



(Unofficial Translation)

Articles of Association of The Association of Human Rights Institutes
(AHRI)

Title I. Form – Name – Seat – Objectives – Duration - Language

Article 1. Legal form - Name

The Association is an International Non-Profit Association governed by the Belgian Code for Companies and Associations and its modifications.

The name of the Association is “The Association of Human Rights Institutes”, abbreviated as AHRI.

Article 2. Seat

The seat of the Association is established in the Flemish Region or the Brussels Capital Region of Belgium.

Within these regions the seat can be transferred by simple decision of the Executive Committee, without a modification of the articles of association. Every transfer of the seat shall be published in the Annexes of the Belgian State Gazette.

Article 3. Objectives - Activities

The objectives of the Association are to promote research, education and discussion in the field of human rights.

The Association can realize its objectives *inter alia* through the following activities:

- Organizing seminars or conferences as a platform for academic discussions;
- Promoting cooperation on research and education activities;
- Initiating new research and education activities;
- Facilitating the exchange of staff members and students between the participating institutes;
- Providing, on request or on its own initiative, advice and consultancy to intergovernmental organizations, other international bodies, governments, parliaments, political parties, the judiciary, the legal profession, social institutions and groups.

Article 4. Duration

The Association is established for an indefinite duration.

Article 5. Language

Without prejudice to the application of linguistic regulations, the usual language of communication among the members of the Association is English.

Title II. General Assembly

Article 6.1. Composition – Rights and duties

1. The Association shall have a General Assembly that sees to the implementation of the objectives referred to in Article 3 and the other provisions of these articles of association.

The General Assembly shall consist of the directors of the participating institutes or their representatives.

The Assembly shall be presided by a Chair and Vice-Chair, who will be elected by and from the members of the General Assembly.

The Chair and Vice-Chair shall be elected for a term of three years, and are eligible to stand for re-election.

2. In the relationship with the Association, each member of the General Assembly shall also act as his/her institute's authorized representative.

3. The rights and duties of the General Assembly shall include:

- Approving the annual accounts and the budget as drawn up by the Executive Committee;
- Electing and dismissing the members of the Executive Committee, as referred to in Article 7;
- Appointing the Executive Secretary, as referred to in Article 8;
- The right to amend the articles of association of the Association, as referred to in Article 15;
- The right to decide on the admission of other members, as referred to in Article 9;
- The right to exclude members, as referred to in Article 9;
- The right to dissolve the Association.

Article 6.2. General Assembly meetings

1. The General Assembly shall be convened annually within six months after the closing of the financial year. The meeting of the General Assembly shall take place during one of the conferences organized by the Association.

2. The meetings shall be convened by or on behalf of the Chair.

3. The notice convening the meeting shall state the agenda, as well as the time and place of the meeting. The notice shall be sent out no later than one month before the meeting. It can be transmitted to the members through any means of communications.

Article 6.3. Decision-making

1. The General Assembly may only adopt decisions if at least two-fifths of its members are present.
2. The General Assembly shall adopt decisions by a simple majority of votes.
3. The Secretariat shall communicate the decisions of the General Assembly within two months after the meeting in writing or via e-mail.

Title III. Executive Committee

Article 7. Composition and functions

1. The Association shall have an Executive Committee that is in charge of the implementation of the objectives as referred to in Article 3 and the other provisions of these articles of association.

The Executive Committee shall be composed of the Chair, the Vice-Chair and the other representatives who shall be elected by the General Assembly for a term of three years, after which re-election is possible. The General Assembly shall determine how many members there shall be on the Executive Committee. The Executive Committee shall comprise at least six members. The General Assembly can dismiss the members of the Executive Committee at any time.

2. The functions of the Executive Committee shall include:
 - Determining a plan of activities based on the available budgetary means;
 - Maintaining contacts with grant providers and governmental and non-governmental organizations, institutions and persons who are interested in the objectives of the Association;
 - If required, setting up committees and working groups to assist the Executive Committee in the fulfilment of its functions;
 - Draw up the annual accounts and the budget.

Article 7.2. Executive Committee meetings

1. The Executive Committee shall meet at least once per year.
2. The meetings shall be convened by or on behalf of the Chair.
3. The notice convening the meeting shall state the agenda, as well as the time and place of the meeting. It can be transmitted to the members through any means of communication.

Article 7.3. Decision-making

1. The Executive Committee may only deliberate when at least six members are present.
2. The Executive Committee shall adopt decisions by a simple majority of votes (decisions can be taken during "in-between" sessions by phone, e-mail or other means of communication).

Article 8. Secretariat

1. The Association shall have a Secretariat charged with implementing the decisions of the Executive Committee and the management of the financial resources in accordance with the directives of the Executive Committee. The Secretariat shall consist of the Chair and the Executive Secretary.
2. The Secretariat shall prepare every year the annual accounts. The annual accounts shall be reviewed by the Executive Committee and shall be approved by the General Assembly.
3. The Secretariat shall be hosted by one of the participating institutes.
4. The appointment of the Secretariat by the General Assembly is for a term of three years, after which reappointment is possible.

Title IV. Members

Article 9. Membership

1. Membership in the Association shall be open to human rights institutes and comparable entities on the condition that they have a demonstrably independent and academic status and subscribe to all provisions of the articles of association. The Executive Committee shall carry out a provisional review of the applications to ensure that these conditions are met. Admission of members shall be decided upon by the General Assembly on the basis of a two-thirds majority of votes.
2. A membership application needs to be supported by at least one existing member.
3. Every member-institute is entitled to withdraw its membership when it feels necessary, at any moment.
4. A member-institute may be excluded by the General Assembly upon request by the Executive Committee and on the basis of a two-thirds majority of votes:
 - If the member-institute is dissolved;
 - If the member-institute no longer fulfils the criteria for membership;
 - If the member-institute fails to pay its membership fee for two or more consecutive years; or,
 - If the member-institute brings the Association into disrepute.

Title V. Contributions – Accounting Year – Annual Accounts – Credit Balance

Article 10. Resources - Contributions

1. The Association is dependent on contributions from participating institutes and external grant providers.
2. An annual membership fee is levied from all members. The amount is decided upon by the General Assembly.

3. All participating institutes are encouraged to include the Association and its members in collective projects and grant applications.

Article 11. Accounting year

The accounting year of the Association starts on 1 July of each year and ends on 30 June of each following year.

Article 12. Inventory – Annual accounts – Discharge - Budget

At the end of each accounting year the Executive Committee shall draw up an inventory as well as the annual accounts and the budget for the next accounting year.

As long as the Association corresponds to the legislative criteria in question, the Association carries a simplified accounting system which at least concerns mutations in cash or on the financial accounts, in accordance with the model established by Royal Decree, and the Executive Committee is exempt from the obligation to draw up a report in which it renders accounts for its policy. If not, the Executive Committee shall draw up the annual report in accordance with the applicable laws. The General Assembly can, with a simple majority of the votes, always oblige the Executive Committee to draw up this report.

At least one month before the General Assembly the Executive Committee shall transmit the aforementioned documents to the auditor(s) or the persons charged with the control of the Association, who shall draw up a report concerning their supervisory acts in accordance with the applicable laws.

Fifteen days before the General Assembly, the annual account and the budget for the next accounting year together with, if applicable, the reports of the Executive Committee, the auditor(s) or the persons charged with the control of the Association, shall be made available at the seat of the Association for inspection by the members.

Within thirty days after its approval by the General Assembly the annual accounts shall be submitted with the National Bank of Belgium.

After the approval of the annual accounts the General Assembly shall, by a separate vote, decide on the discharge of the members of the Executive Committee and of the auditor(s) or the persons charged with the control of the Association.

Article 13. Destination of the credit balance

The credit balance adds to the assets of the Association and can under no circumstances be distributed to the members by means of dividends or otherwise.

Title VI. Representation

Article 14. Representation

The Association shall be represented externally in legal and other matters by the Chair, the Vice-Chair or the Executive Secretary, with the powers to act separately.

Title VII. Amendments of the Articles of Association – Dissolution

Article 15. Amendments to the articles of association

These articles of association may only be amended by a two-thirds majority of the General Assembly. Proposals for amendments shall be formulated in writing and shall be sent to all members.

Article 16. Dissolution

The Association can be dissolved by the General Assembly with a two-thirds majority. Proposals to dissolve the Association shall be formulated in writing and shall be sent to all members.

After the settlement of all costs of liquidation, the debts and burdens of the Association, the net assets shall be transferred to an association, foundation, or establishment which pursues the same or equivalent objectives as the Association.

Title VIII. Applicable Law and Competent Court

Article 17. Applicable law and competent court

These articles of association shall be governed by Belgian law.

Any disputes shall be submitted to the competent Belgian courts.