

European  
Educational  
Exchanges



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# EUROPEAN EDUCATIONAL EXCHANGES

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# YOUTH FOR UNDERSTANDING

  

# CHARTER

EEE-YFU is an international non-profit organisation under Belgian law (AISBL) and is the umbrella organisation of Youth for Understanding (YFU) in Europe. YFU advances intercultural understanding, mutual respect, and social responsibility through educational exchanges for youth, families, and communities. EEE-YFU supports its 29 member organisations through capacity building, advocacy & representation, and knowledge building & networking.

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## **I. NAME, REGISTERED OFFICE AND PURPOSE OF THE ASSOCIATION**

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### **1. Name of the Association**

An international non-profit association (INPA) has been formed under the name “European Educational Exchanges – For Understanding,” abbreviated to “EEEYFU.” The full and abbreviated names may be used interchangeably.

This Association is governed by the dispositions of title III of the Belgian Law of June 27, 1921 concerning the non-profit organisations, the international non-profit

associations and the foundations, as modified from time to time (the “Law”), as well as by the Decrees in execution of that law.

### **2. Registered office of the Association**

The registered office of the Association shall be situated at Avenue du Suffrage Universel 49, 1030 Brussels, Belgium.

The Association may establish, by a decision of the Board, its registered office elsewhere in Belgium and/or open additional administrative offices abroad. Any changes to the registered office must, within one month following the decision of the Board, be communicated to the Belgian Ministry of Justice so as to be deposited in its file and to be published at the expense of the association in the Annexes of the Moniteur Belge (Belgian Official Gazette).

### **3. Purpose and Activities of the Association**

The Association is a non-profit organisation.

The purpose of the Association is to provide individuals with exceptional learning and growth opportunities both for their own educational benefit and to enable them to break the barriers separating nations, cultures and beliefs.

For this purpose the Association aims at serving as an instrument for co-operation primarily among Youth for Understanding (YFU) organisations in Europe, including but not limited to, by:

- (i) promoting intercultural understanding and education through youth exchange programmes in Europe,

- (ii) enhancing the public visibility of Youth for Understanding in Europe and within European institutions and organisations,
- (iii) enriching the experience of international exchange students participating in YFU programmes before, during and after their exchange experience primarily by facilitating specific educational and content-related activities carried out by YFU organisations for YFU programme participants in Europe, such as seminars, symposia, orientation, follow-up and evaluation programmes relating to these students' intercultural exchange experiences,
- (iv) assistance in planning and conducting international training for staff and volunteers carried out by YFU organisations in Europe, so as to improve and enhance their ability to implement educational youth exchange programmes.

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## **II. MEMBERSHIP**

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### **4. Members of the Association**

The Association may have two categories of members:

- (i) full members, and
- (ii) candidate members.

The Association shall have at least eight full members.

Any legal entity who

- (iii) is duly constituted according to its national laws, and
- (iv) enjoys such non-profit status as the laws of its country recognises or is actively pursuing the acquisition of such status, and
- (v) expressly, shares the objectives of the Association as specified in Article 3, may be admitted as a candidate or full member in accordance with Article 5.

### **5. Admission of members**

Subject to Article 4, admission of members is provided for as follows:

- (i) A candidate member is admitted upon application and subsequent approval by the General Meeting deciding by simple majority of the full members present or represented at the General Meeting. Every two years as long as such organisation remains a candidate member, the General Meeting will evaluate the status of such candidate

member and its progress towards being admitted and recognized as a YFU National Organization by the IAC, and decide by simple majority of the full members present or represented at the General Meeting whether to renew its status as candidate member. If such simple majority is not reached, such candidate member is excluded from membership.

- (ii) A full member status is automatically granted when a candidate member is admitted and recognised as a YFU National Organisation by the International Advisory Council (IAC) of YFU and the candidate member has informed the Board thereof in writing (by e-mail or letter).

If a full member ceases to be admitted and recognised by the IAC as a YFU National Organisation, it reverts to a candidate member status.

## 6. Loss of Membership

Membership belongs to each member and may not be assigned or transferred to any third party.

Any member can resign its membership at any time and this withdrawal shall be effective on January 1 of the year following the notification to the Executive Committee.

Without prejudice to Article 5(i) above, any member may be excluded from membership at any time by a decision of the General Meeting by a vote of two-thirds of all full members following a proposal by the Board of the Association. Before any such decision is taken, the member concerned is to be granted a possibility in the General Meeting of presenting its defence against any such proposal put forward by the Board.

Upon loss of membership, for any reason whatsoever, the member may not avail itself of any right with regard to the assets of the Association and shall have no further claims or liabilities with respect to the Association except for claims or liabilities accrued prior to the loss of membership or resulting from commitments made prior to the date of notice of withdrawal or exclusion, as the case may be, but appearing thereafter.

## 7. Membership fee

The General Meeting shall fix any membership fees payable by the members. Membership fees must be fixed by unanimous vote. An introduction or subsequent change of a membership fee requires a specific proposal by the Board of the Association which shall be communicated

to the members of the Association together with the notice on the invitation to the General Meeting (Art. 11 par. 3).

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## III. GENERAL MEETING

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### 8. Composition

The General Meeting shall be composed of all full members. All full members have voting rights and each full member shall be entitled to one vote. The candidate members may attend the General Meeting and participate in its deliberations, but without voting rights. The Board can invite potential members to attend a General Meeting as guests.

### 9. Powers vested in the General Meeting

The primary governing body of the Association shall be its General Meeting. The General Meeting shall accordingly be responsible *inter alia* for the definition of the general policy of the Association.

Without limiting the generality of the foregoing the following matters shall fall within the powers of the General Meeting:

- approval of business plans (including the annual programme of the Association's activities),
- approval of the budgets and accounts, including an unlimited right to revise the same as presented by the Board,
- admission of candidate and full members of the Association,
- renewal of the candidate member status of a candidate member,
- exclusion of members of the Association,
- election, discharge and dismissal of members of the Board,
- modification of the Charter,
- approval of the text of the internal regulations proposed by the Board, as well as the approval of any modification of the said internal regulations as proposed by the Board,
- approval of the annual report submitted by the Board,
- dissolution of the Association.

## 10. Election of the Chairperson

The General Meeting shall elect a Chairperson of the Association, who shall act as presiding officer of the General Meeting as well as the Board and the Executive Committee of the Association.

The Chairperson shall be elected for terms of three years expiring at the end of the respective Annual General Meeting and may be re-elected (consecutively) once. Nominations for the position of Chairperson will be made by the European Conference (Art. 14) — by majority vote — on the basis of candidacies proposed by any European YFU organisation eligible to participate in the European Conference. The nomination procedures will be determined by nomination guidelines to be adopted by the General Meeting following a proposal by the European Conference.

Should any candidate nominated by the European Conference not be elected by the General Meeting, the General Meeting may — by two-thirds-majority-vote — elect an alternative candidate who would be eligible for nomination by the European Conference and who will serve on an interim basis until either his or her election is confirmed by the European Conference or an alternative candidate is nominated and elected as described above. The same procedure applies in case the European Conference has failed to nominate any candidate.

The mandate of the Chairperson may be revoked at any time by the General Meeting. Any decision of the General Meeting relating to the dismissal of the Chairperson shall be adopted by a two-thirds majority vote of the full members present or represented.

## 11. Summons to the General Meetings

The General Meeting shall be convened in writing (by e-mail or letter) by the Chairperson annually. It shall be held in conjunction with a European Conference (Art. 14), provided that the YFU organisations in Europe have decided to hold such a conference.

Extraordinary General Meetings shall be convened by the Chairperson each time he or she deems that the interest of the association so requires. The Chairperson shall also convene an extraordinary General Meeting whenever he or she receives a written request therefore signed by one-third of the full members.

Notices shall be sent to each member at least one month prior to the date of the meeting. They shall indicate the date, time and place of the meeting and shall contain the agenda.

## 12. Functioning of the General Meeting

Each full member may be represented at any General Meeting by another full member holding a proxy therefore. A member may represent no more than two other members.

The General Meeting is considered to have a quorum when more than half the number of full members are present or represented at the meeting.

Votes shall be cast by open ballot through a show of hands unless secret ballot is requested by one member. Elections shall be held by secret ballot.

Unless all full members specifically agree to waive this procedural provision, no issue may be decided upon if it had not been contained in the agenda. In case not all full members are present or represented at the General Meeting such a decision may nevertheless be taken and will become effective provided that the respective full members will subsequently approve of this procedure.

Without prejudice to any provisions to the contrary contained in this Charter, resolutions shall be passed by a simple majority vote of the full members present or represented.

All resolutions adopted by the General Meeting shall be recorded in a special minute book and verified by the Chairperson, through application of his or her signature. The minute book shall be held available for inspection by the members at the registered office of the Association.

## 13. Written resolutions of the GM

Except for resolutions required to be recorded in a notarial deed, the General Meeting may adopt all resolutions within its powers through a written procedure. To this end, the board may propose resolutions in writing to all members by letter or e-mail, if it deems it in the interest of the association. From the date of the above communication, all members have two weeks to communicate any comments to the board by letter or e-mail. The board shall communicate these responses by letter or e-mail to all members. Following, or together with, the communication of the responses, the board may send a ballot, including the originally proposed resolutions, to all full members with the request to cast their vote by returning the completed ballot, dated and signed, within one month.

A resolution is deemed passed through this written procedure if it attains the required majority as set out in other provisions of this Charter.

The board shall inform all members within one month of the votes cast and whether the resolutions have been passed. It may also extend the deadline to cast ballots or withdraw the proposal.

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## **IV. EUROPEAN CONFERENCE**

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### **14. European Conference**

The European Conference is not a body of the Association and thus is not constituted under this Charter. The members of the Association acknowledge that the European Conference is an independent forum of the YFU organisations in Europe and serves primarily to coordinate and facilitate the Intra-European Exchange Programme as well as to pursue any other common interests of the European YFU organisations on the basis of cooperation between independent partners, consensus building and solidarity.

The European Conference is chaired by the YFU organisation, which hosts the annual European Conference, unless determined otherwise. The Chairperson of the Association shall cooperate with the Chair of the European Conference in determining the venue of both meetings. In preparing the European Conference, the Board and the Secretariat of the Association shall provide assistance to the YFU organisation hosting the European Conference if so requested by this YFU organisation and to the extent feasible considering the resources of the Association.

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## **V. BOARD AND EXECUTIVE COMMITTEE**

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### **15. Composition of the Board and the Executive Committee**

The Board shall consist of up to seven and at least five natural persons as members. The Chairperson of the Association as elected according to Article 10 is a member of the Board and shall act as its presiding officer. It consists furthermore of up to six additional members. These additional members will be elected by the General Meeting following nomination by the European Conference. The same procedures as in the case of the Chairperson (Art. 10) will apply to the election and dismissal of these members of the Board. Chairperson and Board members do not have to hold individual membership in the association, provided they are nominated under the procedures established in Art. 10.



The mandates of all members of the Board, including the Chairperson, are filled gratuitously.

The Board will establish from amongst its members the Executive Committee of the Association. The Chairperson of the Association shall act as the Chairperson of the Executive Committee. In addition the Board will elect a Treasurer and a Vice-Chair. The length of their mandate shall be the remaining time of their mandate in the Board at the time of election. The Vice-Chair shall act as Chairperson in case of the resignation of the Chairperson until the next General Meeting.

The positions of Chairperson, Treasurer and Vice-Chair may not be held by the same person.

The Executive Committee will act as subcommittee of the Board and shall report to the Board. In addition to the functions specifically foreseen for the Executive Committee by this Charter, the Board may entrust the Executive Committee with additional responsibilities and may empower it to act on behalf of the Board.

All deeds regarding the election, the revocation and the termination of office of the members of the Board and the Executive Committee of the Association shall be communicated to the Belgian Ministry of Justice or to his representative as to be deposited in its file and to be published at the expense of the association in the Annexes of the Moniteur belge (Belgian Official Gazette).

## **16. Meetings of the Board and the Executive Committee**

The Board shall meet not less than two times in each calendar year or whenever especially convened by the Chairperson. The call can be done in writing (e-mail or letter) or by verbal message.

The Executive Committee shall meet whenever especially convened by the  
Chairperson.

The Board and the Executive Committee may hold meetings by telephone (conference call) provided that all of their members approve.

## **17. Powers of the Board and the Executive Committee**

The Board has all powers of direction and administration, save for the powers attributed to the General Meeting.

Without prejudice of the powers attributed to the General Meeting and to the Board by this Charter, the members of the Executive Committee shall be vested with full power to act for the Association and to bind it by their signatures. The same shall apply in respect of any person appointed for such purpose by the Executive Committee.

Except in case of special authorisation all acts binding the Association shall be signed by two members of the Executive Committee.

All legal actions as plaintiff or defendant may be undertaken by the Executive Committee, acting on behalf of the Board and represented by the Chairperson or another person authorised by the Chairperson to represent it.

## **18. Resolutions by the Board and the Executive Committee**

The Board and the Executive Committee are considered to have a quorum when more than half the number of its members are present at the meeting.

Resolutions of the Board and the Executive Committee shall be passed by a majority vote of the members present. In case of a tie, the vote of the presiding officer shall be decisive.

Any resolution shall be registered in a special minute book co-signed by the presiding officer. The minute book shall be held at the disposal of the members of the Association.

## **19. European Training and Content-Related Activities**

In the context of planning and conducting of the Association's activities, the Board has the following functions:

- Collecting and processing information about training potential and training needs,
- Preparation of any recommendations to the European Conference and the General Meeting as well as the Board of the Association in respect of planning and conducting of the Association's activities in the area of European training and content related activities,
- Co-operation — on behalf of the Association — with the International Advisory Council and any other international bodies in YFU in respect of all training and content related EEE-YFU activities.

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## **VI. BUDGET AND ACCOUNTS**

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### **20. Financial year, accounts**

The financial years shall start on January 1 of each year and come to an end on December 31.

According to Article 53 of the Law, the Board -- following recommendation by the Executive Committee - shall prepare the annual accounts of the preceding financial year, as well as the budget for the next financial year and shall submit them to the General Meeting for approval during its first following meeting.

According to Article 51 of the Law, the annual accounts shall be introduced with the Ministry of Justice.

### **21. Financing**

The Association shall be financed through contributions or membership fees of its members as well as gifts, legacies and subsidies from private corporations, national or international institutions, governments and public authorities.

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## **VII. GENERAL PROVISIONS**

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### **22. Amendment of the Charter and Dissolution**

Without prejudice to Articles 50 I3, 51 I I2-3, 55 and 56 of the Law, any proposal aimed at amending the Charter or dissolving the Association shall be made by the Board or not less than two-thirds of the full members of the Association.

The Board must notify the full members of the Association at least two months in advance of the date of the General Meeting before which the said proposal is to be made as well as provide the full members with the text of the draft amendment. Unless all full members of the Association are present at the meeting or subsequently give their consent to the decisions taken by the meeting, no decision on an amendment of the Charter may be taken which would go beyond the changes that were foreseen by the draft amendment that had been provided to the full members prior to the meeting.

No decision aimed at amending the Charter or dissolving the Association will be valid unless it is voted by a majority of at least two-thirds

of the votes held by the full members present or represented at the General Meeting. However, if the General Meeting does not consist of at least two-thirds of the full members of the Association (present or duly represented), a new General Meeting will be called with a notification period of at least four weeks, which will decide finally and effectively on such proposal by the same majority of at least two-thirds of the votes but irrespectively of the number of full members present or represented.

Unless specified otherwise by the decision of the General Meeting, modifications of the Charter shall come into effect as soon as all formalities provided by Belgian law for the coming-into-effect of the amendment of a Charter of an International Non-Profit Association have been complied with.

The General Meeting shall determine the method of dissolution and liquidation of the Association.

In case of dissolution, the assets of the Association must be used to promote a disinterested purpose.

## 23. Governing law

Any matter not provided for in the present Charter, and more specifically the scope of liability of the members, as well as the obligations of the Association in the connection with the publications to be made in the Annex to the Belgian State Gazette, shall be settled according to Belgian law.