



International Association of Economic and Social Councils and Similar Institutions
(AICESIS)

ARTICLES

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ARTICLES

of the

International Association of Economic and Social Councils and Similar Institutions (AICESIS)

***adopted by the General Assembly in Rio de Janeiro (Brazil) on the 15th June 2012,
amended by the General Assembly in ... ()...20..***

PREAMBLE

We, members of the International Association of Economic and Social Councils and Similar Institutions (AICESIS), with the total respect for the independence of each of its members,

RECOGNIZE the important role our institutions play in our countries,

RECOGNIZE that AICESIS could make a significant contribution to world economic, social, cultural, and environmental development and are committed to this goal;

CONVINCED of the need to exchange experience and best practices among our national economic and social councils and similar institutions;

RECOGNIZE the objectives of AICESIS which aim to promote the development and strengthening its members – national economic and social councils and similar institutions in the common interest;

INTEND to play an important role in long-term development of our countries and international stabilization based on ethical values and good governance.

Chapter 1. General provisions

The following definitions are adopted in this ARTICLE:

AICESIS	International Association of Economic and Social Councils and Similar Institutions (AICESIS) stipulated in the provisions of Articles 1 and 2.
Presiding Council	An economic and social council or similar institution elected pursuant to Articles 14.1. and 14.2.
President	Head of the Presiding Council.
Members	Economic and social councils and similar institutions defined in accordance with the provisions of Articles 6-8.
General Assembly	Meeting of the International Association of Economic and Social Councils and Similar Institutions' members established in accordance with the provisions of Article 12.
Board	Governance body of the International Association of Economic and Social Councils and Similar Institution defined in accordance with the provisions of Article 13.
Secretary General (SG)	Individual appointed by the International Association of Economic and Social Councils and Similar Institutions Board in accordance with the provisions of Article 16.
Vice Secretaries General (VSGs)	Individuals appointed in accordance with the provisions of Article 16.
International Conference	Final conference of the presidency, established in accordance with the provisions of Article 17.
Observers	Organizations defined in accordance with the provisions of Article 10.
Rules of Procedure	Rules of Procedure of the International Association of Economic and Social Councils and Similar Institutions, established in accordance with the provisions of Article 24.

Continental groups	Four geographic zones: Latin America and the Caribbean; Asia, Eurasia and the Middle East; Africa; Europe.
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Article 1. Title

Economic and social councils and similar institutions from across the world established the International Association of Economic and Social Councils and Similar Institutions (hereinafter AICESIS, Association).

Article 2. Location and Registration

2.1. The Association is registered as a legal entity in the Hague, the Netherlands (July 1st, 1999).

2.2. The Secretariat General of the Association has its seat in a city and a country determined by the Board.

2.3. The Association can have a virtual Secretariat (office) which specifics of organization and functioning are determined by the decision of by the Board.

Article 3. Mission of the Association

The International Association of Economic and Social Councils and Similar Institutions operates as an advisory board of organized civil society institutions to achieve social justice and the well-being of the population through cooperation in resolving economic, social and environmental challenges.

Article 4. Objectives of the Association

4.1. In pursuance of its activities, the International Association of Economic and Social Councils and Similar Institutions aims at:

- a) contributing to building a community with a common future for humanity;
- b) promotes the development of dialogue in good faith, interregional cooperation and coordination in the sphere of social and economic partnership and the construction of strong and sustainable economies and societies, with respect to the Sustainable Development Goals;
- c) stimulating the exchange of knowledge and experience on the issues of socio-economic development at the national, regional and global levels;

- d) canvassing the views of the civil society representatives, trade unions and other partners when discussing socio-economic measures at the national, regional and global levels.

4.2. To achieve these objectives, the International Association of Economic and Social Councils and Similar Institutions:

- a) promotes the creation and functioning of economic and social councils and similar institutions that ensure the participation of representatives of civil society, trade unions and other partners in the discussion of socio-economic measures at the national level;
- b) promotes accession of economic and social councils and similar institutions to membership in the Association for the exchange of knowledge and experience in the socio-economic development at the regional and global levels;
- c) organizes a comprehensive discussion of socio-economic development issues at the national, regional and global levels with the participation of representatives of civil society, trade unions and other partners, social and economic councils, similar institutions and representatives of states;
- d) provides technical assistance and expertise to governments, social and economic councils and similar institutions on the development of socio-economic measures based on the analysis of national, regional and global socio-economic trends, the views of civil society and the current socio-economic context.

4.3. In its activities and within its powers, the International Association of Economic and Social Councils and Similar Institutions actively interacts with the United Nations, its bodies (especially the Economic and Social Council), specialized agencies (especially the International Labor Organization) and other key international organizations.

Article 5. Operating principles of the Association

The Association carries out its activities on the basis of principles of members' equality, noninterference in the internal affairs of states and mutual respect, in accordance with the principles of the United Nations and the Universal Declaration of Human Rights, as well as the principles of the International Labor Organization.

Chapter 2. Membership in the Association

Article 6. Types of Membership in the Association

The Association includes full members with the right to vote and associate members with the right of a consultative vote at meetings of the General Assembly. All full and associate members can take part in the activities of the Association.

Article 7. Full Members

7.1. Economic and social councils and similar institutions can join the Association as full members if they are autonomous, have national competence based on a constitution, law, by-law or any other form of official confirmation of their functions by public authorities, and if they really represent national economic and social interests.

7.2. The decision to accept a new member is taken by the General Assembly in accordance with the Association's objectives, formulated in the provisions of Article 4.

7.3. In case there is more than one economic and social council or similar institution of national competence established in a country, these councils form and send a united delegation with a single vote to participate in the work of the Association.

Article 8. Associate Members

8.1. The decision on the admission of associate members to the Association is made by the General Assembly.

8.2. Continental or supranational level organizations are admitted to the Association as associate members. They can apply for full member status, if they meet criteria of Articles 7.1 and 9.2. If these organizations include national councils, they must also be members of the Association.

8.3. The status of an associate member may also be granted to any similar international institution at the request of the latter.

Article 9. Obligations of Members

9.1. Members shall undertake to:

- a) participate conscientiously in the work of the Association;
- b) comply with the provisions of the statutory documents, Rules of Procedure and decisions of the Association's governance bodies;
- c) provide the Board with information that the latter deems necessary for the effective implementation of the Association's objectives.

9.2. Full members pay annual membership dues in accordance with Article 15.2.

9.3. A member of the Association who is in arrears in the payment of membership dues is deprived of the right to vote if the amount of his debt equals or exceeds the amount of his dues for the previous two full years. The General Assembly or the Board may allow such a member to participate in voting at a meeting of the General Assembly or the Board, respectively, if they recognize that the delay in payment of membership dues occurred due to circumstances beyond the control of the Association member.

Article 10. Observers

10.1. The General Assembly may decide to grant observer status in the Association to:

- a) economic and social councils and similar institutions that are preparing to join the Association and meet the criteria of Article 7.1., until they become full members;
- b) representatives of the international organizations interested in joint projects with the Association.

Observers receive powers in accordance with the decision of the General Assembly.

10.2. In case when there are no economic and social councils and similar institutions at the national level, one or more institutions at the regional level (within-country) can be granted observer status.

10.3 Observers do not have the right to vote.

Chapter 3. Structure of the Association

Article 11. Governance bodies of the Association

The structure of the Association includes four bodies:

- a) General Assembly;
- b) Board;
- c) President;
- d) Secretariat General.

Article 12. General Assembly

12.1. The General Assembly is composed of all members of the Association.

12.2. The General Assembly is the highest governance body of the Association. Sessions of the General Assembly shall be held not less than once a year. An extraordinary session of the General Assembly may also be convened by decision of the President or in case of an appeal to the Board by full members having at least 10% of the total votes of all full members with the right to vote, indicating the agenda content.

12.3. The powers of the General Assembly include:

- a) introduction of amendments to the Articles of the Association or adoption of their new version;
- b) approval of other internal documents of the Association;
- c) approval of the general strategy and objectives of the Association;
- d) approval of the Association's budget for the next year, presented by the Secretary General of the Association;
- e) admission of new members to the Association, membership status change and provision of observer status;
- f) determination of the number of the Association Board members and their appointment;
- g) election of an economic and social council or a similar institution for the position of Presiding Council whose head will act as the President of the Association;
- h) approval of the program presented by the President of the Association;
- i) determination of the amount of membership dues to the Association;
- j) decision-making on any other general issues of the Association's activities, with the exception of issues explicitly assigned by the Articles to the competence of other governance bodies of the Association.

12.4. The sessions of the General Assembly shall be attended by full members of the Association (with the right to vote) and associate members of the Association (with consultative vote), as well as observers (without the right to vote).

Article 13. Board of the Association

13.1. The Board manages the current activities of the Association between sessions of the General Assembly.

13.2. The Board is drawn from the number of economic and social councils and similar institutions on the basis of proposals by the members of the four continental groups, which are adopted by consensus.

13.3. Members of the Board, economic and social councils and similar institutions, shall be appointed by the General Assembly for a period of two (2) years according to the principle of representation of continental groups, taking into account the current number and composition of the Association members, based on the following criteria:

If such continental groups as Latin America and the Caribbean, Asia, Eurasia and the Middle East are represented by six ESCs each, the number of representatives of these areas in the Board is three members. In case of a smaller number of ESCs in each of the specified zones, the number of representatives from each area is determined by the General Assembly based on the criterion of proportionality.

13.4. The number of Board members shall not be less than ten (10) or more than twenty (20). The General Assembly shall decide on the exact number of members of the Board. Members of the Board must be current members of the Association.

13.5. Board members must be full members of the Association for at least four (4) years prior to nomination, consistently participate in the AICESIS activities and expert events and have fulfilled their financial obligations in a timely manner for the past four (4) or more years.

13.6. The General Assembly can make a decision – both in special cases and in normal practice – to approve the Board composition, which differs from the norms enshrined in Article 13.3.

13.7. An economic and social council or a similar institution responsible for holding a regular International Conference in accordance with Article 17 is a Board member.

13.8. New members of the Board are elected at the final session of the General Assembly within the current presidency period in the Association.

13.9. Powers of the Board include:

- a) introduction and implementation of the strategy and general tasks of the Association, determined by the decision of the General Assembly;
- b) setting the agenda for the annual session of the General Assembly;
- c) making decisions on implementation of the program, proposed by the President of the Association and approved by the decision of the General Assembly;
- d) appointment of the Secretary General of the Association.

Additional powers of the Board can be established by the Rules of Procedure of the Association adopted by the General Assembly.

13.10. The Board can hold meetings if there are vacancies for members of the Board.

13.11. The Board can, if necessary, create working groups that will perform certain functions or will be engaged in projects in accordance with the AICESIS objectives.

The objectives, functions and responsibilities, as well as the powers and procedures of working groups are determined by the Board.

All working groups of the Board must submit reports on their activity.

13.12. According to the dispositions of Article 19, a Board member's mandate is terminated in case of dissolution or status change of an economic and social council or a similar institution or its inability to participate in the Board's work.

13.13. The vacancy of an economic and social council or a similar institution which powers have been terminated shall be filled in accordance with Articles 13.2-13.5.

Article 14. Presiding Council and President of the Association

14.1. Continental groups every two years nominate by rotation an economic and social council or a similar institution from a country of their continental group to the post of the Presiding Council of the AICESIS.

14.2. The Presiding Council of the Association is elected by the General Assembly every two years on the basis of the principle of rotation between the continents.

14.3. The Presiding Council of the AICESIS is a member of the Board ex officio.

14.4. The head of the AICESIS Presiding Council is the President of the Association. A change of the Head of the Presiding Council shall not affect the presidency status of the Council in the Association.

14.5. The President exercises the following powers:

- a) represents the Association in relations with other organizations and countries;
- b) presides at the Board meetings and sessions of the General Assembly;
- c) determines the topic of the two-year presidency in the Association, develops the presidency program and steps for its implementation, submits the program for consideration at the session of the General Assembly;
- d) submits for consideration the final report of the Presiding Council on the results of the presidency term to the General Assembly;
- e) exercises other powers determined by the Association's statutory documents.

Article 15. Representation

15.1. If approved by the General Assembly, the Board shall decide to conclude contracts for the purchase, sale or mortgage of property assigned to the Association, and contracts by which the Association acts as a guarantor, co-debtor or guarantor of a third party or guarantor of a debt of a third party. On behalf of the Association such contracts are signed by the President.

15.2. In the absence of approval from the General Assembly, the Board has no right to represent the Association when concluding legal acts.

Article 16. Secretariat General

16.1. The Secretariat General of the Association consists of the Secretary General and Vice Secretaries General. The Secretary General, together with the Vice Secretaries General, is responsible for the implementation of the decisions of the Board and control over their execution.

16.2. The Secretary General and Vice Secretaries General are elected by the Board in accordance with the procedure established by the Association's Rules of Procedure. The powers of the Secretary General and Vice Secretaries General are suspended and terminated by the decision of the Board.

16.3. Without prejudice to the provisions of the preceding article, the Secretary General shall be appointed for a four year renewable term.

16.4. The tasks of the Secretariat General are defined by these Articles and Rules of Procedure in accordance with the mandate of the Board.

The powers of the Secretary General include:

- a) organizing the execution of decisions of the General Assembly and the Board;
- b) organizing work of the Association's office;
- c) assisting the Board in holding its meetings;
- d) preparing the draft budget of the Association for approval at the annual session of the General Assembly;
- e) submission to the General Assembly of the annual Activity Report of the Secretariat General;
- f) ensuring day-to-day running of the Association.

16.5. The Secretary General is responsible for administrating day-to-day running of the Association. He can represent the Association in matters within the competence of the Secretariat General.

16.6. The Secretary General administers the property of the Association, in accordance with the Board directions.

16.7. The Secretary General is remunerated by the Association and is also reimbursed for costs that he or she incurs on behalf of the Association unless otherwise decided by the Board. The allowance amount and the order of remuneration of the Secretary General is established by the Board.

16.8. Vice Secretaries General are appointed by the Board for a two-year renewable term.

16.9. Vice Secretaries General are remunerated by the economic and social council and similar institutions from which they are elected. Their travel and hotel expenses may be paid in whole or in part by the Association in case of their business trips at the discretion of the Secretary General or the President.

16.10. The powers of Vice Secretaries General are suspended or terminated by the decision of the Board.

Article 17. International conference

17.1. At the end of the presidency term following consultations with the full members of the Association, the General Assembly or, if necessary, the Board appoints every two years an economic and social council or a similar institution,

which, together with the Secretariat General, holds an International Conference to take stock of the presidency.

17.2. The International Conference is attended by the Association members and representatives of the international expert community at the invitation of the Board.

Chapter 4. Decision-making procedure in the Association

Article 18. Sessions of the General Assembly

18.1. A session of the General Assembly is appointed by the Secretary General on the proposal of the Board by letters sent to the Association members no later than thirty (30) days before the date of the session (the letter circulation date and the session date are not taken into account), if it complies with the provisions of Article 19.3.

The agenda is indicated in the invitation letter.

18.2. Sessions of the General Assembly can be held in person or remotely using electronic communications. The decision on the specific order of the session is taken by the Association Board.

18.3. Members of the Association can delegate the right to represent them during the event to another member, but only by providing a written mandate. A member of the Association cannot represent the interests of more than two other members.

18.4. The General Assembly sessions are chaired by the President of the Association. In his absence or inability to participate in the session, a representative of the Presiding Council performs the functions of the President. The Secretary General or, in his absence, a Vice Secretary General draws up a protocol of the event.

18.5. The protocol must be approved and signed by the President, or the person performing his or her functions, and the person who compiled the protocol of the respective event. Protocols are kept in the Protocol Archive of the General Assembly.

18.6. The President of the Association may decide on the presence of representatives of organizations that are not members of the Association at a General Assembly session or its part, which he determines independently.

18.7. Decisions of the General Assembly, as a general rule, are taken by consensus (unanimous decision in the absence of objections). If there are objections, decisions are taken by a majority vote (50 percent of the votes + one vote of the present full members), unless a different procedure had been outlined by a procedural decision of the General Assembly. Each full member has one vote, unless suspended. Abstainers are not counted.

18.8. If there is no majority of votes during the voting of the General Assembly on the issue of appointments the Association governance bodies in the first round, a second round of open voting is held.

If a majority of votes for one of the candidates is not obtained in the second round, another round of voting is scheduled between the candidates who received the largest number of votes in the second round of open voting. If in this case more than two persons remain on the voting list, an interim vote is held among those who received the largest number of votes after the first and second places. If an interim vote or a new round of voting does not result in taking a decision due to an equal distribution of votes, the decision is made by the Board.

18.9. In case of an equal distribution of votes on other issues not related to the appointment of members to the Association's governance bodies, no decision is made.

18.10. The order of voting at the General Assembly session is determined by the President of the Association. However, at the request of one of the full members with the right to vote, voting on the appointment of members to the governance bodies, suspension of their powers or resignation is conducted secretly.

18.11. Associate members have the right to attend and take the floor at sessions of the General Assembly, and exercise their right to consultative vote.

Article 19. Special decisions

19.1. Decisions on the suspension or termination of the Board membership, amendments to the Articles, or the dissolution of the Association can be made only by a qualified majority, at least two thirds of the votes of the participants of the General Assembly, where at least half of the members with the right to vote are represented.

19.2. If less than half the members with the right to vote are present or represented at a General Assembly where the agenda includes decisions such as those referred to in Article 19.1, a new session of the General Assembly shall be convened and held within sixty (60) days following the first meeting; at this session a decision similar to the one on the agenda of the first session may be taken by a by a two-thirds majority irrespective of the number of members present represented at the session.

19.3. In accordance with Article 19.1, the date of an ordinary General Assembly must be announced at least ninety (90) days before the date of the event.

19.4. During a meeting aimed at examining proposed amendments to the Articles or the Rules of Procedure, it is advised to elaborate a document containing precise wording of the proposal. This document shall be circulated along with an invitation to this meeting.

Article 20. Electronic voting

20.1. Meetings of the Association governance bodies and voting at them can be held both in person and remotely with the use of electronic communications determined by the Secretariat General.

20.2. Members can participate remotely at in-person meetings of the General Assembly and the Board and vote on the raised issues using electronic communications.

20.3. Decisions taken remotely are valid only if a majority of voting members voted in favor of the decision in writing or by electronic means (the document must be legible and available for distribution). At the same time, for the adoption of decisions provided for in Article 18.8, at least two-thirds of the votes of the members with the right to vote are required.

20.4. A decision can be taken at the Board meeting that during the in-person session of the General Assembly, each member of the Association has the right to take part in discussions within the framework of the session of the General Assembly using electronic means of communication. The Board may provide members of the Association with the opportunity to exercise their right to vote by electronic means in person, or through the mediation of another member (with written permission). To this end, the concerned member of the Association must be easily identifiable when using the specified electronic communications.

20.5. The Board can set conditions for the use of electronic communications. The decision on their usage must clarify these conditions or indicate where one can familiarize with them.

Article 21. Meetings of the Board

21.1. The frequency of Board meetings is determined by the President or two other members of the Board, nevertheless, the Board must meet at least twice a year. The Board members are invited to the meetings by the Secretary General via an invitation letter with the indication of the agenda items, no later than thirty (30) days before the

event (the letter circulation date and the meeting date are not taken into account when calculating).

If necessary, the Board may change the procedure and time limits specified above.

21.2. Decisions of the Board are made by consensus in the absence of objections. If there are objections, decisions are taken by a simple majority of votes of the Board members.

21.3. A decision is taken only if at least half of the members of the Board are present or represented at the meeting with their number being determined by the General Assembly in accordance with Article 13.4. If the number of votes is equal, no decision is taken.

21.4. In case of voting, each member of the Board shall have one vote; abstentions are not counted.

21.5. Minutes on the results of the Board meeting are drawn up and signed by the President and the person from the Secretariat General responsible for the meeting and then approved by the Board.

21.6. The Board may make decisions remotely, without holding an in-person meeting, provided that decisions are made in writing or using electronic means of communication (the document must be legible and available for distribution).

21.7. At the Board meetings the functions of its secretary are performed by the Secretary General or one of the Vice Secretaries general.

Chapter 5. Financial department of the Association

Article 22. Finance, annual report, balance of payments and performance account

22.1. The Association activity is financed from annual membership dues, subsidies, donations and other receipts allowed in accordance with the legislation in the place of registration of the Association.

22.2. The membership dues amount shall be assessed every two years by the General Assembly. The membership dues amount may be adjusted provisionally at any time by the Board provided however that such adjustment shall be reversed if not approved at the next General Assembly.

22.3. The reporting year of the Association coincides with the calendar year.

22.4. Within six months following the end of the financial year, if it is not extended by the decision of the annual session of the General Assembly, the Board submits a report on the state of the Association's finances and implementation of its activities. The balance of payments and performance account are presented by the Board, accompanied by comments, for consideration by the General Assembly. Members of the Board sign these documents. If necessary, a reasoned refusal to sign all or any of these documents is allowed. Unless otherwise agreed, after the approval of the documents by the General Assembly, the accounts are cleared.

22.5. Financial documents of the Association and documents on the disposal of its property are kept in the office of the Association for seven years.

Article 23. Finance (continued) and budget

23.1. Unless the documents referred to in Article 22.4 are called into question by an auditor who submits a declaration to the General Assembly in accordance with section 393 of the first subparagraph of Book 2 of the Dutch Civil Code, the General Assembly shall annually establish a commission consisting of at least two full members of the Association, who are not members of the Board. The Commission examines the Board documents referred to in Article 22.4 and submits an annual report at a session of the General Assembly. If this examination requires special knowledge, the commission may ask to be assisted by one or more experts at the Association's expense.

23.2. The General Assembly can instruct an auditor, as stipulated in Section 393, first subparagraph, Book 2 of the Dutch Civil Code, to examine the documents referred to in Article 22.4, in accordance with Section 393, third subparagraph of Book 2 of the Dutch Civil Code.

The General Assembly can release the auditor from this duty at any time.

The written audit certificate drawn by the auditor shall be submitted to the General Assembly and the report on his conclusions shall be submitted to the Board.

The auditor may be invited to attend the General Assembly in order to respond to questions raised.

23.3. A draft budget for the next year shall be submitted by the Secretariat General to the Board. The document is approved by the Board members. The General Secretary shall be responsible for its execution, under the supervision of the President of the Association.

23.4. In general terms, this budget shall cover the operation of the Secretariat General and the implementation of the programs selected by the Board.

Article 24. Association's Rules of Procedure

24.1. The detailed operating procedure of the Association governance bodies, developed in accordance with the Articles' provisions, is fixed in the Association's Rules of Procedure, which are developed and amended by the General Assembly at the proposal of the Board.

24.2. Any provision in the rules of procedure which contradicts these Articles shall be null and void.

Article 25. Termination of the Association

25.1. The Association shall be dissolved:

- a) by relevant decision of the General Assembly in accordance with Article 19;
- b) by a declaration of bankruptcy following either closure for bankruptcy on the grounds of insufficient assets or insolvency;
- c) by a judge in those cases envisaged by law;
- d) by a total absence of members of the Association.

25.2. In case of dissolution under Article 25.1. of the Articles the Board members are in charge of its liquidation, unless the decision to dissolve the Association prescribes otherwise.

25.3. If the Association is dissolved because of a total absence of members, liquidators shall be appointed by the court at the request of the interested parties or the department of public prosecutions.

25.4. The General Assembly is to decide on the destination of any surplus balance.

25.5. The persons appointed by the liquidators shall keep the books and documents of the Association for a period of seven years from the date of liquidation.

Article 26. Working languages of the Association

The working languages of the Association are French and English, the languages have equal status. All documents of the Association must be prepared equally in all languages.

Article 27. Transitional and final provisions

The present Articles shall come into force six (6) months after their approval by the General Assembly of the Association.
