may be adjusted provisionally at any time by the Board, provided however that such adjustment shall be reversed if not approved at the next General Assembly.
- 15.3. The business year and the financial year shall be the same as the calendar year.
- 15.4. Within the six months following the end of the financial year, unless this deadline be extended by the annual General Assembly, the Board shall submit to the General Assembly a report on the state of the Association and the policy pursued. It shall submit to the Assembly for approval the balance sheet and the profit and loss account, together with a commentary. These documents shall be signed by the members of the Board. Where appropriate, mention shall be made of the reasons why any of the signatures are missing. Approval by the General Assembly of the documents referred to in this

paragraph shall discharge the Board of its management duties, unless the General Assembly expresses any reservations.

- 15.5. The General Secretary shall be responsible for managing the assets of the Association in accordance with the Board's instructions. He shall keep notes on the Association's assets which will make it possible to know constantly its rights and obligations.
- 15.6. The Board shall keep the documents referred to in paragraphs 4 and 5 of this Article for a period of seven years.

Article 16

Finance (cont.) and budget

- 16.1. If the documents referred to in Article 15, paragraph 4, are not certified as accurate by an auditor and presented at the General Assembly as stipulated in Section 393, first subparagraph of book 2 of the Dutch Civil Code, the General Assembly shall appoint each year a commission of at least two ordinary members, not forming part of the Board. This commission shall examine the Board documents mentioned in Article 15, paragraph 4 and report to the annual General Assembly. If this examination requires special knowledge, the commission may ask to be assisted by one or more experts at the Association's expenses.
- 16.2. The General Assembly may instruct an auditor, as stipulated in Section 393, first subparagraph, book 2 of the Dutch Civil Code, to examine the documents referred to in Article 15, paragraph 4, in accordance with Section 393, third subparagraph of book 2 of the Dutch Civil Code.

The General Assembly may release the auditor from this mission at any time.

The written audit certificate of the auditor on his audits shall be submitted to the General Assembly and the report on his conclusions will be submitted to the Board. The auditor may be invited to attend the General Assembly and to respond to questions raised in the General Assembly.

- 16.3. A draft budget shall be submitted by the General Secretariat to the Board. The Board shall submit it to the members for approval. The General Secretary shall be responsible for its execution, under the supervision of the Chairman of the Association.
- 16.4. In general terms, this budget shall cover the operation of the General Secretariat and the implementation of the programs selected by the Board.

Article 17
Rules of procedures

More detailed provisions shall be consigned in a set of rules of procedure which the General Assembly shall work out and amend on proposal from the Board.

Any provision in the rules of procedure which contradicts these articles shall be null and void.

Article 18
Special decisions

- 18.1. A decision aiming suspending or revoking an administrator, making modifications to the Statutes, or at dissolving the Association can be made only in the majority of at least two thirds of the expressed votes by a General Assembly to which at least half of the members having voting rights is represented.
- 18.2. If less than half the members with voting rights are present or represented at an Assembly where the agenda includes a decision such as those referred to in Article 18, first paragraph, a second Assembly shall be convened to be held within the sixty days following the first meeting; at this second meeting a decision similar to the proposal on the agenda for the first meeting may be taken by a majority of at least two-thirds of the votes cast, whatever the number of members present or represented.
- 18.3. A General Assembly such as that referred to in Article 18, first paragraph, must be convened at least ninety days before the date set for that meeting.
- 18.4. When a meeting having for object the examination of a draft amendment of the articles or rules of procedure is convened, it is advisable to take care that the convocation is accompanied by a document containing the exact formulation of the proposal. The foregoing shall be communicated in the notice of the meeting.
- 18.5. Amendments to the articles of association shall enter into effect as soon as a notarial act is made. Any person elected for this purpose by the Board or the General Assembly is authorized to execute the deed in question.

Article 19
Termination of the Association

- 19.1. The Association shall be dissolved:
a) by decision of the General Assembly in accordance with Article 18;

- b) by a declaration of bankruptcy following either closure for bankruptcy on the grounds of insufficient assets or insolvency;
- c) by a judge in those cases envisaged by law;
- d) by a total absence of members.

- 19.2. In the event of a dissolution under Article 19, paragraph 1, a), the members of the Board are in charge of its liquidation, unless the decision to dissolve the Association prescribes otherwise.
- 19.3. If the Association is dissolved because of a total absence of members, liquidators shall be appointed by the court at the request of the interested parties or the department of public prosecutions.
- 19.4. The General Assembly shall decide on the destination of any surplus balance.
- 19.5. The persons appointed for that purpose by the liquidators shall keep the books and articles of the Association for a period of seven years from the date of liquidation.
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