

## CONSTITUTION AND BYLAWS

### OF THE

### INTERNATIONAL ASSOCIATION OF STUDENT AFFAIRS AND SERVICES (IASAS)

#### **Object of the act: Constitution**

Upon the terms established by a private act signed the 25 July 2013, the following founders:

1. Roger Blaine Ludeman, born in Yankton, South Dakota (USA) on December 25, 1935, American nationality, Passport#: 437420025, domiciled in 1270 Brickley Road, Eugene, OR 97401(USA)
2. Rob Shea, born in St. John's, Newfoundland (Canada) on June 12, 1963, American nationality, Passport #: QD533296, domiciled in 32 Warren Place - St, John's, Nfld and Lab 1A 2A1 (Canada)
3. Wadad Youssef El-Husseiny, born in Beirut (Lebanon) on September 26, 1966, Lebanese nationality, Passport #: RL 02286242, domiciled in P.O. Box 2713 Doha (Qatar)
4. Fabio Monti, born in Como (Italy) on June 4, 1963, Italian nationality, Passport #: YA0349774, domiciled in via Vittorio Veneto 15, 22073 Fino Mornasco - CO (Italy)
5. Lisa Bardill Moscaritolo, born in San Francisco, CA (USA) on June 23, 1964, American nationality, Passport #: 443517888, domiciled in 322 Waterside Close, Peekskill, NY 10566 (USA)

LUDEMAN Roger, named, and here represented by MONTI Fabio, named, under a power of attorney signed at Eugene (US) on 18 July 2013, one copy of which is here attached.

WADAD Youssef El-Husseiny, named, and here represented by SHEA Rob, named, under a power of attorney signed à Doha (Qatar) on 18 July 2013, one copy of which is here attached.

hereby establish a Non profit-making association (A.S.B.L.), in respect of the law of twenty seven June one thousand nine hundred twenty one, as modified by the law of second of May two thousand and two and its royal ordinance of execution, with the following statutes:

#### CHAPTER ONE: NAME, HEAD OFFICE, DURATION

##### Article 1

The Association is called: IASAS - International Association of Student Affairs and Services

The abbreviation will always be, in all languages, IASAS.

This association is regulated by the dispositions of the Title III of the Belgian law of 27 June 1921 on the Non profit-making associations, the (international) Non profit-making associations and the foundations (hereby called “the law of 27 June 1921”).

### Article 2

Its head office is established in 1040 Brussels, rue de Trèves 49-51 box 3, in the judiciary district of Brussels-Capital. It can be transferred to another place, by a simple majority decision of the General Assembly.

### Article 3

The Association is constituted without time limit.

## CHAPTER TWO: VISION, MISSION, AND VALUES

### Article 4

IASAS is an association that promotes the research, supports the professional preparation of its members, encourages the exchange of best practices, and advocates for the student affairs and services field.

### Article 5

IASAS values actions that:

- a) promote academic freedom, institutional autonomy, and the common good,
- b) give priority to the students and their learning,
- c) foster civic responsibility and service, equal opportunity and access to education,
- d) work toward environments that are inclusive and diverse, and involve shared leadership.

### Article 6

The purposes of the International Association of Student Affairs and Services are to:

- a) Strengthen and diversify cooperation among individuals and organizations in the student affairs and services field worldwide.
- b) Promote the student affairs and services profession at the global level through advocacy with governmental and higher education organizations, networking and sharing information among practitioners and student groups, and encouraging high quality preparation and professional development programs.

- c) Provide a platform for the improvement of multi and intercultural communication and understanding.
- d) Promote the welfare of students in higher education worldwide through collaboration with the governments and the non-governmental organizations finalized to solve such worldwide issues as access to education, student learning, citizenship, quality, student rights, and the cost of higher education.
- e) Develop effective partnerships for the planning and management of European projects or initiatives of European-wide impact.
- f) Collaborate with the European Union and with other organizations at the regional, national or international level, which share similar aims or objectives.
- g) Prepare working documents to be submitted to European and national institutions to make them aware of the issues of interest of the members.

In view of the achievement of its objectives, the Association may acquire, hold and use any type of property or building, apply for subsidies and grants, receive donations, dispose of any contributions, scholarships, loans and other revenues, may they be paid periodically or not.

### CHAPTER THREE: MEMBERSHIP

#### Article 7

The minimum number of effective members cannot be less than three.

The association is composed of the following members:

- a) Effective members, who have all the rights and duties defined by the law on the ASBL and foundations and by the present statute:
  - FOUNDER MEMBERS shall be those who are signatories to this statute. The status of founder member includes no privileges. The founder members bring to the Association their joint capacity for action based on a firm commitment to the Aims of the Association.
  - ORDINARY MEMBERS shall be those who are employed in the field of Student Affairs/Services in post-secondary institutions of education or such other persons approved by the Board of Directors.
  - HONORARY MEMBERS shall be those who have given distinguished and outstanding service in furthering the objectives of the Association and demonstrated exemplary service to the profession of Student Affairs/Services through their professional work in post-secondary education, contribution to policy development, contribution to the education and training in the field, research and/or publications relating to the provision of services to students or to the development of the sector.
- b) Adherent members, who have only the rights defined by the present statute:

- ASSOCIATE MEMBERS shall be those other persons, including students enrolled in courses at post-secondary institutions, and retired Student Affairs/Services professionals who are interested in the aims and objectives of the Association and approved by the Board of Directors; a library, institution, service or other body that pays a fee to receive regular publications of the Association.
- INSTITUTIONAL SPONSORING MEMBERS including CORPORATE MEMBERS – shall be institutions, including higher education institutions, corporations, service organisations, associations or other organisations that support the aims and objectives of the Association

The members can be both individuals and organisations.

### Article 8

The admission of new members appertains to the Board of Management. This admission implies agreement with this Statute, with the internal regulation, with the Aims and activities of the association, the payment of the annual contribution and the commitment to promote the purposes and activities of the association (art. 4, 5 and 6).

A person or organization/entity wishing to become a member of the Association must apply by sending a written application. The applications shall be received by the Secretary General of the Association.

The members are free to resign from the association at any time by addressing their resignation in writing to the Board of Management.

It is considered dismissed:

- A member who does not pay its contribution (art. 11) from the thirtieth day following the reminding date that it is notified by registered letter with proof of posting
- A member who does not fulfill anymore the conditions that have justified its admission.

The Board of Management certifies the realization of these conditions.

The dismissal of a member corresponds to the General Assembly and can be carried out for an offence against the statute, for a serious reason, if they oppose voluntarily the realization of the aim of the association or if they present a risk of reputation for the association.

A member can only be dismissed on a resolution of the General Assembly adopted by a favorable vote in favor of the dismissal of not less than two thirds of the members present or represented at the General Assembly meeting. There must be a separate vote for each dismissal of a member. The member to whom the vote refers does not participate in the vote.

The dismissal of a founder member can only be approved by a unanimous vote of all the members present or represented at the General Assembly meeting. There must be a separate vote for each dismissal of a founder member. The member to whom the vote refers does not participate in the vote.

Dismissal takes effect from the thirtieth day following the communication of the dismissal, addressed in writing by registered letter with proof of posting, which must include the reasons for the dismissal.

The Board of Management can suspend, until a decision can be taken at the next General Assembly, any member which incurs a serious offence against the statutes and to the law of honor and correct behavior.

#### Article 9

A member who has resigned, been suspended or dismissed, has no rights to the social funds and can not demand a return of annual contributions paid but it remains obliged to the payment of contributions and other retributions to which he is bound.

They can not demand or require neither a disclosure in respect of the Association accounts, nor submission of accounts nor any right to the seals or any of the property of the Association.

#### Article 10

The Board of Management holds, in the seat of the Association, a register of the members in accordance with article 10 of the law of 1921.

### CHAPTER FOUR: CONTRIBUTION

#### Article 11

IASAS is financed by:

- the contribution of its members;
- donations, legacies, etc;
- funding received from private or public institutions (European Union, national governments, etc);
- others.

The annual contribution of the members cannot be more than 500 €. The amount of the annual contribution shall be proposed every year by the Board of Management and approved by the General Assembly.

### CHAPTER FIVE: ORGANISATION

#### Article 12

The organs of the association are:

- The General Assembly
- The Board of Management
- The President
- The Vice-President
- The Executive Director

- The Secretary General
- The Treasurer

### Article 13

Every year there shall be at least an annual ordinary meeting of the General Assembly on the first Monday of June at 10 o'clock at the seat of the association or in any other place indicated in the notice. If this day is a holiday, the General Assembly will be held the first following working day. An extraordinary General Assembly must be called when requested by one fifth of the members.

The Board of Management may call extraordinary meetings of the General Assembly at any time and on the requisition of at least two members that shall provide details of the matters to be discussed at the meeting.

The extraordinary General Assembly will be held on the day and at the hour and place mentioned in the notice.

Notice of extraordinary meetings of the General Assembly shall be given to all the members. The calling of an extraordinary meeting of the General Assembly will be made by the Board of Management by letter sent by ordinary post or by fax or by e-mail, dispatched at least one month before the date of the meeting, specifying the agenda for the meeting.

### Article 14

The General Assembly has the powers which are specifically granted to it by Law and by these Articles of Association.

In particular it has competence for:

- Making modifications to these Articles of Association;
- The appointment and dismissal of the members of the Board of Management ('officers');
- The approval of budgets and accounts and the grant to the officers of the necessary authority and powers in relation thereto;
- The voluntary dissolution of the Association;
- The admission and dismissal of members;
- The approval of the annual contributions of the members;
- The transformation of the Association into a society with Charitable status.

### Article 15

The Board of Management shall convene the annual general meeting by letter sent by ordinary post, by fax or by e-mail, dispatched at least two months before the date of the General Assembly, and signed by the Secretary General on behalf of the Board of Management.

The notice of the meeting shall include the agenda of the meeting. Any proposal signed by at least five members must be included in the agenda.

Except in cases envisaged in articles 8, 12, 20 and 26 of the law of the twenty-seventh of June one thousand nine hundred and twenty-one, such as amended by amongst others the Law of the second of May two thousand and two and its royal orders of execution, the General Assembly cannot discuss legitimately points which are not mentioned in the agenda.

#### Article 16

The General Assembly is composed by the effective members of the association.

Every member, who has paid its annual contributions, has the right to attend the General Assembly via a legal representative provided with a written mandate in the respect of the national law of each member and of the statute.

A member who cannot attend the General Assembly can give a power of attorney to a third party, which must reach the President before the date of the meeting.

Every member that has the right to vote can hold one vote.

#### Article 17

The General Assembly is chaired by the president, and in his absence by the vice-president. The president appoints a secretary of the meeting, who can not be the General Secretary, who takes the minutes.

#### Article 18

The General Assembly can legitimately carry out its business if at least half of the members are present or represented, except in the cases where it is indicated otherwise by the law or the present statutes.

Resolutions are adopted by simple majority vote of present or represented members, except in the cases where it is indicated otherwise by the Law or the present Articles of Association.

In case of tied vote, the president or the vice-president who replaces him has a casting vote.

#### Article 19

The General Assembly cannot legitimately discuss the dissolution of the Association, the modification of these Articles of Association or the transformation of the Association into a society with Charitable status, only in accordance with articles 8, 20 and 26 of the law of the twenty-seventh of June one thousand nine hundred and twenty-one relating to non profit-making associations, as amended amongst others by the Law of the second of May two thousand and two and implementing regulations.

#### Article 20

Decisions of the General Assembly are recorded in a register of minutes signed by the president and the secretary of the meeting. This register is kept in the head office and shall be open to inspection by the members but without displacement of the register.

The minutes of the General Assembly are approved by the following General Assembly and one copy of the minutes is then sent via post, e-mail or fax to the members.

Any modifications to the Articles of Association shall be deposited in the office of the Tribunal of Commerce without delay and published as extracts in the annexes of the Monitor as required by

Article 26b of the Law of twenty seven June one thousand ninety hundred twenty one. The same applies to all acts relating to the appointment or suspension of function of the officers and, if appropriate, any administrators.

#### Article 21

Any voting member of the Association may introduce an item of business and must do so by notifying the Secretary General 90 days before the date of the meeting.

Approved agenda items requiring action by the General Assembly must be announced to the membership at least 60 days in advance of the date of the meeting of the General Assembly unless deemed otherwise by the Board.

#### Article 22

The Association is managed by a Board of Management. The members of the Board of Management are appointed by the General Assembly from among its members.

The members of the Board of Management are appointed for a period of two years and may be re-elected for further periods of two years.

The Board of Management chooses a President and a vice-president from among its members. Other members of the board of management are the Secretary General, the Treasurer and the Executive Director (ex officio, non-voting).

The members of the Board of Management may be revoked at any time by the General Assembly. The number of officers of the Board of Management must always be less than the total number of members of the Association and not less than three. However, if only three persons are member of the association, the Board is composed only of two persons.

Any administrator who wants to resign must notify his decision by letter way to the Board of management

#### Article 23

The Board of Management meets twice a year at a meeting convened by the President, or in his absence by the Vice-president. Notice of a meeting is to be delivered by electronic means. Decisions can be made only if at least half of the officers are present. Officers who are absent from three successive meetings without justification are deposed of their office.

Decisions of the Board of Management are made by majority votes of the attending members and, in the case of a tied vote, the president or the vice-president who replaces him or her has the casting vote. Decisions are recorded in the form of minutes, signed by the President and by another officer present at the meeting and are inscribed in a special register kept at the seat of the association.

To avoid any and all conflicts of interest, a member of the Board of Directors shall not vote on any contract or proposed contract with the association where the member may have financial interest.

In exceptional cases, when the urgency and interest of the association require it, the decisions of the Board may be made with the unanimous written consent of the administrators. To this



effect, there must be a prior unanimous approval of the directors to apply a written decision-making process. The decision process involves writing at least one prior decision by e-mail, videoconference or teleconference.

#### Article 24

The Board of Management shall have all the powers for the management of the Association, other than those falling within the remit of the functions of the General Assembly or as otherwise required by Law.

#### Article 25

A special meeting of the Board of Management shall be convened by the Secretary General on the requisition in writing or by email and signed by no less than one-third of the members of the Board. Such requisition shall clearly state the reasons why such special meeting is being convened and the nature of the business to be transacted thereat. No less than 14 days notice shall be given by the Secretary General of any special meeting of the Board.

#### Article 26

The Board of Management shall have power at any time to appoint any member of the association to fill any casual vacancy on the Board of Management until the next Meeting.

If a person is appointed to fill a casual vacancy on the Board of Management, that person shall hold office until the next General Assembly at which members of the Board of Management are elected.

#### Article 27

Elected members of the Board of Directors may not receive any compensation for services rendered in his or her capacity as a member except as otherwise provided in these Bylaws. The Executive Director may receive compensation in an amount authorized by the Board.

#### Article 28

The legal representative of the Association before third parties or at trial is the President or another officer of the Board of Management appointed by him who will not have to justify towards third parties the powers received to this goal. Where the President is prevented from exercising his function the Vice-president shall replace him.

The President or a member of the Board of Management specifically appointed by him can sign all the documents binding the association towards third parties. He represents legally the association towards third parties. The President or, in case of absence, a member of the Board of Management, represents the association at trial both as plaintiff and defendant.

#### Article 29

Every act regularly decided by the Board of Management must be signed by two members of the Board; they will not have to justify their powers towards third parties.

The Board of Management may also delegate certain competences to one or more of his members.

### Article 30

The officers and other persons empowered to represent the Association do not assume, in consideration of their functions, any personal obligation and are responsible only for the execution of their mandate. The mandate of officer carries no remuneration.

### Article 31

The President, or his substitute, is authorized to accept provisional or definitive donations made to the Association and to take all the steps necessary for their acquisition.

### Article 32

The Executive Director shall direct and execute all decisions of the Board of Directors, and shall perform such other duties as the Board may from time to time prescribe or authorize.

The foregoing duties shall include, but not be limited to, the hiring and discharge of employees to fill such positions as the Board may from time to time authorize; the execution of contracts or other instruments on behalf of the Association as the Board may authorize; the signing of checks, drafts or other orders for payment of money provided that the Board may, by resolution, provide that such checks, drafts or other orders for payment above such amount as may be specified in the resolution shall require the countersignature of one or more specified members of the Association.

The Executive Director shall furnish the Board with an operating and financial report at each regular and special meeting thereof.

### Article 33

The Secretary General shall summon all meetings, keep minutes of the proceedings, and maintain the records (other than financial) of the association; he shall assist the President and shall coordinate the activity of the Board of Management.

The Secretary General shall be responsible for dealing with enquiries from the public on association matters. His mandate is of three years and may be renewed without limitation of time.

### Article 34

The treasurer shall maintain the financial records of the association, receive all subscriptions, and pay all bills. His mandate is of three years and may be renewed without limitation of time.

## CHAPTER SIX: FINANCIAL RESPONSIBILITIES

### Article 35

The assets and income of the organization shall be applied solely in furtherance of its above-mentioned objects and no portion shall be distributed directly or indirectly to the members of the organization except as bona fide compensation for services rendered or expenses incurred on behalf of the organization.

The funds of the Association shall be used to further the purposes of the Association and to meet recurrent expenditure. Any debts and liabilities of the Association shall be paid and satisfied by Association officers as per the procedures established by the Board.

## CHAPTER SEVEN: MODIFICATION OF THE STATUTES

### Article 36

Any modification of the present statutes can not be consequence of a deliberation unless this deliberation has been announced in the notice of the General Assembly and included in the related agenda.

The General Assembly can legally deliberate the modification of the statutes when two thirds of his members are present or represented by others. Modifications are approved by majority of two thirds of the votes.

However, the modification of the objectives for which the association is constituted must be approved by a majority of four-fifths of votes of the present or represented members.

If the quorum of participants is not reached, a new general assembly is called with the same scope in the agenda, no matter how many present or represented members participate. The general assembly legally decides legally by majority of two thirds of the votes. The second meeting can not be held less than fifteen days after the first meeting

## CHAPTER EIGHT: DISSOLUTION

### Article 37

The decision of voluntary dissolution of the Association is reserved to the General Assembly (art. 14 and 19) which appoints one or several liquidators and determines their powers.

### Article 38

Whether the dissolution is voluntary or judicial, whenever it happens and for whatever reason, the social net assets, after settlement of debts and balancing of charges, shall be transferred to another organization with similar purposes which is not carried on for the profit or gain of its individual members.

### Article 39

Any decisions relating to the dissolution, the conditions of the winding-up, the nomination and suspension of functions of the liquidator(s) or receivers, at the time of the liquidation, as well as the allocation of the net assets, will be deposited in the office of the Tribunal of Commerce and published in the annexes of the Belgian Monitor as said in articles 23 and 26novies of the Law of twenty-seven June one thousand nine hundred twenty-one.

## **Various dispositions**

### Article 40

Regulations regarding internal order can be decided by the Board of Management and submitted to the General Assembly for approval. Modifications to these regulations can be added by a resolution adopted at a meeting of the General Assembly, by simple majority of the present or represented members.

This Regulation must be observed by all members.

### Article 41

The financial year of the Association shall commence on the first of January and end on the thirty-first of December.

## Article 42

The accounts for the previous financial year and the budget for the following financial year will be submitted yearly to the approval of the ordinary General Assembly, which shall grant a discharge to the officers in relation thereto.

Accounts and budgets are kept and, if need be, published in accordance with article 17 of the Law of twenty-seven June one thousand nine hundred twenty-one.

If the association achieves two out of three criteria fixed by the article 17 §3 of the Law of twenty-seven June one thousand nine hundred twenty-one, the general assembly appoints a commissioner and determines, if need be, his remuneration.

## Article 43

All that is not expressly envisaged in the present statutes is regulated by the law of the twenty-seventh of June one thousand nine hundred and twenty-one for non profit-making associations, non profit-making international associations, and foundations, as amended amongst other things by the law of the second of May two thousand and two and its implementing regulations.

## **Transitional dispositions**

The founders adopt the following resolutions unanimously which shall become effective only when the resolution relating to the appointment of the officers of the Board of Management and the present statute have been filed in the office of the Tribunal of Commerce

## Financial year

By exception to article 47 the first financial year will start on 25 July 2013 and will end on the thirty-first of December 2014.

## President and managers

- The founder members nominate as administrators:

1. Rob Shea, born in St. John's, Newfoundland, domiciled in 32 Warren Place - St, John's, Nfld and Lab 1A 2A1 (Canada)
2. Wadad Youssef El-Husseiny, born in Beirut, domiciled in P.O. Box 2713 Doha (Qatar)
3. Fabio Monti, born in Como, domiciled in via Vittorio Veneto 15, 22073 Fino Mornasco - CO (Italy)
4. Lisa Bardill Moscaritolo, born in San Francisco, CA, domiciled in 322 Waterside Close, Peekskill, NY 10566 (USA)

Who accept this mandate

- The administrators appoint as President:

Rob Shea, born in St. John's, Newfoundland, domiciled in 32 Warren Place - St, John's, Nfld and Lab 1A 2A1 (Canada)

Who accepts

- The administrators appoint as Vice-President:

Wadad Youssef El-Husseiny, born in Beirut, domiciled in P.O. Box 2713 Doha (Qatar)

Who accepts

- The administrators appoint as Secretary General:

Lisa Bardill Moscaritolo, born in San Francisco, CA, domiciled in 322 Waterside Close, Peekskill, NY 10566 (USA)

Who accepts

- The administrators appoint as Treasurer:

Fabio Monti, born in Como, domiciled in via Vittorio Veneto 15, 22073 Fino Mornasco - CO (Italy)

Who accepts

Done in Brussels on 25 July 2013