



IGLYO AISBL Statutes

Adopted in October 2023 in Podgorica, Montenegro

I. Name, Location and Duration

1. The Association's name is "The International Lesbian, Gay, Bisexual, Transgender, Queer & Intersex (LGBTQI) Youth & Student Organisation" (hereinafter referred to as "the Association"), which is shortened and referred to as "IGLYO".
 - a. The full and shortened denominations may be used together or separately. In all acts, invoices, announcements, publications, letters, order forms, websites and other documents, in electronic form or otherwise, emanating from the Association, the Association shall mention the following information: 1°) the name of the Association, 2°) the legal form, in full or in abbreviated form, 3°) the precise indication of the seat, 4°) the company number, 5°) the mention of the "Register of Legal Persons" and the competent court according to the registered office, [6°) the e-mail address and website of the Association,] and 7°) if applicable, the fact that the Association is in liquidation.
2. The Association is an international non-profit association and is governed by the Belgian Code on Companies and Associations (hereinafter referred to as the "BCCA").
3. The Association's headquarters are registered in the Brussels-Capital region.
 - a. The internet address of the Association is: <https://www.iglyo.com>;
 - b. The Association's headquarters may be changed to any other location following a decision by the Board, provided that such a transfer does not require a change in the language of the articles of association. The Board is also competent to change the internet address of the Association.
 - c. The Association's working language is English.
4. The Association is formed for an indefinite period of time.

II. Aims and Activities

5. The Association has the following not-for-profit international aims:
 - a. End discrimination against lesbian, gay, bisexual, transgender, queer and intersex (LGBTQI) youth and students
 - b. Fight all possible causes of discrimination against LGBTQI youth and students

- c. Support the emancipation of LGBTQI youth and students
 - d. Gather LGBTQI youth and students and act as one of its representatives
 - e. Fight multiple discrimination
6. The Association shall endeavour to reach its aims by all useful means, and shall carry out any activity directly or indirectly linked to its aims, in Europe or further abroad, alone or in partnership, by itself or through intermediaries. Furthermore, in order to reach its aims, the Association may undertake any action linked directly or indirectly to these aims, or that may help develop these aims, or that may facilitate their realisation.

III. Members and Membership

7. The Association comprises of Members (as defined hereunder).
- a. The Association comprises at least two (2) members.
 - b. Membership is open to non-governmental and non-profit organisations or groups, which:
 - i. represent lesbian, gay, bisexual, transgender, queer and/or intersex youth and/or students, their culture, or provide exclusive service to or support for them
 - ii. comprise mainly of LGBTQI youth and/or students, or have a specific department working on LGBTQI youth and/or student's issues
 - iii. representing lesbian, gay, bisexual, trans and/or intersex youth and/or students and groups within other organisations such as university groups; and
 - iv. has a minimum of 5 members
 - c. An organisation may not fulfil the criteria mentioned above and still be a member in one of the following cases:
 - i. The organisation was an existing member of the Association at the time of the ratification of the current articles of association; or
 - ii. The organisation's residential country makes it difficult or impossible for youth and students and/or LGBTQI organisations to register officially.

The Board may grant membership at its discretion, provided that all the other conditions listed in Article 7b are fulfilled.
8. Any organisation not wishing to become a Member or which does not meet the criteria for membership as described in 7b and 7c above may apply to become a "Friend of IGLYO", in accordance with a procedure defined by the Association's Executive Board (hereinafter referred to as "the Board"). Any organisation relevant to the objectives of the Association may apply to become a Friend of IGLYO. This may include but is not limited to, LGBTQI business organisations, governmental organisations or non-LGBTQI voluntary organisations. Friends of IGLYO do not take decisions in the Association, do not have voting rights at the General Assembly and may not nominate Board members.

9. An applicant for any category of membership in IGLYO must:

- a. Apply in writing, via standard membership forms, to the Board of IGLYO.
- b. Agree with and accept the present Statutes and the accompanying internal regulations of the Association (hereinafter referred to as the "Internal Regulations"), and agree with:
 - i. The aims listed in Article 5
 - ii. The Universal Declaration of Human Rights (United Nations, 1948)
 - iii. The European Convention on Human Rights (Rome, 1953)
 - iv. The Declaration of the Rights of the Child (United Nations, 1989)
- c. Provide a description of the organisation, its aims, its management structure and the composition of its membership.
- d. The Board will grant the appropriate membership on the basis of the fulfilment of these criteria.
- e. All membership admissions must be ratified by the delegates of the next General Assembly.

10. Membership is revoked by means of resignation, dissolution of the Member Organisation, or exclusion.

- a. Any Member may resign by notifying the Board in writing.
- b. Any Member failing to respect the present Statutes or the Association's Internal Regulations (as defined below), failing to meet the Association's financial requirements (as provided for by article 9 of the present articles of association), voluntarily working against the realisation of the Association's aims or its interests, ceasing to meet the membership criteria set out in Article 6 (a) and 6 (b) of the present Statutes, or likely to bring the Association into disrepute may be excluded as Member.
- c. A Member is excluded by a two-thirds majority of the General Assembly.
- d. The Board may also suspend the affiliation of a Member for the above-mentioned reasons until the next General Assembly. A suspended member may not nominate Board Members, submit motions or have its members participate in IGLYO's activities excluding the General Assembly.
- e. A Member facing an exclusion procedure may defend itself at the next Annual Members Conference, orally and/or in writing.

11. Financial obligations

- a. Members must contribute to the Association's working costs through an annual membership fee agreed upon annually by the General Assembly, upon proposal by the Board.

- b. Neither resigning Members nor excluded Members may claim rights to the Association's assets, and are not entitled to the reimbursement of previously paid membership fees.

12. In addition to their legal rights, Members hold the following rights:

- a. The right to be invited to the General Assembly each year.
- b. The right to obtain from the Associations' headquarters all official documents relating to the Association and decisions of the bodies of the Association, including the Membership registry and financial documents, to the extent that this right is granted to them by Belgian law and within the limits provided for therein.
- c. The right to call for an Extraordinary Members' Meeting when at least one tenth of all Members, coming from at least four different countries demand it.
- d. The right to nominate Board Members, submit motions and proposals to the agenda of the General Assembly within the timeframes established in Article 15.
- e. The right to be excluded solely via lawful procedures, with the relevant warranties.

IV. Management of the Association

13. The Association is composed of the following bodies:

- The General Assembly;
- The Executive Board, which is the governing body of the Association.

The Board may also appoint a governance team (hereinafter referred to as the "Governance Team") and an anti-racism team (hereinafter referred to as the "Anti-Racism Panel") in accordance with Article 27 of the present articles of association.

14. The General Assembly is composed of all the Association's Members and holds the broadest powers to take and enact all decisions in the interest of the Association, in line with the law or the present Statutes. The General Assembly is the only body that makes the following decisions:

- a. Approving the Association's budget for the next year and accounts for the last completed financial year every year.
- b. Approving the Association's activity reports for the previous and current years, and strategic report for the current strategic period every year.
- c. Amending the Statutes at least every other year.
- d. Electing and dismissing Board members every year. Vacancies which arose since the last General Assembly can be filled by the Board through co-option. The mandate of vacancies filled thus will run until the end of the current Board's mandate.
- e. Voluntarily dissolving the Association with a four-fifth majority.
- f. Excluding a Member.

- g. Setting the amount of membership fees every year.
 - h. Ratifying the Governance Team selection every other year.
 - i. Adopting Annual Work Plan every year.
 - j. Adopting Strategic Plans.
 - k. Adopting Position Papers.
15. The General Assembly meets at least once every year, within 6 months of the end of the last financial year, for the approval of the annual accounts.
- a. The General Assembly is called for by the Board, at least ten weeks prior to the meeting. The call contains the agenda for the meeting.
 - b. Members, unless suspended, may submit proposals for agenda items to the Board at least six weeks prior to the General Assembly.
 - c. General Assembly documents with the Board's comments should be sent out to all members at least 4 weeks prior to the meeting.
 - d. An Members' Meeting may be called for by at least one tenth of Members, from at least four different countries. The call for an Extraordinary Members' Meeting must contain the proposed agenda. The Members calling for an Extraordinary Members' Meeting commit themselves to attending the meeting.
 - e. Should it prove impossible to hold an offline Members' Meeting, the Board may decide to hold an online Members' Meeting with provisions for secret voting.
 - f. The General Assembly shall be chaired by a Chairperson who shall have the responsibilities laid out in the Association's Internal Regulations.
16. All Members have an equal voting right, each with one vote.
- a. Should one Member be absent, they may choose to give their vote to a proxy. Proxies must be non excluded Members. Any Member may only hold three proxies, expiring at the end of the General Assembly for which the proxies were given.
 - b. Friends of IGLYO do not have the right to vote
17. The quorum is met when the General Assembly comprises of 50% + 1 of its Members present or represented.
- a. Unless Belgian law or the present Statutes require differently, decisions are taken by absolute majority (50% + 1 of the votes present or represented).
 - b. The General Assembly may only adopt modifications of the present Statutes if these are explicitly mentioned in the call and if the General Assembly has a valid quorum.
 - c. Modifications of the Statutes may be adopted by two thirds of the votes present or represented.
 - d. Modifications of the Association's aims may only be adopted by four fifths of the votes present or represented.

- e. In the case of equal votes on reports, and other documents, the Chair must reopen the discussion, and call for another vote. In the case of equal votes after the second discussion, the proposal is rejected. For the Board elections, all candidates must receive a minimum 30% + 1 of all valid votes in order to be elected. In the case of a tie, candidates must go through another round of voting, the candidate with the greatest number of votes is elected.
 - f. In case the quorum for a General Assembly is not reached, a new General Assembly will be called for immediately afterwards. The Board may decide to hold an online Members' Meeting, in accordance with article 15e.
 - g. Decisions taken by a General Assembly are recorded in Minutes of the meeting, signed by one representative from IGLYO's existing Board and one representative from IGLYO's Secretariat who were both present at the General Assembly.
 - h. These Minutes are kept at the Association's Headquarters where all Members may consult them or request a copy.
 - i. Any member may ask for an electronic version of the signed Minutes.
18. The Association is managed by a Board, composed of minimum five and maximum nine members. The Board are physical persons from different member organisations, who are nominated by a Member organisation they represent. The Member organisations represented in the Board shall be based in different countries.
- a. At the time of their election or co-option, Board members must be between the ages of eighteen and thirty.
 - b. The members of the Board are elected by the General Assembly for a term of three years.
 - c. The mandate of Board members will start immediately at the end of the General Assembly at which they are elected.
 - d. Board members are elected in decreasing order of the votes in their favour.
 - e. Election of Board members takes place in a closed vote.
 - f. The tenure of a Board member ends by
 - i. The expiration of its mandate,
 - ii. resignation of the Board member
 - iii. revocation by the General Assembly,
 - iv. legal incapacity, or
 - v. death.
 - g. Members of the Board body may be dismissed at any time with immediate effect by the General Assembly, which shall decide on such dismissal at its discretion and without the need to state reasons, by a simple majority of the votes validly cast by the Members present or represented. Any member of the Board may also resign by giving written notice to the Chairperson(s) of the Board. A member of the Board, having resigned, shall be obliged to continue in office until such time as it is reasonably possible to provide a replacement.

- h. If a Board member should resign or otherwise quit its mandate before its mandate has ended, the Board may co-opt a new Board member through an open application process to members of the Association.
 - i. In order to achieve gender equality and diversity among the Board members, no less than two gender identities must be represented in the Board. If, two (2) weeks before the General Assembly, the candidates/members of the governing body do not meet this criterion, the governing body must send a reminder and make every effort to ensure the diversity of the candidates.
 - j. If by the published deadline the nominations received are equal to or less than the number of vacancies on the Board, then further nominations may be made at the General Assembly by the delegates of Member Organisations and the Board.
 - k. Every Board Member may serve a maximum of two terms.
 - l. The mandate of the Board member is not remunerated. Expenses incurred by the member in the exercise of its mandate as a member of the Board shall be reimbursed [in accordance with the policies laid down by the General Assembly].
19. At its first meeting after each ordinary General Assembly, the Board shall appoint from its members, for a mandate of one year, a Chairperson or two Co-Chairs, one secretary, and one treasurer.
20. The Board has all the power of management and administration of IGLYO in accordance with the applicable laws, the present articles of association, and the policies laid down by the General Assembly. The main duties of the Board include, but are not limited to, the following:
- a. To provide overall direction to IGLYO in line with IGLYO's vision, mission and values;
 - b. To oversee the implementation and evaluation of IGLYO's strategic plan and annual work program
 - c. To report on the activities of IGLYO to the General Assembly
 - d. In respect of the financial policy of IGLYO:
 - i. to ensure that accurate accounts are kept regarding the capital, the income and expenditure of IGLYO in due fulfilment of accounting requirements;
 - ii. to prepare and to submit the financial report and annual accounts of the previous financial year to the General Assembly for approval;
 - iii. to prepare and to submit an annual budget for the following financial year to the General Assembly for approval;
 - e. To recommend the exclusion of a Member of IGLYO to the general assembly
 - f. To act on behalf of IGLYO where necessary and undertake other functions for every purpose falling within the aims and objectives of IGLYO.

V. Delegation of Powers

21. In the fulfillment of its tasks, the Board will be assisted by a Secretariat directed by the Executive Director and other supporting staff.

- a. The Board can delegate the day-to-day management of IGLYO, as well as the representation of IGLYO with regard to that management, to one or several of its members or to one or several people designated for this purpose.
- b. If there is more than one delegation of authority for day-to-day management, the Board shall determine the respective powers and whether the persons responsible for day-to-day management act alone, jointly or as a collegiate body.
- c. The Board may delegate the completion of specific tasks to ad hoc groups composed of delegated members, and led by a member of the Board.
- d. The Board shall set its own agenda and determine its own schedule of meetings in order to carry out its functions. The detailed duties of the members of the Board may be provided for in a Board governance manual (hereinafter referred to as the "Governance Manual"). In addition to the present articles of association, the Governance Manual may provide for other provisions concerning the decision-making process within the Board.
- e. The Diversity & Inclusion Policy, present in the Governance Manual, shall provide guidance to ensure that gender, racial, ethnic and geographic balance within the members of the Board.

22. The position of Chairperson(s).

- a. In particular, the Chairperson(s) have the following responsibilities:
 - i. Call for General Assembly;
 - ii. Chair Board meetings;
 - iii. Act as the first representative(s) of the Association.

23. The Board meets as often as it deems necessary, but at least two (2) Board meetings shall be held per year. The Board should also meet if three of its members request it. The invitation to the Board meeting shall be sent by the Chairperson(s) jointly to every Board member and Executive Director by email or by any other means of communication providing a first draft agenda, the time and place of the meeting as well as the supporting documents.

- a. The meetings of the Board may be held in person and/or by video-conference, web-conference, conference call, or by any other means of telecommunication.
- b. The Board is a collegial body and shall take its decision by consensus. When consensus is not reached, decisions are made with a simple majority of the votes without considering abstentions and blank votes, provided that at least half of the Board members are present or represented. Each Board member has one vote.
- c. The Boards' decisions are recorded in the meeting minutes, which are stored electronically at the Association's headquarters.
- d. Further provisions regarding the decision-making process within the Board may be laid down in the Governance Manual.

24. The function of a Board member does not establish personal obligations outside of the execution of their Board mandate.
25. The financial year starts on the first of January and ends on the thirty-first of December of every year.
- a. The Board shall submit to the General Assembly a proposed budget for the upcoming financial year.
 - b. The Board must submit to the General Assembly the accounts of the previous financial year as foreseen by Article 1913 (da), established in conformity with article 3:47 of the BCCA.
 - c. Should the Association reach two of the three criteria set by article 3:47, §2 of the BCCA, the General Assembly designates an administrator, and determines, if it wishes so, their remuneration.
26. The Association may receive income from, but not exclusively, the following sources:
- i. Membership fees, which shall be reviewed by the General Assembly
 - ii. Grants
 - iii. Donations
 - iv. Sponsorships
27. The Board and Secretariat will select two Advisers who form the Governance Team & three Advisers who form the Anti-Racism Panel. This selection must be ratified by the next General Assembly.
- a. The Advisers' mandate runs for three years, starting and ending at the relevant AMC
 - b. The Governance Team's Advisers' role is to provide governance, financial and human resources advice to the Board and Secretariat, including an annual independent assessment on the books as they are presented to the General Assembly.
 - c. The Anti-Racism Panel's Advisers' role is to provide intersectional, anti-racist, and anti-colonial advice to the Board and Secretariat, and to offer resources and training to the General Assembly.
 - d. The Governance Team can also submit independent motions or suggestions to be discussed and voted on by the General Assembly at the AMC.
28. The Board may adopt Internal Regulations in line with the Association's aims, which should be followed by all Board members, Member Organisations, and anyone else to whom they pertain. They should be approved by the General Assembly.