

# **AGORA SPEAKERS INTERNATIONAL - ARTICLES OF INCORPORATION AND BYLAWS**

## **I. GENERAL CLAUSES**

### **Article 1. Name and Purpose**

- 1.1. AGORA SPEAKERS INTERNATIONAL (henceforth "The Association") is constituted in Madrid as a not for profit association,
- 1.2. The Association will be governed as set forth in these Bylaws
- 1.3. The operational details for the individual activities and projects will be governed by the Policies and Procedures set forth by the Board and approved by the Members. These Policies and Procedures can not contradict in anyway these bylaws.
- 1.4. These bylaws exist in Spanish and in English, being both versions identical

### **Article 2. Personality and Capacity**

- 2.1. The constituted Association is bestowed with its own legal personality and has full capacity to execute all actions needed to fulfil the goals with which it has been created, subject to the existing law.

### **Article 3. Nationality and Headquarters**

- 3.1. The Association is created under Spanish Law
- 3.2. The initial headquarters of the Association are in Madrid, Spain
- 3.3. The change of headquarters will require the approval of the members, as detailed in the following articles, and the change of the current bylaws.
- 3.4. Any change of the headquarters must be notified to the Registry of Associations within one month, and will only be effective, both for members and for third parties, from the date of inscription in the Registry.

### **Article 4. Geographical Scope**

- 4.1. The Geographical scope of the Association is worldwide.

**Article 5. Duration**

5.1. The Association is constituted in perpetuity

**Article 6. Headquarters Website**

6.1. In line with the current times, many of the administrative activities of the association will be carried out online, with the goal of reducing the costs, maximizing member outreach, participation and involvement and improving the efficiency of the activities. For this purpose, the " Headquarters Website " is established at [www.agoraspeakers.org](http://www.agoraspeakers.org)

**Article 7. Definitions**

7.1. Regular Member, or simply "Member" – A person that has agreed to join the Association abide by its bylaws and has paid the Association dues.

7.2. Affiliated member - A member of the Association that belongs to at least one club.

7.3. Unaffiliated member - A member of the Association that does not belong to any clubs.

7.4. Resident member - An affiliated member of the Association attending the meeting of a club he belongs to.

7.5. Nonresident member – An affiliated member of the Association attending a meeting of a club he doesn't belong to.

7.6. Adult member - A member of the Association that is a legal adult and has full legal capacity to act.

7.7. Guest – Any legally adult person, not a member of the Association, that is interested in getting to know the Association and/or its activities and wants to attend any public Association event at any level.

7.8. Virtual Attendance – is the use of any set of technological means and/or tools that allows a member to see and hear an event he is attending virtually, and also allows the other attendees to that event (either physical or virtual) to see and hear the virtually attending member, at least during those moments in which he's speaking.

7.9. Association Year or Fiscal Year – The full 12 month period starting on Jan 1 end ending on Dec 31.

## **II. GOALS OF THE ASSOCIATION**

### **Article 8. Mission Statement**

8.1. The Mission Statement of the Association is:

To provide a mutually supportive, friendly and positive learning environment in which members can develop their communication, leadership and interpersonal skills, and through them, foster the development of their self-confidence, personal growth and realization as they help create a better world.

### **Article 9. Goals**

9.1. The Goals of the Association will be the following.

- a) To encourage the development and personal growth of its Members in the areas of public speaking, rhetoric, leadership, debating skills, critical thinking and constructive feedback.
- b) To encourage the development of a strong self-esteem in its members, as well as trust in their own abilities.
- c) To encourage in its Members the development of the ability to design, plan, lead and implement charitable or educational projects.
- d) To encourage the multicultural exchange and the creation of informal networks and links between its different member communities..
- e) To grow its network of members and clubs internationally to reach the largest number of people.
- f) Finally, and by means of the aforementioned goals, to contribute to the development of stronger, more democratic and more mature societies.

### **Article 10. Activities**

10.1. In order to achieve the previously specified goals, the Association will engage in the following activities:

- a) Through its clubs, organization of periodic meetings in which, in a supportive environment the members can practice their rhetorical, public speaking, debating, constructive feedback and leadership skills,.
- b) Organization or participation in classes, courses, workshops, conferences, symposiums and other educational activities in the field of public speaking or leadership or management skills.
- c) Establishment of temporary or permanent collaboration agreements with public or private organizations in the educational sector - in all of its levels (from primary school to postgraduate education) - in order to foster the interest and participation of the students in

activities geared towards the development of public speaking and leadership skills.

- d) Establishment of temporary or permanent collaboration agreement with businesses geared towards the training of employees, management and executive staff in public speaking and leadership skills.
- e) Participation in all kinds of media, including news organizations, TV, radio and Internet – with the goals of raising awareness of the importance of said skills as well as promoting the organization and its activities.
- f) Creating and publishing of educational materials of all sorts in the fields of activity of the organization, in electronic or physical form, periodical or one-time,
- g) Organization of public speaking and debate contests at all geographical levels (national, regional, provincial, state and international)
- h) Requesting of grants and donations both from public and private organizations, with the purpose of advancing the goals of the organization.
- i) Requesting from the relevant authorities the temporary venues for the members' meetings
- j) Negotiation, acquisition and processing of the appropriate insurances to cover any and all civil liabilities arising from the activities of the association.
- k) Cooperation with other entities with similar goals, both on a national and international level, encouraging the flow and exchange of information, cross-organization meeting attendance by members, and planning, organizing and managing joint events.

### **III. STRUCTURE**

#### **Article 11. Structure of the Association**

- 11.1. The Association is formed by members
- 11.2. Members of the Association can organize themselves in clubs by geographical proximity. The growth of the Club network and through it - the outreach of the biggest amount of people - is one of the basic goals of the Association.
- 11.3. To achieve an efficient management and allocation of resources, as well as a self-governing democratic decentralized structure, Agora is further organized in the following organizational levels:
- Clubs can group themselves into Areas.
  - Areas can group themselves into Zones.
  - Zones can group themselves into Divisions. The maximum geographical span of a Division is a Country.
  - Divisions can group themselves into Districts. The minimum geographical span of a District is a Country, and the maximum - a Continent.
- 11.4. The requirements and circumstances for forming the above mentioned levels will be decided the Board of Directors in a separate Policy and Protocol.
- 11.5. For each of the before mentioned organizational levels, at least the following officer positions will exist
- President
  - Director of Marketing
  - Director of Education
  - Director of Membership
  - Secretary
- 11.6. With the exception of the President role, the responsibilities for the remaining roles may be shared among more than one person, should the workload justify it.
- 11.7. No member may hold the position of President for the same organizational level for more than two consecutive years.
- 11.8. The duration of all officer positions at all levels except the Board of Directors will be 1 year.

#### **Article 12. Elections**

- 12.1. All positions will be elected democratically, in direct elections open to participation to all members belonging geographically to the corresponding organizational level.

- 12.2. In all elections, organizational levels above the one for which the election is being held shall remain neutral and make no pronouncements or endorsements of any candidates. Officers at those levels may only support candidates on a strictly personal basis.
- 12.3. Any Member that has at any point of time been an officer of one level for at least 6 months can run for any position in the next level. Members running for officer positions in Area levels should have been club officers for at least 6 months.

**Article 13. Gratuity of Positions**

- 13.1. No officer positions receive any compensation from the Association. However, they may have the expenses that arise from their activity in connection with their position reimbursed, as long as the type of expense has been previously designated as reimbursable by the Board of Directors
- 13.2. No procedure nor policy may impose any travel requirements to any officer positions at any level.

## IV. CLUBS

### Article 14. Clubs

- 14.1. The main purpose of Clubs is providing a supportive environment for members to learn and practice the skills specified in the mission statement of the Association. Clubs provide this environment mainly through the organization of regular meetings of their members.
- 14.2. Each club may define its own bylaws and procedures, if it wishes to do so, as long as they include the present Association bylaws wholly and do not enter into conflict or contradiction with them. Clubs are considered autonomous associations of members that willfully decide to submit to the Association's bylaws.
- 14.3. Each club is responsible for complying with all local legislation and for securing any liability disclaimers or insurances for its activities - should they be needed - unless these are already in place in a higher organizational level covering the club. Unless the Association explicitly accepts so, it shall not be held liable for any issues of any kind arising from the activities organized by a club.

### Article 15. Club Types

- 15.1. Clubs can be of one of the following types
  - Corporate – when they are constituted within a company and limited to its employees. A Corporate club may admit non-employee guests, but they are not required to.
  - Public, which in turn can be :
    - Open- when there are no membership requirements other than the availability of enough capacity.
    - Restricted – when there are prior membership requirements, such as public speaking proficiency, common interests, professional area, language, etc.

### Article 16. Club Membership

- 16.1. Membership in a club is optional
- 16.2. Members can join as many other clubs as they wish, as long as they participate regularly in their meetings.
- 16.3. Attendance to club meetings may be done in person or, if the club bylaws allow it, virtually. Except if otherwise specified in the club bylaws, there's no limitation on the number of people virtually attending.

- 16.4. Regardless of the number of club a member belongs to, every member will be entitled to one and only one vote in any voting procedure.
- 16.5. The Association membership dues will be the same regardless of the number of clubs a member belongs to. However, each club can levy additional fees on its members to pay for room rental fees, audiovisual equipment, printing and other similar expenses.
- 16.6. Restricted clubs will be free to determine the criteria for admission of new members, which must be public and cannot exclude member candidates on the basis of race, color, religion, sexual orientation, gender identity or expression, age, income level, nationality, ethnicity, or mental or physical disabilities, as long as the member, through his own individual effort, is able to participate in the educational programs of the Association.
- 16.7. Notwithstanding the previous article, discrimination by age will be allowed with the sole purpose of creating Youth clubs, which can set a maximum membership age of 25 years or less.
- 16.8. Additionally, it will be the decision of each club whether they allow members below the age of majority for the country to join, provided the proper legal safeguards and legal tutor authorizations are followed. The compliance with these regulations will be the sole responsibility of the club.

#### **Article 17. Club Information**

- 17.1. All clubs must provide and keep updated at all times in the Headquarters website the following information, which will be considered public and available to anyone:
  - a) The name and type (Corporate, Public, Restricted) of the club
  - b) The meeting venue and meeting days and times.
  - c) Languages used in the club meetings
  - d) If it is a corporate club, the company in which it is embedded.
  - e) If it is a restricted club, the admission criteria.
  - f) The full names of all officers of the club. A contact information of at least a telephone number OR an Email of at least one of them must be made public.
  - g) In the case of public clubs, the current number of members as well as if there is any waiting list for new members.
  - h) Whether the club allows virtual participation
  - i) For all clubs, the procedure people interested in attending as guests must follow.
  - j) For all clubs, the procedure nonresident and unaffiliated members interested in attending must follow, as well as the roles that they can perform at the meeting, and the maximum number of times they can attend within a specific period before they're required to join the club.
  - k) All additional fees charged by the club to members and their periodicity (e.g. Per month, per year, per meeting, etc.)



**Article 18. Club Officers**

18.1. All clubs will have at least the following officer positions:

- a) President
- b) Vice-president of Education
- c) Vice-president of Membership
- d) Treasurer
- e) Secretary

It is recommended, but not required, that the clubs also have the following officer positions

- a) Vice President of Marketing
- b) Community Manager
- c) Meeting Facilitator

18.2. The same member can be in more than one position, should the club decide so.

**Article 19. Club Meetings**

19.1. All clubs must meet regularly, and a minimum of 12 times per year.

**Article 20. New Clubs**

20.1. New clubs can be chartered when a candidate club has at least 8 members

**Article 21. Guests and Inter-Club Cooperation**

21.1. All public clubs must accept - subject to room availability - guests in their meetings. If there are any such room limitations for a particular meeting, guests will be placed in a waiting list and notified as soon as there is a possibility for their attendance to another meeting.

21.2. With the exception of Corporate clubs with special security restrictions, all clubs regardless of their nature must accept and encourage the inter-club participation of adult members, in particular by accepting nonresident and unaffiliated adult members at their meetings, subject to room availability. If a nonresident adult member cannot attend a club meeting due to space constraints, he will be placed on a waiting list and notified as soon as there is a possibility for their attendance to another meeting.

21.3. Each club is free to decide the types of roles that nonresident and unaffiliated members are allowed to perform in its meetings.

21.4. Each club is free to decide the maximum number of times within a timeframe that a nonresident or unaffiliated member may attend club meetings without joining the club.

## **V. MEMBERS**

### **Article 22. Types of Members**

- 22.1. The Association is composed of individual Members
- 22.2. Only physical persons can be members of the Association

### **Article 23. Joining the Association**

- 23.1. Any person can join the Association, providing that the following requirements have been met:
  - Be an adult with the legal capacity to act, or be at least 14 years old and have the written authorization of his/her legal tutor and any other requirements specified by local laws.
  - Be interested in the goals and activities of the Association and their development.
  - Not being restricted by any legal condition impeding his right to enter the association
  - Not having been previously removed from the Association by means of a disciplinary process.
  - Have signed the membership application form and fully paid the Association annual dues

### **Article 24. Separation from the Association**

- 24.1. Members lose their membership status for any of the following reasons.
  - a) By their own will. For that, it will be sufficient for the member to manifest his desire to leave the Association by using the appropriate option on the Website Headquarters, which in turn will be forwarded to all clubs the member belonged to. In this case, the separation from the Association is effective immediately.
  - b) For nonpayment of the Association dues. In this case, the Association will send a notification to the member, giving him a grace period of one month to rectify the situation. If the nonpayment persists after this grace period, the person will lose his membership status in the Association. This loss of membership will be notified to all clubs the member belongs to.
  - c) Due to a serious breach of the current bylaws or any violations of the ethics of the Association and its code of conduct. Removal of a member for this cause will require following a disciplinary procedure detailed in the appropriate policy and protocol. The member subject of the disciplinary procedure shall have the right to be notified of all the reasons for this procedure, to access all supporting evidence available, and shall have the right to a hearing in front of the Board of Directors. The removal itself requires approval by a majority of votes of the Board of Directors.

- 24.2. Loss of membership for any reason does not entitle the member to any refunds of either the Association dues or any other dues or fees he might have paid to clubs or other entities

**Article 25. Members' Rights**

25.1. Members enjoy the following rights

- a) Participate in the governance of the association through the General Assembly and the system of motions described in Chapter VII.
- b) Elect the officers that represent them at the different organizational levels of the Association to which they belong.
- c) Have access to the detailed financial information of the Association, as described in chapter XI.
- d) Have access to all educational materials developed by the Association, , as described in chapter VIII.
- e) Participate in all the events organized by any organizational level of the association that are open to members.
- f) Have access to the meeting minutes of any organizational level in the Association
- g) Be heard in any disciplinary process initiated against them, with full access to all the evidence that gave raise to such process, and be notified of the result of the process.
- h) Run for any office whose requirements they meet.
- i) Start and campaign for any motion as described in Chapter VII.

**Article 26. Duties**

26.1. Members have the following duties

- a) Support, and help achieve the goals of the Association.
- b) Act always in a respectful way towards fellow members, and the public in general, and especially follow the Association's Code of Ethics and Conduct.
- c) Actively help the Association improve by providing feedback and suggestions on any operational matters.
- d) Abide and help implement all bylaws, policies and procedures established by the Association.
- e) Pay the membership dues established by the Association and the clubs to which they belong.
- f) Accept and follow the decisions adopted by the leadership of the clubs and the higher organizational levels to which they belong.

## **VI. GENERAL ASSEMBLY**

### **Article 27. General Assembly**

- 27.1. The General Assembly is the supreme governing body of the Association, and is composed of all the members of the Association.
- 27.2. The General Assembly adopts all resolutions using simple majority and meets, at least, once a year.
- 27.3. General Assemblies are summoned as determined in the present bylaws.

### **Article 28. Attendance**

- 28.1. Members can attend the General Assembly either physically or virtually, using the technological means and procedures that the Board of Directors indicates. These must be communicated to the Members at the time of the summoning of the General Assembly.
- 28.2. These technological means and procedures must guarantee that the remote attendees:
  - a) Can see and hear the currently speaking person regardless of how he's attending
  - b) Have access to all the information handed or presented to physical attendees
  - c) Can participate and be seen and heard by all attendees
- 28.3. The requirements for achieving the previously specified goal will be limited to computing equipment and connectivity requirements. Whatever set of software tools is necessary shall either be downloadable from the Internet for free, or it must be made available for free to all members by the Board of Directors.
- 28.4. Virtual attendance to the General Assembly will be free and will be personal, without the possibility of representation.
- 28.5. Physical attendance to the General Assembly can have a cost related exclusively to the sharing the total cost of organizing the event. Any member can choose another member of the Association to represent him personally. If a member is being represented by a physical attendee, that member cannot also attend virtually.
- 28.6. The President and Secretary of the General Assembly Meeting will be designated by the Board of Directors at the beginning of the meeting. The President of the Meeting shall not be the President of the Association.
- 28.7. The General Assembly will be always constituted validly regardless of the number of attendees.

**Article 29. Summoning.**

- 29.1. The General Assembly shall be summoned by either
  - a) The President of the Association
  - b) A Majority decision of the Board of Directors
  - c) By request of at least 1/4th of all members using the Global Motion system described in chapter VII.
- 29.2. At least one General Assembly will be held per year.
- 29.3. There will be at least three months between the decision to summon the General Assembly and the date of the General Assembly itself.
- 29.4. The decision to summon the General Assembly will be notified electronically to all members. The following information must be included in the notice:
  - a) The dates and times of the celebration
  - b) The agenda for the meeting
  - c) Any supplementary information needed for the decisions or discussions that will take place according to the agenda. Should the size of this information exceed the reasonable for an email, it will be made available in the members' section of the website headquarters and only the link will be provided in the notice.
  - d) The technical means required for virtual attendance and the procedure for obtaining them.
  - e) The procedure for designating a physical representative.

**Article 30. Faculties**

- 30.1. The General Assembly has the following faculties
  - a) Approve the Report of the Board of Directors
  - b) Examine and approve the Annual Financial Report, and the Budget for the next fiscal year.
  - c) Elect the members of the Board of Directors
  - d) Set the regular or extraordinary dues.
  - e) Decide the merger or dissolution of the Association.
  - f) Modify the bylaws, including the change of the central headquarters.
  - g) The disposition of all or substantially all of the assets of this corporation
  - h) Any other not bestowed upon a different body of the Association.

**Article 31. Adoption of Decisions**

31.1. The following decisions will require a quorum of at least 50% attendees and a 2/3rds majority, which will occur when the affirmative votes represent at least 2/3rds of all validly cast votes:

- a) The modification of the bylaws, with the exception of the location of the headquarters
- b) Any merger of the Association
- c) Any structural changes of the Association
- d) The dissolution of the Association

31.2. Any other decisions by the General Assembly will require a quorum of 50% and a simple majority, that will occur when the affirmative votes exceed 50% of all validly cast votes. For the purpose of illustration only and without being an exhaustive list, the following decisions fall under this case:

- a) Change of the headquarters location
- b) Election and removal of any or all officers of the Board of Directors
- c) Opening and closing of branches.
- d) Commitment or usage of funds for specific projects.
- e) Establishing the annual dues
- f) Modification of Policies and Procedures

## **VII. DIRECT PARTICIPATION AND INTERNAL DEMOCRACY**

### **Article 32. Global Motions**

- 32.1. Any Active Member can register, in any moment and on any subject related to the Association, a motion for an action or change. The motion will be registered using the technical means provided on the Association website.
- 32.2. Motions must be written in English in a clear, simple and nonambiguous way, and enumerate a clear set of actions that the petitioner wants executed, or the final state desired.
- 32.3. A member can have a maximum of 5 active motions at any particular time
- 32.4. In the case of motions concerning the change of the present bylaws, every motion may petition for the change or deletion of a single article, except when the nature of the change is such that an individual change would render the bylaws contradictory or meaningless.
- 32.5. All registered motions will be available for all members to see in a centralized, searchable place in the website.
- 32.6. The petitioner, as well as all those supporting the motion, will have a period of time of 4 months during which they can campaign, using their own means and methods, for support of the petition among members. During this timeframe, any member can indicate electronically on the website his endorsement of the petition, or revoke a previously given endorsement. Both actions can be performed as many times as desired, and will be registered and logged.
- 32.7. The system will record the total number of endorsements received by every motion. This number will be public and available to all members. However, any other information about the endorsements will remain private and hidden, including the specific members endorsing a motion, the date of the final endorsement or the number of endorsement / revocations.
- 32.8. If a motion is essentially identical to another one that is active - according to the judgment of the Board of Directors - the Board can suspend it with a comment indicating the similar one. This suspension will be notified to the petitioner of the motion. The original motion will be unaffected in any way.
- 32.9. If, before the conclusion of the period of time specified in Art. 32.6 the number of endorsements exceeds either 3% of the total number of members of the Association or 1000 members, the motion will be automatically put to vote as described in Article 34



- 32.10. If the period specified in Art. 32.6 concludes without the motion receiving the necessary number of endorsements to be put to vote, the motion will be considered to have failed and will be automatically archived.
- 32.11. The original promoter of a motion can remove it at any time before reaching the endorsement threshold, after which the motion will be considered to have failed and will be automatically archived.
- 32.12. Failed motions cannot be repeated unless 12 months have passed since the date of archival.
- 32.13. Any member of the Board of Directors can put to vote global motions without going through the campaigning / endorsement system. Failed motions must still fulfill the time requirements of Art 32.12 before being repeated

### **Article 33. Local Motions**

- 33.1. Using the same system described in the previous articles, local motions - affecting only a specific geographical subset of the Association - can be proposed. In these cases, the percentages previously mentioned will be referred to the number of members in that particular area, and the voting, upon reaching the endorsement threshold, will take place only among them.
- 33.2. Any officer of any organizational level can put to vote local motions for that geographical level without requiring the endorsement threshold. Failed motions must still fulfill the time requirements of Art 32.12 before being repeated

### **Article 34. Voting of Motions**

- 34.1. Once a motion has reached the required endorsement threshold, it will be notified to all Members and a discussion period of 5 months will begin.
- 34.2. During the discussion period, a debate area will be opened at the Association Website where members can debate and express their opinions on the motion. The debate area will be available for reading and writing throughout the debate period. Once that period is finished, the area will become read-only.
- 34.3. Once the discussion period is finished, a voting period will be set automatically. The voting period will be 72 hours long, starting on the first weekend 7 days after the ending of the discussion period. Voting will start on Saturday at 00:00 (UTC) and will finish on Monday at 23:59 (UTC).
- 34.4. An electronic communication will be sent to all members immediately after the conclusion of the discussion period containing the following information:

- a) The title of the motion being voted
- b) A link to the motion
- c) A link to the discussion area of that particular motion
- d) The voting period, expressed in the local time zone of the member.
- e) Instructions on how to vote

34.5. Voting will take place electronically. The system will not allow invalid votes to be cast.

34.6. After the voting period is over, the system will communicate the results. No partial results will be shown during the voting period itself.

34.7. Voting will be secret. A record for verification will be kept of the vote of each member, however this individual record will not be made public.

#### **Article 35. Approval of Motions**

35.1. The following decisions will require a quorum of at least 50% voters and a 2/3rds majority, which will occur when the affirmative votes represent at least 2/3rds of all cast votes:

- a) The modification of the bylaws, with the exception of the location of the headquarters
- b) Any merger of the Association
- c) Any structural changes of the Association
- d) The dissolution of the Association

35.2. Any other motions - except the special ones mentioned in Article 37 - will require a quorum of 50% voters and a simple majority, which will occur when the affirmative votes exceed 50% of all cast votes.

#### **Article 36. Test period for changes to bylaws, policies and procedures**

36.1. Approved motions that modify the bylaws, policies or procedures will enter a testing period. During this period, the changes approved are effective, but members can vote to repeal them if they appear not to be working as expected.

36.2. The repeal motion will proceed through the system as any other motion. The deadline for submitting the repeal motion to the system will be two years after the motion to be repealed passed.

36.3. To repeal a decision, a quorum of 50% voters and a simple majority will be needed, which will occur when the affirmative votes exceed 50% of all cast votes.

### **Article 37. Special Motions**

- 37.1. Any member may use the described system in this chapter to require a summoning of the General Assembly. The motion to summon must include the suggested agenda, as well as all necessary information for debating and deciding the issues specified in the suggested agenda.
- 37.2. The motion to summon the General Assembly will only require a 25% approval vote in order to pass.

### **Article 38. Removal of Motions**

- 38.1. The Board of Directors, will freeze and archive motions that:
- a) Are contrary to the law in the jurisdiction where the Association is based.
  - b) Concern matters unrelated to the Association or are beyond its scope.
  - c) Are ambiguous or without a clear effect
  - d) Are reinstallments of previously failed motions before the mandatory waiting time has passed.
  - e) Global motions that affect only a specific geographical part of the Association
  - f) Local motions that affect a greater scope than the one in which they are created, in particular local motions affecting or contradicting the present bylaws or any global policies or procedures.
- 38.2. The reasoning for freezing and archiving a motion will be specified as a note to the motion itself, and the original promoter will be electronically notified.

## **VIII. EDUCATIONAL ACTIVITY**

### **Article 39. Educational Activity**

- 39.1. One of the priority activities of the Association is the production of educational materials and software, as well as the maintenance of an Educational Program for members directed at improving the skills specified in the Mission Statement.
- 39.2. The educational materials and software produced by the Association will be available in a digital format and will be free for all members.
- 39.3. The Association will continuously monitor advancements and research in the fields of education and pedagogy and will adopt best practices and innovative educational solutions whenever possible.
- 39.4. The Association will actively encourage the creation of a tight community of members, in particular by means of:
  - a) Organizing or encouraging and supporting the organization of multiclub events.
  - b) Encouraging and supporting inter-club participation of members.
  - c) Encouraging and supporting cultural exchange and mobility of members and their exposure and participation to clubs in which they are not members

### **Article 40. Revision of the Educational Program**

- 40.1. The Board of Directors will revise the Educational Program of the Association at least once every four years, but in general as frequently as needed, in order, among other things, to:
  - a) Evaluate and improve the adequacy of the program to the mission of the Association and the needs of the members
  - b) Evaluate and improve the efficiency of the program
  - c) Adopt new industry best-practices
  - d) Incorporate new technologies
  - e) Address the specific needs of groups of members.
- 40.2. For the purpose of the revision, the Board of Directors will create a Revision committee, composed both of selected members and optionally nonmembers that can provide professional insight or help.
- 40.3. The beginning and duration of the revision process will be publicly announced, as well as the composition of the Revision Committee and the rationale for the selection of its members.

- 40.4. Throughout the duration of the revision process, a specific forum will be created for public debate of all the suggestions. All members of the Revision Committee shall have access to that forum regardless of their Association membership status.
- 40.5. At the end of the revision process, the Revision Committee, taking into account the feedback received by the members, will create a proposal for the next version of the Educational Program. That proposal will be put to vote in front of the members using the voting procedure for motions.
- 40.6. The correction of mistakes or clarification of specific parts of the Educational Program will not require a revision process.

## **IX. BOARD OF DIRECTORS AND PRESIDENCY**

### **Article 41. Presidency. Definition and Mandate**

- 41.1. The President of the Association is the main representative of the Association in front of other authorities and other private and public Organizations.
- 41.2. The mandate of the President of the Association is 2 years.
- 41.3. No person may hold the Presidency of the Association for more than one consecutive term.
- 41.4. The President of the Association
- a) Is the legal representative of the Association in front of any third parties
  - b) Summons and presides the meetings of the Board of Directors and the General Assembly.
  - c) Executes all decisions by the Board of Directors and the General Assembly - either directly or by means of designated by him representatives - and, for achieving that execution, can enter into any binding contracts and agreements.
  - d) Designates representatives of the Association at global events, summits or meetings
  - e) Authorizes operational payments or other fund commitments authorized by the Board of Directors or the General Assembly.
  - f) Validates the Board of Director and General Assembly meeting minutes, and certifies the decisions agreed on at those meetings.
  - g) Settles decisions with his vote in case of a tie during a meeting of the Board of Directors
  - h) Adopts all necessary operational day-to-day measures for the good functioning of the Association, without prejudice to the need to report of them to the Board of Directors.
  - i) Executes whatever other roles are bestowed upon him by the Board of Directors or the General Assembly.

**Article 42. Presidency. Election**

- 42.1. The President of the Association is elected by the members of the Association at the General Assembly
- 42.2. Any Active Member that has been a member of the Board of Directors, at any point of time, for a full 2 year term may run for President of the Association.

**Article 43. Board of Directors. Definition and Mandate**

- 43.1. The Board of Directors is the collegiate body of governance and representation of the Association during the period between General Assemblies.
- 43.2. The mandate of each elected member of the Board of Directors is 2 years.
- 43.3. Each member of the Board of Directors may be reelected for one additional term.
- 43.4. All members of the Board of Directors will exercise their role on a personal basis. Delegation of that role to a third person is not allowed.
- 43.5. No Board of Director members receive any compensation from the Association. However, they may have the expenses that arise from their activity in connection with their position reimbursed, as long as the type of expense has been previously designated as reimbursable and has been properly justified.
- 43.6. The Board of Directors
  - a) Defines the medium term global strategic goals of the Association
  - b) Defines and proposes to the Membership global projects connected to the activity and goals of the Association
  - c) Defines and proposes to the Membership the policies and procedures of the Association
  - d) Grants general or limited powers of attorney and representation to third parties.
  - e) Organizes and develops the activities decided by the General Assembly.
  - f) Defines and presents to the General Assembly the yearly budget of the Association
  - g) Prepares the annual financial report presented at the General Assembly
  - h) Creates as many working committees as needed for the development of the activities of the Association
  - i) Supervises the eVoting system

- j) Holds disciplinary hearings for violations of the Association's Code of Ethics and Conduct
- k) Defines the technological infrastructure and requirements for virtual participation of members in the General Assembly.

#### **Article 44. Composition and Election**

44.1. The composition of the Board of Directors is as follows

- a) One elected member from the geographical span of each the highest organizational levels of the Association.
- b) The President of the Association

44.2. The following special roles can be held by members of the Board of Directors

- a) Treasurer
- b) Secretary

44.3. Any Active Member that has been an officer for a total of at least 1 year in any of the two highest organizational levels of the Association is qualified to run for membership in the Board of Directors.

44.4. The decision to run for membership in the Board of Directors may be announced by the member himself, or the member may be nominated - and accept that nomination - by someone else. That decision may be announced at any point before the General Assembly.

44.5. Board of Directors members are elected by members at the General Assembly.

44.6. In the case of a vacancy in the Board of Directors, the Board will appoint a temporary replacement until the next General Assembly.



**Article 45. Removal.**

45.1. Both members of the Board of Directors and the President of the Association cease being such in the following cases :

- a) Due to death or due to the inability to perform their duties according to the existing laws.
- b) Due to a court resolution.
- c) Due to conclusion of their term. In this case, the member will continue their duties until a new one is elected.
- d) Due to a voluntary resignation notified in writing to the remaining members of the Board of Directors.
- e) Due to the passing of a removal motion.
- f) Due to loss of membership in the Association

**Article 46. Secretary**

46.1. The Secretary of the Board of Directors

- a) Attends the meetings of the Board of Directors and elaborates the minutes of the meeting
- b) Executes the summoning of the Board of Director meetings and the General Assembly
- c) Receives all communications directed at the Board of Directors or the President of the Association, routing them to the appropriate member.
- d) Executes whatever other responsibilities are bestowed upon him by the Board of Directors or the General Assembly.

46.2. When the Secretary of the Board of Directors cannot attend a meeting, another member of the Board of Directors will be designated to act as replacement during the meeting.

**Article 47. The Treasurer**

47.1. The Treasurer of the Association

- a) Acts as a custodian of the funds and assets of the Association and invests them as instructed by the Board of Directors
- b) Executes payments, upon request and approval by the Presidency or the Board of Directors

- c) Signs all payment documents
- d) Acts as a receiver of all grants, donations and similar funds to the Association.
- e) Supervises the accounting of the Association and ensures the compliance of the Association with the fiscal, tax and other legal obligations.
- f) Creates the drafts of the Association budgets to be discussed at Board Meetings.
- e) Executes whatever other responsibilities are bestowed upon him by the Board of Directors or the General Assembly.

#### **Article 48. Board of Director Meetings**

48.1. The Board of Directors will meet:

- a) At least once every two months
- b) By request of the President of the Association
- c) By request of at least 1/4<sup>th</sup> of the members of the Board.
- d) Whenever all the members of the Board of Directors are present and they unanimously decide to hold a meeting.

48.2. Except in the case specified in 48.1 d) meetings of the Board of Directors will be notified by the Secretary of the Board with at least 14 days' notice and will include, at least:

- a) The location, date and time of the meeting.
- b) The agenda for the meeting
- c) Any supplementary information needed for the decisions or discussions that will take place according to the agenda. Should the size of this information exceed the reasonable for an email, it will be made available in the members' section of the website headquarters and only the link will be provided in the notice.
- d) The technical means required for virtual attendance and the procedure for obtaining them.

48.3. The initial agenda of the meeting will be established by the summoner of the meeting. To that initial agenda, any member of the Board of Directors may request the addition of other items, notifying the secretary at least 7 days in advance. Upon receipt of the request, the Secretary will amend the agenda as necessary and send an updated notice to members of the Board of Directors

48.4. Members of the Board of Directors may attend its meetings either in person or virtually, subject to the same conditions governing the virtual attendance of members to the General Assembly

48.5. Decisions at the Board of Directors will require a quorum of 50% attending, and a simple majority, which will occur when the number of affirmative votes exceed the number

of negative votes. In case of a tie, the vote of the President of the Association will decide the outcome.

- 48.6. Issues that are not on the agenda may not be dealt with at a Board of Directors Meeting, unless there is an unanimous consent to act otherwise.
- 48.7. The President of the Association may invite any person of interest to attend a meeting of the Board of Directors. This invitation will be notified simultaneously to all members of the Board of Directors

## **X. MEETING TRANSPARENCY**

### **Article 49. Meeting Attendance**

- 49.1. The meetings of all organizational levels of the Association, including the Board of Directors will be public for members of the geographical span of that organizational level, except when dealing with disciplinary issues or any other issues that privacy or other laws require to remain private.
- 49.2. Members that are attending a meeting of a body without being members of it shall take maximum precaution to avoid interfering with its functioning. They cannot participate or intervene in any way in the deliberations unless explicitly invited to do so by members of the meeting body.
- 49.3. Members that are attending a meeting body without being members of it that cause disruption or interfere with the normal functioning of the meeting can be removed from it by request of any two members of the meeting body. The removal will be effective immediately and will be noted in the meeting minutes.

### **Article 50. Meeting Minutes**

- 50.1. The Secretary of the meeting will be in charge of creating the meeting minutes. These minutes will contain, at least
  - a) The list of all body members attending physically and virtually, except in the case of the General Assembly, in which only their numbers will be specified.
  - b) The date, time and place of the meeting.
  - c) The agenda, all discussed subjects and the main points of view expressed during the discussions.
  - d) The full text of all adopted resolutions and the supporting explanation and justification.
  - e) The individual votes of each body member in each of the adopted resolutions, except in the case of the General Assembly, in which only the numeric results will be recorded.
- 50.2. The meeting minutes will be written in English.
- 50.3. Meeting minutes shall be published on the website of the Association as "pending approval" no later than two months after the meeting has taken place. Any member, regardless of its geographical location, will be able to access any meeting minutes of any body.
- 50.4. Meeting minutes will be approved during the next meeting of the same body. At that point, the website will be updated to reflect the approval.

## **XI. ECONOMIC GOVERNANCE AND FINANCIAL TRANSPARENCY**

### **Article 51. Foundational Assets**

51.1. The foundational assets of the Association at the moment of its constitution are \_\_\_\_\_ €

### **Article 52. Ownership of the assets.**

52.1. The Association must be the legal owner of all the elements listed as assets of the Association, which will be inventoried and registered in the appropriate Public Registries as provisioned by the applicable law.

### **Article 53. Economic Resources**

53.1. The activities of the Association shall be financed by

- a) Regular or Extraordinary membership dues
- b) Donations or grants by public or private entities.
- c) Inheritance assignments accepted by the Board of Directors
- d) Any revenue derived from the activities of the Association.
- e) Any yields derived from the existing assets of the Association.

53.2. All surplus obtained by the Association will be destined exclusively for the advancement of the goals of the Association, being expressly prohibited the distribution of such surplus among the members, their families, partners or any other people living with them in a similar affective relationship. It is furthermore prohibited the assignment this surplus to any

### **Article 54. Fiscal year, budget and accounting.**

54.1. The Fiscal Year will be the one defined in Article 7.9.

54.2. The Board of Directors will compose the budget for the next fiscal year, which will be approved by the members at the General Assembly.

54.3. The General Assembly, as specified in Art. 30.1, will approve the Annual Financial Report for previous fiscal year.

54.4. The Board of Directors will keep proper accounting records that show a clear image of the assets and financial situation of the Association

- 54.5. All financial records - except those required to be kept secret by privacy or other applicable laws - will be made available on the headquarters website for inspection by all members.
- 54.6. Being financial transparency one of the main pillars of the Association, all its organizational levels above club level must keep accounting records on the central website. All financial records of an organizational level - except those required to be kept secret by privacy or other applicable laws - will be made available on the headquarters website for inspection by all members of that organizational level's geographic area, as well as all officers at or above that level.
- 54.7. Clubs must make their finances available electronically for inspection by members of the club and officers of all organizational levels above the club. For this purpose, clubs may use the bookkeeping tools provided by the Association website, or they can use their own means.
- 54.8. Corporate clubs are exempted from the requirements of the previous article, and their accounting will be embedded in the general accounting of the company or organization they belong to, and not subject to inspection.

#### **Article 55. Membership Dues**

- 55.1. Association membership dues are paid by members directly to the Association.
- 55.2. Dues are paid annually and grant membership status for the 12-month period after the payment.
- 55.3. The dues of the association will be adjusted per country according to the per-capita GDP as published by the World Bank, using the following formula.

$$\text{Country dues} = \text{base\_dues} \times \text{country\_correction\_factor}$$

$$\text{country\_correction\_factor} = \sqrt{\frac{\text{country\_GDP\_per\_capita}}{\text{US\_GDP\_per\_capita}}}$$

- 55.4. The country correction factor will be updated every 5 years, using for the calculation the latest World Bank data published for that country. Should no data be available for the last 5 years, the information of the Central Bank of that country will be used. Should that data also not be available, the correction factor will be set at 1.00
- 55.5. The base dues per member to be used for the above formula are set at \$20.
- 55.6. Pensioners, unemployed and students enjoy a 50% discount on the membership dues

55.7. The minimum possible dues per year will be decided by the Board of Directors based on the yearly costs of supporting an individual member. Should any of the previous formulas and discounts yield a lower result than this minimum amount, the minimum amount will be used. This minimum amount cannot be higher than the dues calculated by the above formulas.

#### **Article 56. Funding proposals**

56.1. Occasionally and for financing of specific projects, the Board of Directors may put to vote funding requests before the membership.

56.2. Funding requests will consist of a per-member funds request for a specific project, and will be also regionally adjusted using the same GDP adjustments expressed in the previous articles.

56.3. All approved funding requests will be paid by members upon renewal of their membership status.

56.4. Approved funding requests will also be paid by new members upon signing up to the Association during the time during which the project to be financed by the request is still in development.

#### **Article 57. Usage of Funds from Membership Dues**

57.1. Except otherwise approved by the members, membership dues will be used exclusively for:

- a) Payment of the day-to-day operational costs, such as IT infrastructure and hosting services, software products and services, accounting, insurance, legal counsel, management of IP rights, etc.
- b) Development and production of educational materials, being this a priority of the association once all operational costs have been fully paid.
- c) Organization of Speech and Debating contests
- d) Creation and production of trophies, emblems, awards and similar, for the purpose of recognizing the achievements of the members, clubs and other organizational levels of the Association.

57.2. The Association will keep a financial reserve of a maximum of 6 months of operation, unless the law specifies otherwise.

57.3. No more than 10% of the annual revenues of the Association will be devoted to staff hiring for purposes other than the development of educational materials. No single Association employee may have a total compensation above 0.5% the annual revenue of the Association.

## **XII. DISOLUTION**

### **Article 58. Dissolution.**

58.1. The Association may be dissolved for the following reasons

- a) Due to a decision of 2/3 of all members.
- b) Due to the reasons specified in Art. 39 of the Spanish Civil Code.
- c) Due to a firm judicial order.
- d) For any other reasons specified in the bylaws.

### **Article 59. Liquidation of Assets.**

59.1. After approval of the dissolution of the Association, the liquidation period will commence, during which the Association will preserve its legal personality.

59.2. The members of the Board of Directors become liquidators the moment the dissolution is approved, unless the General Assembly or a court order decides otherwise.

59.3. It is the responsibility of the liquidators

- a) To guard the integrity of the assets of the Association.
- b) Conclude all pending operations and execute whatever new ones are necessary for the liquidation.
- c) Collect the debts owed to the Association
- d) Liquidate the assets of the Association and pay its creditors
- e) Donate the remaining assets to the non-profit selected by the members.
- f) Request the removal of the Association from the legal registers in which it was enrolled.

59.4. In case of insolvency of the Association, the Board of Directors or the liquidators will immediately begin a voluntary insolvency process with the appropriate court.



### **XIII. MISCELLANEOUS**

#### **Article 60. Rules of Order**

- 60.1. Robert's Rules of Order Newly Revised shall be the final authority as to parliamentary procedure, insofar as they do not conflict with any provisions of the Articles of Incorporation, these Bylaws, policies or procedures adopted by the Board of Directors or the voting membership, or laws applicable to nonprofit corporations.

#### **Article 61. Changes affecting registration information**

- 61.1. Any decisions modifying the information present in the Spanish Registry of Associations will be notified to the Registry within one month of their approval, and will only become effective when that information has been updated in that Registry.

#### **Article 62. Transitional Articles**

- 62.1. Until the Association becomes fully established and operational, it will be running in a "startup" or "initiation" phase, during which:
- a) All Association dues to members will be waived. This waiver does not include potential club fees, which clubs will be allowed to charge from the very day of their formation.
  - b) The Association will have an initial Board of Directors composed of its founders.
- 62.2. The initial Board of Directors will make the decision to end the "startup" phase of the Association.
- 62.3. The internal democratic and participation system described in Chapter VII will be enabled and become effective only upon the Association reaching a threshold of 1000 members, or 18 months after its creation, whichever happens earlier.
- 62.4. Until the creation of at least two organizational levels in the Association, all members are considered qualified to run for officers of the Board of Directors and for President of the Association.

#### **Article 63. Jurisdiction**

- 63.1. The Association will be governed by the present bylaws and, on matters not specified here, by the Spanish Organic Law 1/2002, of March 22, regulating the Right of Association, as well as other applicable Spanish legislation.