

## **Bylaws of the International Association of Professionals in Humanitarian Assistance and Protection (PHAP)**

Adopted by the PHAP General Assembly on 25 May 2010 in Brussels.

*(Shortened unofficial English version of 12 September 2010,  
extracted from the original "Acte constitutif" in French)*

*Modified by the General Assembly in Brussels on 29 December 2014  
and  
in Geneva on 22 June 2016.*

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### PART I – Name, location, purpose and duration

#### Article 1: Name

The Association is an International Non-Profit Association called the "**International Association of Professionals in Humanitarian Assistance and Protection**", abbreviated as "**Professionals in Humanitarian Assistance and Protection (PHAP)**". It can also use the French denomination "**Association Internationale des Professionnels de l'Assistance et de la Protection Humanitaire**" abbreviated as "**Professionnels de l'Assistance et de la Protection Humanitaire**".

It is hereinafter referred to as the "Association".

The name must always be preceded or followed by the words "International Non-Profit Association" or the initials "AISBL".

This Association is governed by the provisions of Title III of the Belgian Law of the 27 June 1921 on non-profit organizations, international associations and foundations.

#### Article 2: Location

The headquarters of the Association is established at Avenue de la Chasse 133, 1040 Brussels, Belgium. It can be transferred to any other place in Belgium by decision of the Board of Directors, to be published in the Annexes of the *Moniteur belge* in the month of its decision.

### Article 3: Mission

The Association pursues the following non-profit international objectives:

- To establish a global space for peer-to-peer professional exchanges, dialogue and collaboration on humanitarian assistance and protection across institutions and regions worldwide;
- To offer professional development pathways to individuals engaged in humanitarian assistance and protection, including a process of incremental certification recognized by governments and international governmental and non-governmental agencies;
- To facilitate the participation of professionals in global exchanges on humanitarian action through the use of practical information and communication technology tools;
- To establish a series of thematic working groups to delve into critical and emerging challenges of humanitarian assistance and protection, in collaboration with research centers active in this domain;
- To partner with international humanitarian actors, government agencies, major non-governmental organizations, and other entities in the development of educational and policy activities to strengthen the protection of vulnerable populations.

The activities that the Association intends to undertake to achieve its goals are:

- Analysis in the fields of policy and international relations;
- Professional training activities and communications (including publications) in the relevant areas of humanitarian crisis management;
- Organization of thematic conferences promoting exchanges among professionals;
- Consultative and advisory services toward governments as well as public and private organizations engaged in these areas.

More generally, the Association may take any action relating directly or indirectly to the achievement of its mission.

### Article 4: Duration

The Association is established for an indefinite period. It does not end by death, legal incapacity, resignation, exclusion or dissolution of a member.

## PART II – Membership

### Article 5: Membership Categories

The Association is composed solely of individuals and is open to Belgians as well as foreigners. It includes two categories of membership: governing members and regular members.

- Governing members, amounting to a maximum of 75 individuals, consist of (i) individuals present or represented at the establishment of the Association, and (ii) persons admitted as such afterward under the present Bylaws;
- Regular members consist of an unlimited number of persons joining as such the Association after its creation under the present Bylaws.

The acquisition of the governing or regular memberships implies adherence to the provisions of the Association's Bylaws in their latest amended version, as well as all rules, as laid down or approved by the Association.

Governing members undertake to perform the functions assigned to them by the Board of Directors and to participate actively in the development of the Association.

### Article 6: Admission of Members

The candidacy for governing and regular member status should be made in writing and mailed (including by electronic mail) to the Secretariat of the Association.

The selection and admission of governing members is decided by the General Assembly at a two-thirds majority of the governing members present or represented, on a proposal of the Board of Directors. The governing members are selected on the basis of their experience in the planning, implementation, and evaluation of humanitarian assistance and protection activities, their engagement toward the professionalization of humanitarian action, and their expertise in the domains of the Association. The General Assembly does not have to justify its decision.

The selection and admissions of regular members is decided by the Board of Directors. Regular members are selected on the basis of their professional experience in the field of humanitarian action. The Board of Directors does not have to justify its decision.

### Article 7: Annual Dues

All members pay an annual due to the Association. The General Assembly determines the amount of the due up to a maximum of Euros two hundred (200 €) on a proposal by the Board of Directors.

The annual due for the first financial year is fixed to Euros eighty (80 €).

The Board of Directors may establish specific classes of members who are relieved from their statutory obligation of paying dues in the first year of their membership.

## Article 8: Termination of membership

Membership to the Association may be terminated in each of the following circumstances:

- Member may resign by sending their resignation notice in writing by mail (including by electronic mail) to the Secretariat of the Association at least fifteen days before the effective date of the resignation;
- In case of exclusion of a member as provided below.

The exclusion of a governing member of the Association for serious reasons may be proposed to the General Assembly by the Board of Directors, after hearing the defense of the concerned individual in writing. The exclusion of the governing member is pronounced by the General Assembly at the simple majority of the governing members present or represented.

The Board of Directors may suspend the individual concerned until the decision of the General Assembly.

The following are considered serious reasons:

- Detrimental behavior toward the Association, its members, its objectives or interests;
- Purposeful breach of an obligation arising from the Bylaws or other rules of the Association.

The exclusion of a regular member of the Association may be decided by the Board of Directors for serious reasons or for the non-payment of dues prescribed after a reminder procedure decided by the Board of Directors.

The Board of Directors shall elaborate in the first year of its mandate a code of ethics for the members of the Association, clarifying its interpretation of the reasons for the exclusion of members.

In all cases of exclusion, the Assembly or the Board of Directors will communicate their decision within fifteen days of their decision. Whoever loses the membership has no right whatsoever over the corporate assets, which continues to benefit exclusively the Association.

## Article 9: Miscellaneous

Members, whether governing or regular, as such assume no responsibility for the liabilities of the Association.

## PART III – General Assembly

### Article 10: Composition

The General Assembly consists of all the governing and regular members of the Association.

### Article 11: Responsibilities

The General Assembly has all the powers to achieve the mission of the Association which are not vested in, or which it does not delegate to, the Board of Directors.

In particular, the competence of the General Assembly includes the following powers:

- The appointment and dismissal of Directors and, if applicable, (the) Commissioner(s);
- The admission and the exclusion of governing members;
- The amendment of these Bylaws;
- The approval of budgets and annual accounts;
- The approval of dues;
- The discharge of Directors and, if applicable, Commissioner(s);
- The voluntary dissolution of the Association.

The Assembly cannot decide on issues that are not brought to the agenda.

### Article 12: Meetings, notices and chair

The General Assembly meets at least once a year to, inter alia, approve the annual accounts of the previous year and approve the budget for the year ahead. This meeting is called ordinary.

It shall also meet as decided by the Board of Directors or upon request of two-thirds of governing members, whenever the interest of the Association requires. This meeting is called extraordinary.

The notice of ordinary and extraordinary General Assembly including the agenda should be sent to governing and regular members by electronic mail at least fifteen days before the meeting.

The meeting takes place at the place specified in the notice, decided by the Board of Directors. The Board of Directors shall likewise determine the date and time of the meeting.

The notice periods may be shortened by the Board of Directors in case of emergency which must be proved at the beginning of the meeting thus called.

The General Assembly is chaired by the President of the Board of Directors or, if unable to act, by the Vice-President of the Board of Directors.

The General Assembly can validly deliberate only if at least half of the governing members are present or represented. A governing member is considered present if he or she physically takes part in the

Assembly, or is participating through teleconferencing. If this condition is not met, another meeting of the General assembly is convened by the Board of Directors without delay by a new notice sent to governing members by registered mail at least fifteen days in advance with the same agenda. This new Assembly deliberates whatever the number of governing members present or represented. This fact must be specifically stated in the notice.

#### Article 13: Deliberations, Voting and Representation

Except as otherwise provided herein, the General Assembly decides by simple majority of the governing members present or represented.

Only governing members have the right to vote. Each governing member has one vote in the General Assembly. Regular members can participate in the General Assembly in an advisory capacity and have a consultative voice.

Each governing member may be represented by a person holding a written proxy whose terms can be agreed by the Board of Directors. However, a person may not hold more than three proxies to represent governing members absent.

Minutes of General Assembly meetings must be compiled and produced after each meeting, to be signed by the President. A copy of the minutes is made available to all governing and regular members. The minutes of the General Assembly are archived in a dedicated registry kept at the headquarters of the Association.

## PART IV – Board of Directors

### Article 14: Composition

The Board of Directors is composed of at least three governing members elected by the General Assembly by simple majority of governing members present or represented.

Members of the Board of Directors are appointed for a term of up to three years and may be re-elected. Only governing members may be part of the Board of Directors.

The duties of the Directors cease upon death, resignation, incapacity or being placed under civilian interim administration, expiry of the term for which the warrants were granted or revocation by the General Assembly acting by a two-thirds majority vote of governing members present or represented.

In case of vacancy in the Board of Directors, the remaining directors may temporarily appoint a replacement. The administrator so appointed shall hold office until the next meeting of the General Assembly.

At the discretion of the Board of Directors, paid staff of the Association may attend the meetings of the Board of Directors, but do not hold voting rights.

### Article 15: Responsibilities

The Board of Directors is responsible for administering the affairs of the Association and the accomplishment of specific tasks that the General Assembly may assign.

The Board of Directors may decide to set up special committees, determine their duties and missions as well as their mode of operation and composition. The Board of Directors may also decide on any measures to promote the mission and objectives of the Association.

### Article 16: Internal procedure

For the duration of their term, and this at its first meeting after its appointment, the Board of Directors elects, by simple majority, a President, a Vice-President and Treasurer. The functions of President, Vice-President and Treasurer of the Board of Directors may be revoked by the Board of Directors acting by a two-thirds majority of its members present or represented.

The Board of Directors may also agree on the allocation of specific responsibilities to other governing or regular members.

The Board of Directors may adopt internal regulations specifying the responsibilities of all management and administrative entities of the Association.

The Board of Directors may delegate the daily management of the Association to an individual, member or not of the Board of Directors or the General Assembly.

The withdrawal of the daily management responsibilities can be decided by the Board of Directors acting by a two-thirds majority of its members present or represented.

All documents relating to the appointment, dismissal and termination of appointment of Directors and the delegation of daily management are published in the *Moniteur belge* in accordance with applicable legal regulations.

#### Article 17: Costs

The members of the Board of Directors engage in this role on a voluntary basis and may only be compensated for actual costs incurred and transport costs. The Board of Directors determines the reimbursement procedure and the limits of coverage.

Members of the Board of Directors do not receive attendance fees. For activities that exceed the usual scope of the function, members of the Board of Directors may receive appropriate compensation.

#### Article 18: Representation of the Association

All management activities of the Association, except for acts of daily management, are validly signed by two Directors acting jointly, without the justification of a prior decision of the Board of Directors, or within the daily management limitations agreed by the Board of Directors.

Any legal action or arbitration conducted as plaintiff or defendant before the ordinary courts or other courts are initiated and monitored by the Board of Directors represented by two Directors acting jointly.

The Directors and the person in charge of the daily management do not acquire any personal obligations with respect to their engagement or their activities toward the Association. Their liability is limited to the mandate they have received and serious cases of misconduct in their management.

#### Article 19: Notices, deliberations and votes

The Board of Directors meets at least twice a year and as often as the interests of the Association so requires, to be convened and chaired by the President or in his absence, the Vice-President. The notice is sent by letter, fax, electronic mail or other means of written communication.

The Board of Directors meets at the place specified in the notice. This includes the agenda of the meeting.

The Board of Directors may only deliberate if a majority of its members are present or represented. The members are considered present though their physical presence at a meeting or via teleconference. Each Director may be represented by another member of the Board of Directors. However, a Director may not hold more than one proxy.

Unless otherwise provided for herein, decisions are taken by simple majority. In case of a tie, the President has the casting vote.

Minutes of Board of Directors meetings must be compiled, to be signed by the President or Vice-President. A copy of the minutes is made available to all the members of the Board of Directors. The minutes of the Board of Directors meetings are archived in a dedicated registry kept at the headquarters of the Association.

## TITLE V – Annual accounts and budget

### Article 20: Annual accounts and budget

The fiscal year begins on 1 January and ends on 31 December of each year.

The annual accounts of the past financial year and the budget the following year are established by the Board of Directors each year and submitted to the General Assembly at its next meeting for approval. These documents are sent to the governing members together with the notice convening the General Assembly.

The accounts are maintained on file at the headquarters of the Association in accordance with the applicable legal regulations.

The accounts are maintained in accordance with sound accounting practice applicable to Belgian international non-profit associations.

Unless the Association shall appoint a Commissioner, each governing member has the broadest powers of investigation and audit of accounts. This power is exercised at the headquarters of the Association without moving to the intervention of the individual that the governing member will appoint from within or outside his or her ranks.

## TITLE VI – Amendments to these statutes, dissolution and liquidation

### Article 21: Amendments of the Bylaws

Without prejudice to Article 50 § 3, 55 and 56 of the Act from the 27 June 1921, any proposal to amend the Bylaws or the dissolution of the Association must be issued by the Board of Directors or at least two-third of the governing members of the Association.

The Board of Directors shall inform the governing and regular members of the Association, at least one month in advance, the date of the meeting of the General Assembly to decide on such proposal and the proposed amendments.

Any amendment must be adopted by a two-thirds majority of the governing members present or represented, recorded by an authentic act and under the terms of the quorum established at Article 12. The amendment can produce effects only after being subject to the publicity requirements provided by the law and, if applicable, have been approved by royal decree.

### Article 22: Dissolution and Liquidation

The dissolution of the Association may be decided by the General Assembly acting by a three-quarters majority of governing members present or represented, under the terms of the quorum provided for in Article 12.

Article 23: Allocation of funds

In case of dissolution of the Association, the assets will be allocated in their entirety to an institution pursuing a goal of public interest similar to that of the Association and benefitting from tax exempt status.

In no case may the assets be returned to the founders or members, nor be used for their benefit, neither entirely or partially and in any manner whatsoever.

TITLE VII – General Provisions

Article 24: Language

The Board of Directors will prepare a version of these articles in English. Only the French version will be published in the Official Gazette and shall be enforceable.

Article 25: General terms

Anything that is not expressly governed by these Bylaws or internal regulations shall be governed in accordance with the provisions of Title III of the Act from the 27 June 1921 on non-profit organizations, international associations and non-profit foundations.

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