



# AMADE

## ASSOCIATION MONDIALE DES AMIS DE L'ENFANCE

PRESIDENTE : S.A.R. LA PRINCESSE DE HANOVRE

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### STATUTES OF AMADE MONDIALE - AS ADOPTED BY THE GENERAL ASSEMBLY ON 29 APRIL 2010

#### ▪ Title I – General clauses

##### **Article 1**

The statutes of the World Association of Children's Friends (herein after named AMADE International), authorized by Ministerial Decree of 6 January 1964, and amended by decision of the General Assembly on 7 April 1990 and 24 April 2003, are modified and drafted as follows, in accordance with the Law 1.355 of 23 December 2008.

##### **Article 2**

The headquarters of the Association are established in Monaco and cannot be relocated outside of the Principality of Monaco.

##### **Article 3**

The objective of the Association is to undertake or support all initiatives whose purpose is to ensure or make ensure the physical, moral and spiritual welfare of children throughout the world, without any distinction as to race, sex, nationality or religion and in a spirit of complete independence.

To this end, the Association aims:

1. to raise the consciousness of individuals and communities in the present-day world to the problems of the child, and convince them of their obligations to those problems;
2. to inform public opinion of all the needs and problems of children and to alert public opinion each time the rights of children are neglected, prejudiced or threatened
3. to instigate, support and undertake programmes to help children, particularly in developing countries;
4. to co-ordinate and increase efforts made for the welfare of children, particularly the vulnerable ones;
5. to foster and support research and studies in the area of the rights of the child and to ensure the distribution of reports on the work done in this field;
6. to bring legal action, in claim or in defense, in circumstances where the child can be put in danger.

To this end, the Association proposes:

- to group organizations or individuals with an interest in and/or dedication to the children of the world;
- to collect the funds necessary for the accomplishment of its programme.

##### **Article 4**

The association can decide, insofar as this is compatible with the legislation currently in force, to set up any foundation for the achievement of its objectives.

##### **Article 5**

The association collaborates to the fullest possible extent with all official or private, national or international bodies concerned with child-related issues. Within this purpose, the association can conclude contractual or conventional partnerships.

The association can authorize, in any country, the creation of an association under the name of AMADE-Country, whose objectives are identical to those defined in Article 3 and whose statutes will have to be agreed by the Board of Directors of AMADE International.

This authorization is sanctioned by the signature of a Protocol of Agreement between AMADE International and AMADE-Country concerned

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The use of the name and of the logo of AMADE-Country is subject to the signature of this Protocol.  
The aforementioned agreement can be terminated by either party as indicated by the provisions of Article 25 below.

## **Article 6**

The association was incorporated without limitation of time.

### ▪ **Title II – Membership, administration and operation**

#### **Sub-title I - Membership**

## **Article 7**

The association is composed of:

- Honorary Members
- Benefactory Members
- Active Members, forming the following structures:
  - The Members of the Board of Directors,
  - The Members of the Executive Committee,
  - The Members of the Consultative Committee.
  - A representative for each national affiliate

## **Article 8**

Honorary Members are chosen by the Board of Directors on the basis of the interest they show in child-related issues. They are approached for this purpose by the President or any member of the Association acting on behalf of the President.

## **Article 9**

Benefactory Members, individuals and organizations alike, are designated by the Board of Directors on the basis of their involvement in the Association, particularly through their generosity and commitment.

## **Article 10**

Active members of the Board of Directors, the Executive Committee and the Consultative Committee are requested to make a personal annual contribution to the activities of the Association. The amount payable upon subscription is fixed every year by the Board of Directors.

The non-payment of the subscription will result in the issue of a formal notice and constitute grounds for expulsion.

## **Article 11**

Membership status is lost by:

1. resignation
2. death
3. exclusion pronounced by the Board of Directors
4. non-payment of the subscription.

#### **Sub-title II - General Assembly**

## **Article 12**

The General Assembly of active members constitutes the supreme power of the Association, under reservation of the provisions of Articles 16 and 22 concerning the appointment of the President and Members of the Board of Directors and Consultative Committee.

The national affiliates are represented within the General Assembly of AMADE International in the role of Active Members.

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The General Assembly:

- exercises close supervision over the activities of the Association;
- approves the accounts of the past financial year(s), as well as the projected accounts for the coming financial year;
- makes decisions concerning all questions of a general nature and all those submitted by the Board of Directors.

### **Article 13**

The ordinary session of the General Assembly is convened at least once every year, during the Plenary Assembly, upon written notice from the Secretary-General acting on instruction of the President or decision by the Board of Directors.

The agenda for the session is drawn up by the Board of Directors and sent to all members at least one month in advance. Only questions listed on the agenda are examined (with the exception of matters of blatant urgency raised during the session), and must be proposed by the majority of members both present and represented.

### **Article 13bis**

The Plenary Assembly includes the members of the Board of Directors, of the Executive Committee, of the Consultative Committee, the national affiliates, the observers, to pool the efforts accomplished during the past year.

### **Article 14**

An Extraordinary General Assembly must be convened upon request by two thirds of the members of the Board of Directors or one third of the active members of the Association. The convening takes place in accordance with the provisions of Article 13, paragraph 1.

### **Article 15**

All active members have an equal right to vote in the General Assembly.

The delegation of the right to vote is allowed, unless otherwise decided by the Board of Directors and indicated in the convocation. A member cannot be given more than three mandates.

In order to make valid decisions, the General Assembly must consist of at least half of its members, present or represented.

Decisions of the General Assembly are made by simple majority of the present and represented members unless the present Statutes state otherwise.

A report on the discussions and decisions by the General Assembly is signed by the President and the Secretary-General. It is kept in the office of the Secretary-General, and any active member may obtain a copy of it.

## **Sub-title III – The Board of Directors**

### **Article 16**

The Board of Directors is composed of eight to twelve members, amongst which :

- the President
- the Vice-President
- the Secretary-General
- the General Treasurer

All individuals, active members of the Association or of one of the national AMADEs, major, residing in Monaco or not, and enjoying all their civil rights, may become members of the Board of Directors. At least two members of the board are to be designated from one of the Amade Subsidiaries.

The President and Members of the Board of Directors are appointed by Sovereign Decree. Their mandate is valid for six years except those Board members who are designated by national AMADE affiliates, and whose mandate is valid for two years. This mandate can be renewed under the same provisions.

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#### **Article 17**

The Board of Directors is the executive body of the Association. All questions which are not of the competence of another body by virtue of an express provision of the present Statutes, are of its competence.

The Board of Directors issues the authorization for the creation of a national affiliate of AMADE under the provisions of Article 5.

The Board of Directors determines the subscription of members every year.

In order to make valid decisions, the Board of Directors must be composed of at least half of its members, present or represented. The decisions of the Board of Directors are taken by simple majority.

The Board of Directors must meet at least once every three months, upon convocation by the Secretary-General, or whenever at least half of its members so requests. The agenda must be included in the convocation. Meetings can be held physically or by conference call. A physical meeting of the Board of Directors must be held at least once a year.

The Board of Directors draws up its own rules of procedure, which are adopted or amended by secret ballot under the provisions of paragraph 3 of the present Article.

#### **Article 18**

The President of AMADE International disposes of all the attributions legally connected to this status. He is entrusted with the mission of proposing the general direction in order to allow the Association to achieve the objectives set up in Article 3 of the present Statutes, and whose implementation is discussed by the Board of Directors.

#### **Article 19**

The Secretary General is given the responsibility of implementing the general decisions resulting from the application of Article 3. To this end, he is entitled to take all necessary initiatives in conformity with the general policy corresponding to these decisions.

The post of Secretary-General is a full time job. The remuneration of the Secretary-General is to be decided by the President.

The Secretary-General is accountable for its management before the Board of Directors.

#### **Article 20**

The Treasurer General has responsibility for administering the budget and the accounts of the Association. He is required to present a report on the accounts for every financial year before first March of the following year.

#### **Article 21**

The Executive Committee assists the Secretary-General and manages the daily business.

It is composed of maximum three members, which must include the President and the Secretary General. The Board of Directors elects among its members the third member of the Executive Committee.

The Executive Committee meets when necessary, and at least once a month. Meetings can be held in person or by conference call. It is convened by the Secretary-General if at least two of its members so request.

### **Sub-title IV - Consultative Committee**

#### **Article 22**

An Advisory Board will advise the Board of Directors in its course of action for the following year.

Its members are appointed by Sovereign Decree following suggestions from the Board of Directors. Their mandate is valid for six years.

This board will meet at least once a year on the day before the General Assembly and will submit his written proposals to the Secretary-General, who will be present at this meeting

It is the responsibility of the Secretary-General to present the written advice of the Advisory Board to the first Board of Directors meeting held after the Advisory Board.

## **Sub-title V - Representation and obligations toward third parties**

### **Article 23**

The Association is represented in legal matters, in claim as well as in defense, and in all civil acts, by its President or its Secretary-General, or any other person designated to this end by the Board of Directors.

The Association is validly bound with regard to third parties by the signature of the President or the Secretary-General. If the President or the Secretary-General is unable to perform this function, he is replaced by the Vice-President or, if need be, by a member of the Board of Directors designated by the aforementioned Board.

For all obligations of a financial nature, the Association is validly committed by the signature of the President, the Secretary-General, the General Treasurer, or any other person designated to this end by the Board of Directors.

### ▪ **Title III – Resources**

### **Article 24**

The resources of the Association are composed of:

1. the subscriptions of active members,
2. the contributions of the Benefactor Members, private or public contributions and grants,
3. donations, legacies and subsidies, with or without special affection,
4. income that may be generated by events or campaigns organized by the Association,
5. contributions by the national affiliates of AMADE.

### ▪ **Title IV – Termination of the agreements between AMADE International and its national affiliates**

### **Article 25**

The agreement defined in Article 5 may be terminated by AMADE International if the national affiliate concerned does not comply with its obligations as defined by the present Statutes or the aforementioned agreement. As soon informed of the termination of the agreement, the national affiliate will be forbidden the use of the name or the logo of AMADE and to act under that name.

This agreement may also be terminated by the national affiliate if the latter is not able to apply it or to comply with the obligations stipulated in the present Statutes.

### ▪ **Title V – Amendment to the Statutes and dissolution of the Association**

### **Article 26**

The present Statutes may be amended by a decision of the General Assembly composed of at least half of its active members and by a two-thirds majority of its members, present or represented.

This amendment shall occur in accordance with Articles 10 and 11 of the Law 1.355 of 23 December 2008.

The dissolution of the Association (or its merging with another association) may only be decided upon by an Extraordinary General Assembly consisting of at least two thirds of its members and by a two-thirds majority of the members, present or represented.

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**Article 27**

In the event of dissolution, one or more liquidators shall be appointed by the Extraordinary General Assembly, and any net assets shall be attributed to charitable associations or foundations with their headquarters in Monaco and a specific concern with the child (at the international level).

- **Title VI – Competence**

**Article 28**

The tribunals of Monaco are competent for all actions concerning the Association.

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