

EUROPEAN ALLIANCE OF YMCAs (YMCA Europe)

CONSTITUTION

Preamble

The Association "EUROPEAN ALLIANCE OF YMCAs" (YMCA Europe) - (Evropská alliance YMCA), Company ID No.: 68406649 (hereinafter "Association") exists since 1973 and had its seats before in Germany and Switzerland. It was registered in the Czech Republic as an international non-governmental organization as of 9 December 1998. The association was registered until 31 December 2013 at the Ministry of Interior of the Czech Republic, subsequently with effect as of 1 January 2014, it was registered in the Register of Associations kept by the Municipal Court in Prague, Section L, Insert 9516 in accordance with the valid legal regulations. On 1 February 2016, the association also opened an office in Brussels, Belgium.

The General Assembly of the Association decided on 6th. May 2016 on amendments to the Articles of this Constitution in such manner that the Articles correspond to the requirements of valid legal regulations in Czech Republic.

Article 1 Name and registered office

The name of the Association is the EUROPEAN ALLIANCE OF YMCAs, official abbreviation is YMCA Europe and the Czech version is Evropská alliance YMCA. It is an International Non-Governmental Organization. The association also has an office in Brussels, Belgium, for the purpose of representation and the implementation of strategic objectives.

The registered office of the Association is in Prague.

Article 2 Purpose

The purpose of the Association is to be a working fellowship to strengthen National YMCAs (National Movements) where people grow in body, mind and spirit. The Association is the youth focused umbrella organization for the National Movements of Young Men's Christian Associations (YMCAs) within the European Area, which constitute its membership. As part of the Worldwide YMCA its main function is the support, the representation and development of its members.

The continuing basis of the work and witness of the Association is that adopted in Paris in 1855 (herein referred to as "the Paris Basis") by the delegates of the Young Men's Christian Associations who were then led by God to bring it into being, viz.:

"The Young Men's Christian Association seek to unite those young men who, regarding Jesus Christ as their God and Saviour, according to the Holy Scriptures, desire to be His disciples in their faith and in their life, and to associate their efforts for the extension of His Kingdom amongst young men.

Any differences of opinion on other subjects, however important in themselves, shall not interfere with the harmonious relations of the Constituent Members and Associates of the World Alliance."

Article 3 Status

The Association pursues exclusively and directly charitable aims and objectives and fulfils the set purpose with fully respecting Christian traditions and principles in co-operation with its members, following the regulations on tax-reduction.

Article 4 Aims and Objectives

The Aims and Objectives of the Association are in particular the following:

- a) to create and provide opportunities for the study and discussion of matters of common interest to its Members and to be the channel through which common policies and action for the European YMCAs are presented and promoted, and
- b) to coordinate and to promote the strengthening and extension of YMCA work in Europe, and
- c) to encourage the participation of its Members in the work of the World Alliance of YMCAs, and

- d) to help in the interpretation and implementation of the policies of the World Alliance of YMCAs to its Members, and
- e) to coordinate and facilitate all aspects of cooperation between its Members and with other YMCA Area Committees, the YWCA and other relevant agencies.

The Association is entitled to engage in business operations which support the fulfilment of its mission

Article 5 *Non-profit making Association*

The Association is non-profit making.

Article 6 *Use of financial resources*

The financial resources of the Association may only be used in accordance with its Aims and Objectives.

Any liabilities of the Association shall be met exclusively from the assets of the Association.

Article 7 *Use of expenses*

No person or Member may profit from expenses which do not correspond with the Aims and Objectives of the Association.

Article 8 *Membership*

The Executive Committee shall decide on membership.

Membership is open to all YMCA Movements in Europe (a Movement with membership is herein referred to as a "Member"). Only one organisation from any one country may in general be accepted as a Member. An application for membership by any organisation from a country already represented by a Member shall only be considered with the previous consent of that Member.

An application for membership shall be made in writing. The applicant shall submit the following to the Association:

- a) a duly authenticated copy of its resolution of acceptance of this Constitution, containing an undertaking to abide by it,
- b) a copy of its Constitution,
- c) a copy of its registration by the authorities in its country where possible,
- d) evidence that its work and witness are in accord with the Paris Basis and other statements or principles as adopted by the World Alliance of YMCAs from time to time,
- e) a declaration that those in charge of it will give a Christian leadership.

The Executive Committee shall be informed in writing of a proposed withdrawal from membership. Withdrawal can only come into effect at the end of a calendar year with notice of three months in advance.

Membership may at any time be revoked by the Executive Committee if in the opinion of that Committee a Member is not acting in harmony with this Constitution or is acting or is being conducted by its governing body in a manner which may bring itself, or the Young Men's Christian Association Movement generally, into disrepute.

Membership may also be revoked by the Executive Committee if an agreement with the Committee regarding payment of any outstanding contribution(s) is not reached within a period of time, the duration of which is at the sole discretion of the Committee. Normally such an agreement should be reached not later than one year after the contribution(s) is due to be paid. The Executive Committee may at any time reinstate membership that has been revoked.

Article 9 *Obligations and sanctions*

Each Member is obliged to pay an annual contribution to the Association. The amount of the annual contribution shall be decided by the General Assembly.

Any Member not paying its annual contribution for the last year or earlier years, will – unless the Executive Committee decides otherwise due to special circumstances – lose its voting rights until an agreement with that Committee regarding payment of the outstanding contribution(s) has been reached and confirmed in writing.

The Executive Committee may at any time reinstate voting rights that have been lost.

Article 10 *Financing*

The financing of the Association shall be achieved **in particular** by the following means:

- a) subscriptions, contributions and donations of its Members or others,
- b) income from programmes,
- c) contributions, donations, legacies and grants from institutions in accordance with relevant legal regulations,
- d) income from property of the Association.

Article 11 *Governing bodies of the Association*

The Association establishes:

The General Assembly as the Supreme body of the Association

The Executive Committee as the Statutory body of the Association

The Nominations Committee as the Nominating body of the Association

Article 12 *General Assembly - status and competence*

The General Assembly consists of all Members of the Association. The voting members decide on any subject duly submitted to it.

The following are under exclusive competence of the voting members (see article 14) in the General Assembly:

- a) receiving the annual reports of activities,
- b) approving the balance sheet and the financial report and accounts of the previous year,
- c) receiving the report from the External Financial Control Company and the discharge of the Executive Committee from any responsibility,
- d) approving the budget for the coming year,
- e) electing the Executive Committee (see article 16) and the Nominations Committee (see article 20),
- f) appointing the External Financial Control Company (see article 19),
- g) amending the Constitution (see article 21) and the dissolution of the Association (see article 22).

Article 13 *General Assembly - summons; quorum etc.*

The General Assembly shall be summoned by the President or in his/her absence by the Vice President, or in his/her absence by the Treasurer or in his/her absence by the Recording Secretary, to be held once per year at the latest until the end of June in each year.

The summons and agenda are to be sent to the Members not later than six weeks prior to the commencement date of the General Assembly.

Members wishing to have motions considered at the General Assembly shall send these to the President at least twelve weeks prior to the commencement date of the General Assembly.

The General Assembly is quorate when no less than half of the total number of the Members eligible to vote are present. If no quorum is formed, the President, or in his/her absence the Vice President, or in their absence another member of the Executive Committee shall summon another meeting with the same agenda within the period of 15 days from the previous meeting. Such summoned alternative meeting must take place within 6 months from the day when the meeting originally should have taken place.

This new General Assembly is quorate regardless of the number of Members eligible to vote are present. The summons must include information relating to this absolute quorum.

The President, or in his/her absence the Vice President, or in their absence a person assigned by the General Assembly shall chair the meeting.

The Recording Secretary, or in his/her absence another member of the Executive Committee, or in their absence another participant of the General Assembly shall take the minutes of the meeting.

The minutes of the General Assembly shall be signed by the Chairperson and the Recording Secretary.

Article 14 **General Assembly - voting right.**

Each Member eligible to vote shall have one vote. The number of any abstentions shall not affect the result of the vote. In case of voting equality, the Chairperson shall have the casting vote.

Elections, as defined in article 12e), shall be carried out by secret ballots if requested by a Member eligible to vote.

Election procedures for electing the members of the Executive Committee are described in the By-Laws

Article 15 **Extraordinary General Assembly**

An Extraordinary General Assembly shall be summoned by the President, or in his/her absence by the Vice President, or in his/her absence by the Treasurer or in his/her absence by the Recording Secretary if such shall be required by the Members eligible to vote of the Association. Such a General Assembly shall be summoned by the President, or in his/her absence by the Vice President, or in his/her absence by the Treasurer or in his/her absence by the Recording Secretary, on the written request of at least one fifth of the Members eligible to vote.

The meeting shall be summoned within 90 days after receipt of the request of at least one fifth of the Members eligible to vote.

An Extraordinary General Assembly is quorate when no less than half of the total number of the Members eligible to vote are present. If no quorum is formed, the President, or in his/her absence the Vice President, or in their absence another member of the Executive Committee shall summon another meeting with the same agenda within the period of 15 days from the previous meeting. Such summoned alternative meeting must take place within 6 months from the day when the meeting originally should have taken place. This new General Assembly is quorate regardless of the number of Members eligible to vote being present. The summons must include information relating to this absolute quorum.

The President, or in his/her absence the Vice President, or in their absence a person assigned by the Extraordinary General Assembly shall chair the meeting.

The Recording Secretary, or in his/her absence another member of the Executive Committee, or in their absence another participant of the Extraordinary General Assembly shall take the minutes of the meeting.

The minutes of the Extraordinary General Assembly shall be signed by the Chairperson and the Recording Secretary.

Article 16 **Executive Committee - composition etc.**

The Executive Committee shall consist of a President, a Vice President, a Treasurer, a Recording Secretary and five Assessors.

The members of the Executive Committee shall be elected by the General Assembly. The term of office is four years for the President, the Vice President, the Treasurer and the Recording Secretary and two years for the Assessors.

If a member resigns, substitute elections until the end of the remaining period will be held at the next General Assembly. Members of the Executive Committee shall hold their position until new elections take place.

At least two of the members of the Executive Committee shall be thirty years of age or less when elected. The Committee shall consist of both sexes.

Members of the Executive Committee may serve for a maximum period of four consecutive terms, but no person may serve more than two consecutive terms in any one position.

A candidate for the Executive Committee must, when nominated and elected, belong to a Member eligible to vote.

Any two persons, decided by the Executive Committee, out of the President, the Vice President, the Treasurer, the Recording Secretary and the Secretary General may legally represent the Association.

Article 17 ***Executive Committee - meetings, voting***

The Executive Committee meets at least twice per year, and in addition whenever this is requested in writing to the President by at least three of the members of the Executive Committee.

The summons and agenda for meetings of the Executive Committee shall be delivered at least two weeks before the determined date of the meeting.

The Executive Committee is quorate when at least half of the members are present.

If no quorum is achieved the meeting shall be reconvened as soon as possible after all members of the Executive Committee have been notified.

Decisions of the Executive Committee are taken by the majority of the votes of its members and who are present. The number of any abstentions shall not affect the result of the vote. In case of voting equality, the Chairperson shall have the casting vote.

Under exceptional conditions decisions may be adopted without the members of the Executive Committee coming together at a meeting. In such circumstances it is a requirement that all members shall indicate their prior approval in writing of both the procedure and the proposed decision.

The Secretary General shall take part in the meetings of the Executive Committee with the right to speak and to put forward proposals for decision.

Article 18 ***Executive Committee - responsibilities***

The Executive Committee shall be responsible for the Association's interests and shall decide on every matter relating to the Association's activities except those which are under the exclusive competence of the General Assembly.

The Executive Committee shall appoint the Secretary General and other staff members of the Association and shall determine the terms of their employment.

The Executive Committee shall have the authority to promulgate, amend and adopt By-Laws and Rules of Procedures. (see article 24)

Article 19 ***Financial Control***

The External Financial Control Company verifies the annual accounts of the Association. It will be appointed by the General Assembly on the proposal of the Executive Committee

Article 20 ***Nominations Committee***

The Nominations Committee processes the nominations for candidates for election for the members of the Executive Committee and the Nominations Committee and presents these candidates to the General Assembly. Its task will be described in the By-laws.

The Nominations Committee consists of between three and five members from Members eligible to vote and shall be elected by the General Assembly. Their term of office is two years. One of the members so elected shall be appointed the Chairperson by the General Assembly.

All nominations have to be forwarded to the Chairperson of the Nominations Committee not later than sixteen weeks prior to the commencement date of the electing General Assembly.

Article 21 ***Amendments to the Constitution***

This Constitution can only be amended by the General Assembly if the agenda specifying the proposed amendment(s) is sent to the Members at least eight weeks in advance of the commencement date of the General Assembly.

Any amendment of this Constitution can only be decided by a General Assembly which is attended by at least two thirds of the Members eligible to vote. If such an Assembly is not quorate, the President, or in his/her absence the Vice President, or in their absence another member of the Executive Committee shall summon another meeting with the same agenda in the period of 15 days from the previous meeting. Such summoned alternative meeting must take place within 6 months from the day when the meeting originally should have taken place. This new General Assembly is quorate regardless of the number of Members eligible to vote present. The summons must include information relating to this absolute quorum.

Any amendment to this Constitution requires a three quarters majority of the total votes (including abstentions) given.

Any amendment of this Constitution shall be effective from the close of the meeting at which it is approved.

Article 22 *Dissolution*

The dissolution of the Association can only be effected in accordance with the conditions in article 21.

In case of the dissolution of the Association or of the abolition of the Aims and Objectives of the Association, all property and finances of the Association are consigned to the World Alliance of YMCAs for use in future development of YMCA work in Europe.

Article 23 *By-Laws*

The Executive Committee shall have the authority to promulgate, amend and adopt By-Laws and Rules of Procedures from time to time. Such By-Laws and Rules of Procedures must not be inconsistent with the terms herein and in the event of any inconsistency the terms of the Constitution shall prevail.

The Executive Committee shall forward copies of the By-Laws and Rules of Procedures and of any amendments thereto to all Members immediately following such changes.

Article 24 *Legal status*

The Czech version of this Constitution is legally binding.

The Constitution was approved by the General Assembly of 15 May 1981.

The Constitution has been amended by the General Assemblies of 30 May 1987, 25 May 1990, 29 May 1992, 17 May 1996, 20 May 1998, 13 May 1999, 25 May 2001, 17 May 2012, 31 May 2014, 6 May 2016 and 30 April 2017.

Michael G A Will
(YMCA Europe President)

Diana Zarembienė
(YMCA Europe Recording Secretary)