



Abelusi

Version #	5.00
Date	201118

## Statutes of Association

### Abelusi Global

**“Shepherding Others for the Magic of their Success”**

#### **Preamble**

In the course of their career's, elders, whatever their occupation or background, have developed considerable knowledge and expertise. ABELUSI is a global Association designed to provide the structure and support to enable its members, people who can turn their experience into solutions for the future, to give of their experience and expertise for the benefit of individuals and groups in their local communities in particular and wider communities where practical.

#### **Application of Statutes**

These Statutes apply to Abelusi Global and may vary for a Chapter where superseded by local statutory regulations and best practice as included in their relevant constitution and agreed by the Global Board.

#### **Name and headquarters**

##### **Article 1**

Abelusi Global is a non-profit association governed by the present statutes and, secondly, by Articles 60 et seq. of the Swiss Civil Code. It is neutral politically, and non-denominational.

##### **Article 2**

The Organization's headquarters are located in the State of Geneva. Regional and Local affiliates, known as Chapters as described and illustrated in Addendum A, are headquartered as per their relevant constitution.  
The Association shall be of unlimited duration.

#### **Aims**

##### **Article 3**

The Association shall pursue the following aim(s):

**Why:** Especially in these times of increasingly rapid change, elders, who can turn their experience into solutions for the future, providing their experience and expertise for the benefit and upliftment of individuals and communities.

**Vision:** The formation of a global network of experienced elders focused on fulfilling the Abelusi Global mission and thereafter its continued growth and outreach having a collective achievement commitment with consistent beneficial impact.

**Mission (What we do):** Abelusi Global members operating in a network locally, regionally and/or globally, sharing and applying their knowledge and skills, providing support, advice, coaching and mentoring in their respective field of expertise where agreed and needed across a wide range of business and social activities.

### **Guiding Principles:**

Abelusi Global is a not-for-profit non-governmental organization whose aim will always be to strive towards its vision whilst fulfilling its mission continually fostering success with the following guidelines:

- A self-sustaining global association with regional and local chapters, differing categories of membership, completely non-discriminatory with regularly periodically elected office bearers.
- Operating in an environment of mutual respect, being wholly focused on the success of the client and upholding the values of Love (Caring); Truth; Freedom; Service above Self; Professional and Willing Cooperation; Respect for the Environment, Self and Others (being different – respect for the individual).
- Membership drawn from varying occupational categories including amongst others, leaders, senior business executives, entrepreneurs, subject matter and technical experts, executive office partners (executive assistants), farmers/agriculturists, administrators, fund-raisers – a holistic approach.
- Providing benefits and rewards for its members in feeling needed, worthwhile, integrated and useful, ensuring respect and being part of a local and global network and partnership.
- Benefitting clients/communities by providing access to and support by a professional experienced global network with multiple and varied capabilities.
- Each project having a dedicated leader with nominated backup.
- See Addendum B for Social Business Plan

### **Resources**

#### **Article 4**

The Association's resources are derived from:

- donations and legacies;
- sponsorship;
- public subsidies;
- membership fees;
- project fees and commissions
- any other resources authorized by the law.

The funds shall be used in accordance with the Association's social aims.

### **Members**

#### **Article 5**

To become a member of the Association

- Members of the Global body or any Regional or Local affiliate need to be approved by the relevant governing body, be compatible with the Aims (Article 3) of the association and where practical have had experience at an ownership or executive level and/or as a leading subject matter expert.
- Any physical person or legal entity may become a member if they have demonstrated their dedication to the goals of the Association through their commitments or actions.

Requests to become a member must be addressed to the relevant Board or delegated committee. Typically, a new member joins the relevant Chapter and thereafter may be asked to serve on the Global body.

The Global body or Chapter determine their own membership fees.





The Association comprises:

- At Global level
  - Founding members – The members who attend or contribute to the initial founding meeting and are listed as such in the minutes thereof.
  - Global Board members who are responsible for the governance of the Association – Those members who are elected to the Global Board with title bearers including the President, Secretary, Treasurer and others as agreed by the Global Board.
  - Chapter Representatives – Members or representatives, normally the Head of Chapter, of Regional and/or Local Chapters as approved by the Board.
  - Honorary members – as nominated and approved by the Global Board without any voting rights.
  - Other member categories as approved by the Global Board
  - Staff members as appointed by the Global Board members with or without voting rights as determined by the Board
  
- At Chapter level

(At the outset of formation of the Association it is recognized that in any region or country the order of establishment of Chapters may vary. A Regional Chapter may form first followed by Local Chapters or vice versa. It is foreseen that Regional Chapters will be stand-alone and/or host representatives of Local Chapters in their region or country.)  
(See Addendum A)

  - Founding members – The members who attend or contribute to the initial founding meeting and are listed as such in the minutes thereof.
  - Chapter Board members who are responsible for the governance of the Chapter – Those members who are elected to the Chapter's Board with title bearers including the President, and others as agreed by the Chapter's Board
  - Full Members – Members as approved by the approval process of the Chapter.
  - Honorary members – as nominated and approved by the Chapter Board without any voting rights
  - Other member categories as approved by the Chapter's Board
  - Staff members as appointed by the Board with or without voting rights as determined by their Board

Membership ceases:

- On death;
- By written resignation thereby notifying the relevant Board;
- By exclusion ordered by the relevant Board, for just cause, with a right of appeal. Appeals must be lodged within 30 days of the relevant Board's decision being notified;
- For non-payment of dues for more than one year.

In all cases the membership fee for the current year remains due. Members who have resigned or who are excluded have no rights to any part of the Association's assets.

The Association's assets may only be used for obligations/commitments contracted in its name. Members have no personal liability.



## **Organs**

### **Article 6**

The Association including each Chapter shall include the following organs:

1. General Assembly at Global level and Annual General Meeting (AGM) at Chapter level,
2. Executive Board,
3. Auditor at Global level and for Chapters as necessitated by local statutes.

### **General Assembly (Association) and Annual General Meeting (Chapter)**

#### **Article 7**

The General Assembly is the Association's supreme authority. It is composed of all the members as defined in Article 5 – Global level.

An Annual General Meeting is a Chapter's supreme authority unless governed differently by another legal framework such as a MOI. It is composed of all the members as defined in Article 5 – Chapter level.

The Global body and each Chapter shall hold an Ordinary Meeting once each year. It may also hold an extraordinary session whenever necessary, at the request of the relevant Board or at least of one-fifth of its members.

The General Assembly or Annual General Meeting shall be considered valid if attended on the first calling by a minimum of 51% of current members present and eligible to vote or if a second calling is necessitated then regardless of the number of members present (minimum of 3).

The Board shall inform the members in writing of the date of the General Assembly or Annual General Meeting at least six weeks in advance. The notification, including the proposed agenda, shall be sent to each member at least 10 days prior to the date of the meeting.

#### **Article 8**

The General Assembly (Global Association) or Annual General Meeting (Chapter):

- Appoints the members of the Board and elects, at a minimum, the President, the Secretary and the Treasurer;
- Notes the contents of the reports and financial statements for the year and votes on their adoption;
- Approves the annual budget;
- Supervises the activity of other organs, which it may dismiss, stating the grounds therefore;
- Appoints an auditor for the Organization's accounts if so required by statute;
- Decides on any modification of statutes;
- Decides on the dissolution of the Association or Chapter;
- Fixes the annual membership fees.

#### **Article 9**

The General Assembly is presided over by the President of the Global Association or his/her nominee.

An Annual General Meeting is presided over by the Chapter President or his/her nominee.

In the event of the incapacity or death of the President the relevant Board shall elect one of their members to preside over the meeting.

#### **Article 10**

Decisions of the General Assembly or Annual General Meeting shall be taken by a majority vote of the members present. In case of deadlock, the President shall have the casting vote.

Decisions concerning the amendment of the Statutes and the dissolution of the Association must be approved by a two-third majority of the members present.





## **Article 11**

Votes are by a show of hands. Voting can also take place by secret ballot, if at least five members request it.

## **Article 12**

The agenda of the ordinary annual session of the General Assembly or Annual General Meeting must include:

- Approval of the Minutes of the previous Meeting
- Approval of the Board's annual Activity Report
- Approval of the report of the Treasurer and of the Auditor
- Setting of membership fees
- Approval of the budget
- Approval of reports and accounts
- Election of Board members and Auditor
- Miscellaneous business

## **Boards (Global and Chapter)**

### **Article 13**

The relevant Board is authorized to carry out all acts that further the purposes of the Association. It has the most extensive powers to manage the Association's or Chapter's day-to-day affairs.

### **Article 14**

The Board is composed of at least 4 members elected by the General Assembly or Annual General Meeting. Each member's term of office shall last for one year and be renewable 3 times concurrently. The Board meets as often as the Association's or Chapter's business requires.

### **Article 15**

The Board members may either work on a volunteer basis, with payment of attendance fees if agreed by the Board, and as such can be reimbursed for their actual expenses and travel costs or receive a salary as decided by the Board of the Association or Chapter. For activities beyond the usual function, each Board member is eligible for appropriate compensation.

It is recommended that paid employees of the Association or Chapter have only a consultative vote on the Board.

### **Article 16**

The functions of the Board are:

- to take the appropriate measures to achieve the goals of the Association or Chapter;
- to convene the ordinary and extraordinary General Assembly or Annual General Meeting;
- to take decisions with regard to admission of new members as well as the resignation and possible expulsion of members;
- to ensure that Statutes are applied, to draft rules of procedure, and to administer the assets of the Association or Chapter;

## **Auditor**

### **Article 17**

Each year the General Assembly or Annual General Meeting appoints auditors. It may also entrust the auditing responsibility to a fiduciary or accounting company.

The auditors shall check the operating and annual accounts prepared by the Board and present a written and detailed report to the General Assembly or Annual General Meeting.



**Signature and representation**

**Article 18**

The Association or Chapter is legally bound by the individual / joint signature of its President and/or Board member(s) so authorized

**Various provisions**

**Article 19**

The financial year shall preferably begin on 1 January and end on 31 December of each year.

**Article 20**

Should the Association or Chapter be dissolved, the available assets should be transferred to a non-profit organization pursuing public interest goals similar to those of the Association or Chapter and likewise benefiting from tax exemption. Under no circumstances should the assets be returned to the founders or members. Nor should they use a part or a total of assets for their own benefit.

The present Statutes have been approved by the Founding Members of Abelusi Global, details and signatures included in Addendum C, at a meeting hosted in Geneva and so recorded with appropriately signed minutes on

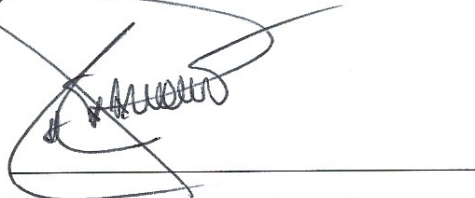
16 NOVEMBER 2020  
Date

**For the Association**

**President:**



**Vice- President**



**Names of Founding Members listed on Addendum C**

- Richard John ALLEN
- Henry André Robert VERGNAUD
- Adelheid MÜLLER
- Christiane Gabriele STEPANEK-ALLEN
- Jörg Dieter WEBER
- Anthony Roger HESP
- Terrence Duncan STRACHAN





# Abelusi Global Statutes of Association

## Addendum A:

### Structure Considerations

#### Consideration at 3 levels:

(Number of levels and responsibilities to depend on Steering Committee determination and also depending upon maturity of the association)

##### 1. Global Association

- Centralised overarching NGO, (not for profit) with responsibilities including organisational leadership, marketing, coordination, fund raising, representation, administration, networking, etc. (Swiss based NGO – Membership to include Founders; Regional &/or Local Chapters represented by their elected President, or nominee; Honourary members)

##### 2. Regional Chapter(s)

- Association affiliated to the Global body representing a group of Local Chapters in a region/area or at a country level

##### 3. Local Chapter

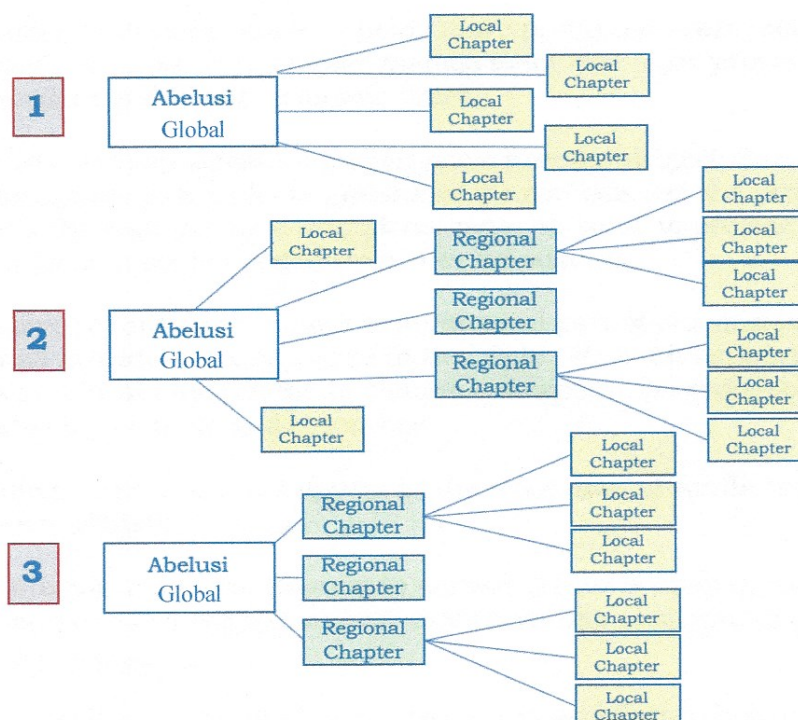
- Association affiliated either directly to the Regional Chapter &/or to the Global body representing members in a local area.

#### Status

Each Regional and Local Chapter will be a separate legal identity structured as a Company, Organization, Association, Trust or body that best suits their local operation in their area. They shall be affiliated to Abelusi Global adopting this ABELUSI STATUTE OF ASSOCIATION as is, or as amended, or as altered with specific reference in their constitution.

#### Diagram (as below)

1. No Regional Chapter; (Maybe at Outset only)
2. Mix of Local and Regional affiliated to Global;
3. Only Regional Chapters affiliated to Global (Preference on Maturity)





# **Abelusi Global** **Statutes of Association**

## **Addendum B:**

### **ABELUSI Social Business Plan (Project)**

What Abelusi offers:

*Counselling, Supporting, Enabling, Assisting, Identifying opportunities for problem solving or development, Mediation, Guidance, Information, Training, Project implementation, Advice, Applied research, Transmitting, Liaising, Connecting people with people, Monitoring, Ideas.*

To procure advice and counselling to entrepreneurs, small & medium size companies, local and private institutions, locally and globally on any particular area(s) of their starting, development or operational stage(s) at all levels of the organization.

To support the representatives of these entities in difficult times or in the face of a particular challenge across the affected facets of their activity/activities.

To identify and where necessary contact potential outside help and support (interlocutors, potential partners and sponsors, vendors...) to bring eventual solutions and relief to these entities in need.

To provide assistance on request in a specific area of expertise (financing, marketing, human resources...) for a given short period in a totally unofficial role, based on experience and free cooperation.

To strengthen the knowledge and skills of people so that they can be better equipped in certain areas of their activity thus enable them to achieve success.

To enable entities to develop, such as being more profitable, more technologically aware, better organized, more adept in change management and more prone to succeed in the face of unprecedented difficult economic times.

Abelusi proposes its help where and when necessary to « project management ». We share our experiences and make suggestions. We can connect the project initiator(s) with outside experts through our local and global network so as to provide in an unconditional fashion some needed resources for success.

The sustainability of our environment is an integral part of our mission. When and where needed we shall provide some expertise in that field. We shall support resilience of communities and local populations to climate change and promote solutions for efficient and sustainable use of tools and resources.

Abelusi may help in an unofficial matter in the resolution of conflicts or mediation process between entities.

Abelusi may provide some free training in certain domains (management, human resources...) and can provide names and contact details of adequate purveyors for specific training needs.

Abelusi may submit research work upon request in an effort to help entities access to historical knowledge and advancement in specific matters/subjects.

Abelusi may provide help in liaising entities with the local institutions when possible or at the very least provide advice on how to approach the connection with them.