

# **THE CENTER FOR YOUTH AND INTERNATIONAL STUDIES (CYIS) ASBL**

## **ACT OF CONSTITUTION**

The Center for Youth and International Studies (CYIS) ASBL, rue du Parnasse 14, 1050 IXELLES

## **STATUTES**

The undersigned founder:

Cursaru Ioan-Andrei, born on January 7, 1996 in Bucharest (Romania) and domiciled at the Foyer Européenne, 17 rue Traversière, 1210 Saint-Josse-ten-Noode, Brussels.

The undersigned co-founders:

Gaff Rebecca, born on August 31, 1995 in Glasgow (United Kingdom) and domiciled at 10 rue du Marché aux Herbes in 1000 Brussels.

Consoli Stefano, born October 14, 1989 in Rome (Italy) and residing at 14 Rue du Parnasse in 1050 Ixelles.

The meeting in Assembly on December 2, 2020 agreed to form the a.s.b.l. “The Center for Youth and International Studies asbl” and have adopted the following statutes.

## **TITLE I: NAME, HEAD OFFICE, DURATION**

### **Section 1**

The Association takes the name: “The Center for Youth and International Studies”, hereinafter called CYIS or “the Association”.

The Association is governed by these statutes and the Companies and Associations Code.

The Founder Cursaru Ioan-Andrei has the founder right to exercise majority control over the Association.

### **Section 2**

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The legal address of CYIS is Rue du Parnasse 14, 1050 Ixelles.

By decision of the General Meeting, published in the Annexes to the Belgian Official Gazette in the month of this date, the registered office may be transferred to any other place in Belgium.

The email address is [info@cyis.org](mailto:info@cyis.org) and the website [www.cyis.org](http://www.cyis.org).

### **Section 3**

The Association is constituted for an unlimited duration. It can be dissolved at any time.

## **TITLE II: CORPORATE PURPOSE**

### **Section 4**

The association has the following objectives:

- Make a global, adaptive, independent contribution, based on facts, solutions and objective insights in the politico-military, economic-environmental and humanitarian fields;
- Provide a platform allowing young people to access the activities of the association and to get in touch with the main decision-makers in the politico-military, economic-environmental and humanitarian fields;
- Promote an intergenerational dialogue on the main global risks in terms of security, economy and environment, and humanitarian assistance.

The Association can carry out all acts and all procedures that are related to these objectives in the broadest sense. The Association does not pursue financial or commercial goals. To achieve its objectives, the Association may undertake all activities to enable the achievement of its goals. To do this, it may in particular become a member of national and international institutions or organizations.

## **TITLE III: STRUCTURE OF THE ASSOCIATION**

### **Section 5**

The Association is made up of the following:

- The Board of Directors
- Executive Management
- The Research Directorate with its Research Dimensions, Regional Centers and Editorial Unit
- The Operational Branch
- Members

### **Section 6**

1. The Board of Directors are responsible for the preparation of all strategic and political matters of the Association
2. The Founder, Cursaru Ioan-Andrei, is automatically the Chair of the Board and has the final decision on all voting procedures
3. All votes are of equal value within the Members of the Board of Directors
4. The Board of Directors is always composed of a minimum of three members
5. The Chief Executive Officer of CYIS (hereafter Chief Executive) and Members of the Executive Management are automatically part of the Board of Directors
6. Full Members of the Association can be appointed by the Board of Directors if a motion on their appointment passes.

## **Section 7**

1. The Executive Management is responsible for all research and operational matters of the Association
2. Members of the Executive Board are members of the association for an indefinite period, with the possibility of terminating their mandate at any time or extending their mandate on an annual basis.
3. The Chief Executive directs the Executive Management of the Association which defines the orientation of research and operations
4. The Chief Executive builds lasting partnerships with public and private stakeholders to enhance the network and reach of the association

## **Section 8**

1. The Research Branch is headed by the Chief of Research, who is responsible for the overall research direction of the Research Branch to meet the strategic objectives of the Association;
2. The Research Branch is made up of the Research Dimensions, each Dimension is made up of Programs which are the specific research areas of the Dimension, and each Program is made up of Projects. Additionally the Research Branch has Regional Centre which provide a regional lens to the overall Research of the Association.
3. The Research Branch has an Editorial Unit to support the output of written and audio-visual content.

## **Section 9**

1. The Operational Branch is headed by the Chief of Operations, who is responsible for all operational matters in terms of technicality, legal formalities, finance, communication, outreach and liaison.

# **TITLE IV: MEMBERS OF THE ASSOCIATION**

## **Section 10**

The Association is made up of full, contributor or honorary members. The number of active members cannot be less than three. Their number is unlimited.

The formalities and conditions concerning membership and withdrawal of members are determined by

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the Internal Rules (I.R.). All members agree to abide by the statutes and this ROI.

### **Section 10.1**

Are full members:

1. The parties to this deed, founders or partners.
2. All individuals who actively contribute to all of the Association's activities as members of the Research Branch or the Operational Branch.
3. Members whose application will be accepted by the Board of Directors.

Their membership can be extended each year through the payment of the annual membership fee at the beginning of the new administrative year.

### **Section 10.2**

Any natural person who makes a written request to the Board of Directors and pays the membership fee may become a full member of the Association. The Board of Directors decides on this request. In this case, and before examining any other question, the next General Meeting is called upon to ratify the decision of the Board of Directors.

Their membership lasts for a year or part of a year, depending on their initial request, and can be renewed. If they apply for renewal of their membership, the next General Assembly will decide on the renewal; otherwise, it will ratify the termination of their membership.

### **Section 10.3**

The Board of Directors may unanimously decide to consecrate a member to the rank of honorary member due to considerations placing him as such that he has provided symbolic assistance to the association or that he has a special status. .

All former members of the Board of Directors have the right to become an honorary member upon request.

## **Section 11**

Effective members and adherents are free to withdraw from the association at any time by submitting their resignation in writing to the Board of Directors.

The exclusion of a full member can only be pronounced by the General Assembly, speaking by secret ballot, by a two-thirds majority of the votes present or represented.

The exclusion of a member may be pronounced by the Board of Directors. If necessary, the next General Assembly ratifies this decision. Non-compliance with the statutes, serious breaches of the R.O.I., the laws of honor and propriety, serious misconduct, actions or words, which could tarnish the honorability or the consideration which the association must enjoy, the violation of professional secrecy, death, bankruptcy,

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failure to be present or represented at three consecutive General Assemblies, are acts which may lead to the exclusion of a member.

The Board of Directors may suspend the members, until the decision of the General Assembly. The resigning, suspended or expelled member, as well as the creditors, heirs or assigns of the deceased or bankrupt member (for a legal person), have no right to the social funds of the association. They may not claim or require any statement, rendering of accounts, reimbursement of contributions, affixing of seals, or inventory.

## **Section 12**

The Board of Directors keeps a register of members in accordance with article 9.3 of the Companies and Associations Code.

## **Section 13**

The members do not contract any personal obligation relating to the commitments of the association.

# **TITLE V: GENERAL ASSEMBLY**

## **Section 14**

All members of the association sit in the General Assembly. Only full members have the right to vote. Adherent members have the right to attend General Meetings and to express themselves there like full members.

Each member may be represented by a proxy if a written proxy is submitted at least seven (7) days before the Meeting.

The Board of Directors may invite any person to all or part of the General Assembly as an observer or consultant.

## **Section 15**

The General Meeting has the powers expressly granted to it by law or the articles of association. Are in particular reserved to its competence:

1. Amendments to the social statutes;
2. The appointment and removal of directors;
3. Where appropriate, the appointment and dismissal of auditors, and the fixing of their remuneration in the event that remuneration is granted;
4. The discharge to be granted to the administrators and auditors, if applicable; 5. Approval of budgets and

accounts;

6. Voluntary dissolution of the association;
7. Exclusions of members;
8. The transformation of the association into a company with a social purpose;
9. Any assumptions or statutes so require.

## **Section 16**

At least one General Assembly must be held each association year.

The General Assembly is convened by the Board of Directors in the cases provided for by law and the association may hold an Extraordinary General Assembly at any time by decision of the Board of Directors, in particular at the request of one third of the effective members.

## **Section 17**

All members of the association must be convened to the General Assembly by the Board of Directors by ordinary letter, e-mail, fax or public poster on the official website of the association at least fifteen (15) days before the 'Assembly.

The convocation mentions the days, times and places of the meeting. The agenda is also mentioned in the convocation. Any proposal signed by a quarter of the members must be placed on the agenda. Except in the cases provided for in the Companies and Associations Code, the Meeting may validly deliberate on points that are not mentioned on the agenda.

## **Section 18**

The General Assembly is chaired by the Chief Executive Officer or by one of the members of the Board of Directors or by a full member appointed by the Board of Directors.

## **Section 19**

The General Assembly may validly deliberate regardless of the number of members present or represented, except for the exceptions provided for by law or these statutes. The decisions of the General Assembly are adopted by a simple majority of the votes duly cast, except in cases where it is decided otherwise by law or these statutes. In the event of a tie vote, that of the Chief Executive Officer or the director replacing him is decisive. In the event of a tie in a vote by secret ballot, the proposal is rejected.

Are excluded from the quorums of vote and majority the white votes, null and the abstentions. When the quorum of attendance is not reached at the first General Meeting duly convened, a second meeting of the Meeting cannot be held less than 15 days after the sending of the second notice. The decision will then be final, regardless of the number of members present or represented at the General Assembly.

## **Section 20**

The General Assembly can only validly deliberate on the modification of the statutes, on the exclusion of members or on the transformation into a company for social purposes in accordance with the special conditions of quorum of presence and majority required by the Code of Companies and Associations. . The General Assembly can validly deliberate on the dissolution of the association only in accordance with the special conditions of quorum of presence required by the Code of Companies and Associations and with a four-fifths majority.

## **Section 21**

The decisions of the Meeting are recorded in a register of minutes countersigned by the Chief Executive Officer and a director. This register is kept at the registered office where all members at broad sense can take cognizance of it but without moving the register, after written request to the Board of Directors with which the member must agree on the date and time of the consultation. All amendments to the articles of association are filed, in a coordinated version, with the registry of the Commercial Court without delay and published, by the clerk and by extracts in the Annexes to the Monitor in accordance with the Companies and Associations Code. The same applies to all acts relating to the appointment or termination of office of directors and, where applicable, auditors.

# **TITLE VI - THE BOARD OF DIRECTORS**

## **Section 22**

The members of the Board of Directors are:

Ioan-Andrei Cursaru: Chief Executive;

Stefano Consoli: Chief of Operations;

Sophia Mason: Director of Humanitarian Dimension

Georgios Christos Kostaras: Director of Politico-Military Dimension

The General Meeting reserves the right to increase the number of directors without prior modification of the articles of association.

The outgoing members of the Board of Directors are eligible for re-election.

The administrators do not contract, because of their function, any personal obligation and are only responsible, vis-à-vis the association, for the execution of their mandate.

## **Section 23**

The daily management of the association is ensured by the administrators acting individually or

jointly.

## **Section 24**

In the event of a vacancy during a term of office, a provisional director may be appointed by the Board of Directors, the next General Meeting being called upon to ratify this decision. In this case, he completes the term of office of the director he replaces.

If no appointment is made, the Board of Directors will fill the vacant position.

## **Section 25**

The Board meets whenever the needs of the association or the I.R.. require it and whenever a third of its members so request. Notices are sent by the Chief Executive or the Chief of Operation or, failing that, by a director, by simple letter, e-mail, fax or even verbally, at least two calendar days before the date of the meeting. They contain the agenda, the date and place where the meeting will be held. Attached to this mailing are the documents submitted for discussion by the Board of Directors.

If, exceptionally, they prove to be unavailable at the time of the convocation, they must be able to be consulted before said Board meeting.

The Board deliberates validly regardless of the number of members present or represented, unless legal, regulatory or statutory provisions to the contrary.

Its decisions are taken by a simple majority of votes, the Chief Executive Officer having the option of doubling his vote in the event of a tie vote. Each director has one vote and can only benefit from a maximum power of attorney. In the event of a tie in a vote by secret ballot, the proposal is rejected. A director may be represented on the Board by another director, holder of a written power of attorney appointing him by name.

Its decisions are recorded in the form of minutes, countersigned by the Managing Director and recorded in a special register. This register is kept at the registered office. Any active member, justifying a legitimate interest, can read it without moving the register.

## **Section 26**

The Board of Directors has the most extensive powers for the administration and management of the association. Only acts reserved by law or these statutes to the General Assembly are excluded from its jurisdiction.

The Board of Directors manages all the affairs of the association, represents the association in all judicial and extrajudicial acts.

Legal actions, both plaintiff and defendant, are brought or supported in the name of the association by the



Board of Directors, on the proceedings and diligences of the latter.

As for liability to customers, a liability clause and a full explanation thereof will be provided to them.

The administrators, the people delegated to the daily management, as well as the people authorized to represent the association, do not contract, because of their functions, any personal obligation relating to the commitments of the association.

## **TITLE VII - ACCOUNTS AND BUDGET**

### **Section 27**

The Board of Directors draws up the accounts for the past year in accordance with the provisions of the Code of Companies and Associations as well as the budget for the following year and submits them to the approval of the Annual General Meeting. The accounts are filed in accordance with the Companies and Associations Code.

### **Section 28**

The financial year of the association extends from September 1 to August 31 of each year. It is divided into three (3) sessions (S) as follows:

- S1: from September to December
- S2: January to April
- S3: May to August

### **Section 29**

The association has a common fund deposited in one or more bank accounts registered in the name of the association, hereinafter referred to as “Center for Youth and International Studies accounts” or “CYIS accounts”.

Signatories to CYIS accounts are always the Director and the Chief of Operations. If necessary, a full member of CYIS can be appointed as interim signatory.

## **TITLE VIII - DISSOLUTION AND LIQUIDATION**

### **Section 30**

In the event of voluntary dissolution, the General Meeting or, failing that, the court will appoint one or more liquidators. It will also determine the powers and terms of the liquidation.

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## Section 31

In the event of dissolution, after settlement of the debts, the assets will possibly be transferred to the foundation or the association which pursues a goal similar to that of the association.

Failing the application of this clause, the assets will be devolved as follows: the goods brought, given or bequeathed to the association will be returned to the respective authors of the said contributions, gifts or legacies or to their heirs and assigns, provided that claim is made by the interested parties in the year of the dissolution.

## Section 32

Everything that is not explicitly provided for in these statutes remains subject to the Companies and Associations Code.

## TRANSITIONAL PROVISIONS

The costs of this act, annexes and employees, are the sole responsibility of the association formed hereunder.

The first financial year will end on August 31, 2021.

The statutes - defined in the thirty-two articles specified below, drawn up on 10 typed sheets - form an integral part of this deed.

Done in Ixelles, December 2, 2020.

Read and approved

Signatures of voters:

Ioan-Andrei Cursaru

Stefano Consoli