

## STATUTES FOR "it is about us"

### CHAPTER I

#### GENERAL CONDITIONS

##### **§ 1 Name and nature of organization**

An international, non -profit association, with the name "it is about us", is being constituted as a legally recognized organization with full capacity to work under the Spanish Organic Law 1/2002 of March 22, and complementing norms, which regulates the Right of Association.

"it is about us" is a non-political and non- religious association, constituted, managed and governed by its members which are of different nationalities.

In all matters not provided for in these statutes the aforementioned Organic Law 1/2002 of March 22 and additional provisions shall apply.

##### **§ 2 Duration**

"it is about us" is constituted for indefinite time.

##### **§ 3 Geographic area of operation**

The association develops its activities within the complete Spanish territory as well as in all those countries that the physical, technological and financial conditions permit. The association has a clear international vocation, striving to reach as many people of different nationalities as possible. "it is about us", will work for sustainable development of this planet.

The association can open sub - offices in any country, while respecting national legislation, and will be using the latest technical and social communication means available, to fulfill the purposes of the association.

##### **§ 4 Address of registration**

"it is about us", is registered at Bravo Murillo 53, Esc. B-6 Izquierda, Madrid 28003, Spain.

##### **§ 5 Vision, mission and values.**

The Association strives towards the following objectives and values:

Our vision is a sustainable, inclusive and just world, leaving no one behind; a world in which humanity lives in harmony with nature. "It is about us" will become a worldwide movement for sustainable development.

Our mission is to address critical environmental, social and economic issues. We do that by providing information, creating awareness, inspiring and empowering people and society in general to take action required for people and planet to be on a sustainable track by 2030. This includes taking direct as well as indirect action; as for example requesting and supporting authorities and other relevant actors, to modify and create, structures, space, laws and policies for sustainable development.

Our values: Those that associate with "it is about us", are people aware of the critical situation that we and our planet are confronting; but we are convinced we can turn this situation around. That is why "it is about us" is created. We are ambitious, highly committed and determined to succeed. We work mainly on a voluntary basis, with the highest ethical and professional standards in our relationships and in all that we do.

### Objectives

The overarching framework of "it is about us" are:

The Sustainable Development Goals, SDGs; global goals to end poverty, protect the planet and guarantee that all people live in peace and prosperity, and on

The Paris agreement on Climate Change, COP21; global voluntary commitment to stay "well below" 2°C temperature increase in relation to pre-industrial levels; as well as future updates of these agreements.

The following general objectives of "it is about us" are set to be reached by 2030\*:

#### Economic growth and clean energy

- ❖ Create a worldwide movement for the transition to clean energy in those countries where we collaborate\*, and at the global level.
- ❖ Create demand for alternative measures for growth and prosperity, other than GDP, in partnering countries\* and at the global level.

Sustainable consumption, lifestyle and production globally, within certain sectors, and in partnering countries\*.

- ❖ Inform, create awareness and exchange experience in sustainable development and inspire people to take action in critical issues.
- ❖ Support independent organizations in partnering countries that work for the environmental sustainability of the production of basic products, and services.
- ❖ Create demand for sustainable products and services so that people, especially the urban middle class in partnering countries, do not only consider the financial cost but also the related social and environmental costs and implications when selecting the products, they will buy.
- ❖ Stimulate a culture of sustainable lifestyle that is widely and actively spread within the countries and sectors where "it is about us" is active.

#### Decreasing inequalities

- ❖ Stimulate organizations, communities and people to identify main causes of inequality (such as girls' education, youth employment etc., depending on the main gaps in the country) so that these communities themselves take direct action, demand and ensure that relevant authorities implement the necessary measures.

\*1) We work with at least 10 "partnering countries", in the beginning. In 2025 these objectives will be revised.

The objectives of the Association will be achieved by creating partnerships with other organizations for a global movement for sustainable development.

We inform, train, mobilize and connect people in different countries at local and global levels, communicating mainly through internet; social networks, social media, webinars, workshops and

seminars, on line and in person, not excluding the possibility of developing other activities in the field when required to reach the objectives.

## **§ 6 Programmes**

We target individuals, people in general with little or no awareness of sustainable development. The present situation requires massive **impact** with the aim to **reach a critical mass** that becomes self-perpetuating. People must realize that we, the planet and humanity, are in a state of emergency.

The programmes foreseen are listed below. Other programmes required to reach the objectives might emerge in the future:

### **1. Mobilizing Country by Country**

Local partners are identified, training material and critical actions are adapted to meet the specific gaps, challenges and priorities in each country. Local and national sustainable development networks are supported.

Young people are reached within their space/networks, in order to exchange information and experience and to support their active participation as ambassadors for sustainable development.

### **2. Mobilizing Sector by Sector**

Service sectors, such as the tourist sector, and their clients are trained and mobilized for sustainable development.

### **3. Global Mobilization**

Partnerships and networks are developed with other organizations with the same objectives as “it is about us”; with the aim to create global awareness and a worldwide movement for sustainable development.

## **CHAPTER II Membership**

### **§ 7 General requirements and obligations**

Those that share the vision, mission, values and interests under Chapter I, § 5, and undertake to comply with these statutes can become members of “it is about us”.

Organizations and institutions, wishing to partner with “it is about us”, can also become members. To become a member, a notification that includes the agreement with these statutes shall be submitted online.

The annual membership fee should be paid before end of March in order to continue the membership. Fees are determined by the General Assembly.

### **§ 8 Types of membership**

The association has the following types of membership:

- a) Founders; those members who constituted the association.
- b) Permanent Members; members with two or more years having actively participated in the association and contributed to the mission of “it is about us”.

c) New Members.

## **§ 9 Rights and obligations**

**New Members** will count on the following rights

- a) attend and speak at the meetings of the General Assembly,
- b) receive information about activities and agreements adopted by the association,
- c) suggest to the Board of Directors, topics for the annual meeting of the General Assembly,
- d) make suggestions to the Board of Directors, for improvements related to the association and the fulfillment of the aims of the association,
- e) be part of “it is about us” global networks, to be invited to seminars, conferences and webinars
- f) actively contribute to the development of “it is about us” and to spread its mission.

**Permanent Members/Core Members** will count on the following rights:

- a) the same privileges as new members, and also:
- b) vote at the meetings of the General Assembly
- c) elect and be elected to become a member of the Board and the Nominations Committee (see § 18)
- d) make suggestions related to the programmes of “it is about us” to the Board of Directors and the Executive Office.

**Founding Members** will have following rights and obligations:

- a) the same privileges and obligations as New and Permanent Members, and also,
- b) can nominate the first 30 Permanent Members, independently of how long they have been members of the Association
- c) can assign one of the Board Members, if the person has especially valuable experience or can contribute in an exceptional way, independently of how long she/he has been member of the Association
- d) have the final vote in case of a tie in the General Assembly meetings. In case there is still not an agreement among them, the founders accept to offer the right of having “the last word” to the visionary who gave the inspiration to create this Association\*)
- e) if a Founding Member wants to leave this position, she/he can become a Permanent Member or resign from the association. The position cannot be filled by somebody else.
- f) Founding Members are required to attend the General Assembly meetings as well as other official meetings for decision making.
- g) the first Board of Directors will be formed by Founding Members, on a provisional basis during a maximum of two years. This will be provisional until the Association is consolidated.

\*) The visionary person who inspired the Founding Members to create “it is about us”, is also one of the Founding Members: Ann-Lis Svensson.

## **§10 Resignation**

Membership can be discontinued due to:

- a) resignation, communicated in writing to the Board of Directors and/or
- b) not paying membership fee in time
- c) being expelled (see § 11)

## **§ 11 Expelling**

The Board may expel any member of any type, who does not comply with these statutes, or otherwise harm the organization and its reputation.

A majority of 2/3 of the Board Members is required to make decisions about cases of expelling members.

Members at risk of being expelled will be informed in writing of the reasons for their membership to come into question. Final decisions on expulsion may not be taken until the member has had the opportunity to be heard in the time specified by the Board, which should be at least 14 days.

In the case of expulsion, the reasons should be clearly specified in writing and sent to the person/s concerned within the following 7 days after the decision. The expelled member/s has the right to appeal to the next Annual Assembly, which has the right to validate or rescind the decision.

## **§ 12 Entitlements**

No member shall claim or exercise any right whatsoever on the assets or the products/activities of "it is about us", for any reasons and at any moment; during and after the period of membership, in case of suspension or expulsion for any reason whatsoever, in case of dissolution of "it is about us", etc.

### **CHAPTER III ORGANIZATIONAL STRUCTURE THE GENERAL ASSEMBLY**

The Association's management structure is the following:

1. General Assembly
2. Board of Directors
3. Executive Office

## **§ 13 Nature and composition.**

The General Assembly is the highest decision-making body. It is composed by all members of "it is about us".

## **§ 14 Meetings.**

The General Assembly holds ordinary and extraordinary meetings. Ordinary meetings will be held once a year, when the President of the Board of Directors calls members through the website, before November 30.

The Extraordinary meetings of the Assemblies will be held when the Board of Directors so decides, the Accountant or the Auditor so recommend, or when one third of the Permanent Members send a written request for an extraordinary meeting, to the Board of Directors.

The request should state the purpose why the above mentioned members, call an Extraordinary meeting, as well as the items to be dealt with. At this Extraordinary meeting, only these specified items shall be addressed. Notice and agenda for the meeting shall be emailed to all members with

right to vote and additionally there will be a special mention thereof on the website, **7 days** before the Extraordinary Assembly.

#### **§ 15 Calling the meetings.**

The date and hour for the General Assembly is announced on the website **2 months before the meeting**. Additionally, draft program plans for the next 2 years will be made available for the members on the website

Permanent Members should send their suggestions for new members of the Board and of the Nominations Committee to the Nominations Committee, no later than **one month before the Assembly** – this includes the possibility to nominate themselves or other Permanent Members. These suggestions should be supported and motivated by reasons that explain why this member is suggested and how she/he is suited for that position. Nominated candidates should have agreed to take on such duty, before being nominated.

Suggestions related to the new two year programme, should also be sent no later than **one month before the Assembly**, to the Board of Directors.

No later than **15 days before the General Assembly**, following documents will be posted on the website for the information of all members: the final agenda, the annual report, the audit report, the financial plan and the strategy plan for the next two years, as well as other proposals from the Board, the proposals from the Nominations Committee (see § 18), and any other submitted written requests and motions, together with the Board's statement on these.

#### **§ 16 Adoption of agreements.**

The General Assemblies are legally constituted with whatever number of members with right to vote attending.

The Extraordinary Assemblies are legally constituted at the first call if one third of the members with right to vote attend and at the second call when whatever number of members with right to vote attend.

Each Permanent Member, of age 18 and above, has one vote. The right to vote is personal and cannot be exercised by proxy.

Decisions are made with simple majority among the present voting members, when positive votes exceed negative votes. Invalid votes, blank votes and abstentions will not be counted. When there is a tie, the vote of the founding members will be determining.

Considering that the General Assembly is held online, for the convenience, the Chairperson, Secretary and Tellers for the meeting will be suggested by the Executive Office and assigned by the Board of Directors, before the meeting.

The minutes of the meetings shall be signed by the Chairperson of the meeting.

#### **§ 17 Duties of the General Assembly.**

The decisions of the Assembly are made in the General Assembly and in the Extraordinary Assembly.

## **A. Standard duties and topics for the Annual Meeting.**

1. Presentation of chairperson and secretary.
2. Presentation of two tellers to verify the minutes and to count the votes.
3. Question if the convening the meeting has been duly made.
4. Approval of the agenda.
5. Approval of the financial report for the past financial year and approval of next year's financial plan.
6. Report of the auditors for the last fiscal year.
7. Discharge from civil liability for the Board and the Executive office.
8. Presentation and approval of the programme plan and the budget for the coming two years.
9. Determination of annual membership fees.
10. Election of half of the members of the Board and if applicable, of the Chairperson, for a period of two (2) years.
11. Approval of Accountant and if required of an external auditor.
12. Election of the Nominations Committee members (see § 18).
13. Consideration and resolution of the Board's proposals and timely incoming motions.
14. Any other item.

## **B. Other extraordinary duties.**

The General Assembly has also the following additional faculties:

- a) Modify statutes, including change of registered address for "it is about us"
- b) Approval of dissolution of the Association.
- c) Disposal or submission of its assets after dissolution.

## **§ 18 Nominations Committee**

The Nominations Committee nominates the candidates for the Board of Directors of the Association. This committee consists of a Chairperson and two other members, elected for the period until the next Annual meeting.

After receiving suggestions for candidates from Permanent and Founding Members, the Committee verifies that the candidates are the best qualified for the positions and that they have accepted to take on the responsibilities involved. Based on the outcome, the Committee prepares lists of candidates, for the election of new members of the Board and of the next Nominations Committee.

The Committee shall submit their lists and proposals, including a presentation of each candidate, to the Board no later than three (3) weeks before the Annual Assembly. The Committee may discuss the lists with the Board if they so decide. The final lists of candidates shall be sent by the Board together with the invitation, to the Annual meeting of the General Assembly.

The Committee also makes suggestions of candidates for internal auditor. When the Association reaches the number of employees and/or an annual budget that legally requires an external accredited auditor, the Committee will present suggestions of globally recognized international Auditors, to the Board. The Board or the General Assembly can also make their recommendations.

The Nominations Committee is convened by its Chairperson. At least two members need to be present for a quorum. Decisions are taken by simple majority. When only two members are present both are required to be in agreement.

## CHAPTER IV BOARD OF DIRECTORS

The Association is assisted by a Board of Directors, assigned by the General Assembly.

### **§ 19 Composition.**

The Board members are selected on basis of their background, experience and commitment to the aims and values of the Association and of their ability to complement the other members of the Board. Board Members must be older than 18, be in full use of their civil rights and have no issues of incompatibility in relation to current legislation.

The Board of Directors consists of a Chairperson, a Secretary and a minimum of one (1) and a maximum of six (6) other members. The Board Members elect the Chair and the Vice Chairperson every year from within their own members and they assign the necessary tasks among them. Members of the Board of Directors take on their assignment pro bono. The elected period is for 2 years.

The terms of election should overlap each other, so that no more than half of the members are newly elected and the other members enter their second term. Board members may not hold a Board position for more than three consecutive terms.

### **§ 20 Meetings and agreements.**

The Board shall annually adopt a written charter for its work. This charter determines how the work is divided between the board members and the frequency of Board meetings which should be a minimum of 3 times a year.

The Board can make decisions when at least three (3) of their members are present. A new meeting must be called by the President if the number of members is less than the minimum.

Agreements are made with simple majority. In case of tie the vote of the Chairperson decides. Minutes of the Board meetings shall be signed by all participants.

The Executive Director and the Accountant may attend the meetings to exchange information and views.

### **§ 21 Duties.**

The Board maintains ongoing interactions and consultations with the Executive Office on present and future programmes, strategies and directions of “it is about us”, including networking, communication/marketing, fundraising, seminars and conferences.

The Board appoints the Executive Director and assigns his/her salary.

Specific duties of the Board of Directors:

- a) Oversee the Executive Office giving advice related to programs and financial and administrative management of the Association.
- b) Ensure the resolutions of the General Assembly are well implemented.
- c) Present the Annual Financial and Programme Reports for the past financial year for



the approval of the General Assembly.

d) Present the program plan and budget for the next two years, for the approval of the General Assembly.

e) Resolve with the support of the Executive Director, cases of expulsion of members and nomination of permanent members.

f) Review and present to the General Assembly, the list of new candidates, prepared by the Nominations Committee, for the Board of Directors, the Nominations Committee, Accountant and if required External Auditor.

g) Assign Chairperson, Secretary and Tellers for the General Assembly, with the support of the Executive Office.

h) Prepare motions based on suggestions from members and other upcoming issues, to be presented at the General Assembly.

## **§ 22 The Chairperson.**

The Chair of the Board of Directors:

Calls, chairs, and closes the sessions of the Board, leads the development and implementation of the work plan of the Board.

Calls the members of the Association to the General and Extraordinary Assemblies.

## **§ 23 The Vice Chairperson.**

The Vice Chair replaces the Chairperson when he/she is absent, due to illness or whatever other cause, and have then the same duties as the President.

## **§ 24 The Secretary.**

In addition to the duties assigned by the Board one member of the Board will take on the administrative work of the Board, such as writing the minutes of their meetings and the internal working policy for the annual plans. The Executive Office might take on some of the administrative work of the Board if it is so agreed.

## **§ 25 The Treasurer.**

The Treasurer is part of the Executive Office. On request he/she will give support to the Board.

## **§ 26 The Board's resignation / dismissal**

A Board member shall submit his/her resignation to the Board with minimum two months' anticipation. The Board will continue to work with the remaining board members. If the number of Board members falls below half, the remaining members may convene an extraordinary meeting of the Assembly, for choosing one or more new Board members.

Members of the Board may be removed from their duties before their term has expired, by a resolution at an Extraordinary Meeting with at least 3/4 of the Permanent and Founding Members present.

## **§ 27 Conflict of interests**

Any Board member, who, either directly or indirectly has a financial interest in a contract or a contract proposal for "it is about us", has the duty to announce the nature of this interest at a meeting of the Board, which will then contemplate and decide the necessity and the consequences of entering/continuing with that contract.

## **CHAPTER V**

### **Executive Office**

The Executive Office is responsible for the implementation and management of the programmes and the day to day good functioning of the Association. The Office develops, in coordination with the Board of Directors, the short, medium and long term programme strategies, the annual financial reports as well as the two years programme plans and budgets that will be presented for the approval of the General Assembly.

#### **§ 28 Composition.**

The Executive Office is composed of the following departments:

Executive Office, Department of Operations (Finance, Administration, IT)  
Department of Programmes and Department of Communication/Marketing/Partnerships.  
Other departments might be added in the future.

#### **§ 29 Responsibilities of the Executive Director**

The Executive Director leads the Executive Office and is responsible for the work of “it is about us”, which is implemented in team with the Executive Office and in accordance with:

- a) the financial and programme plans agreed at the General Assembly, as well as
- b) agreements made with the Board of Directors.

The Executive Director keeps ongoing consultations and interactions with the Board of Directors.

Specific responsibilities are:

- legally represent the Association before authorities, business and the general public. The Executive Director is entitled to speak and sign official documents on behalf of the Association,
- approve and authorize documents, legal acts, contracts and correspondence, payment orders,
- oversee the management of financial accounts and budget,
- provide applications for new permanent members to the Board of Directors,
- hire new employees and approve salaries, after having consulted with the Board of Directors,
- take whatever urgent action, when this is required and convenient for the good functioning of the Association or for the development of its activities, even if the Board cannot be involved until after the action was taken.
- other responsibilities assigned by the General Assembly.

#### **§ 30 Responsibilities of the Department of Operations.**

The Department of Operations will be responsible for the administrative, accounting, financial and IT functions.

This office will keep the accounting books of the Association, the list of members, and keep the documentation of the organization; ensuring that all agreements of the Association are properly registered, as well as the fulfillment of all kind of documentation legally required.

**The Treasurer** is part of the Operations Office.

She/he has the following responsibilities:

- collect and administer the funds of the Association
- comply with payment orders issued by the Executive Office.
- keep the books of accounts; receipts, invoices, inventory according to the law.
- administer and monitor the declaration and payment of taxes and everything else that has to do with the financial and economic issues of the Association
- close and present last year's financial statement and the management of funds to the General Assembly.
- make sure that external auditors are elected at the General Assembly once the level of expenditures reaches 600.000 euros per year. The auditors should make financial as well as management audits.
- assist, together with the Executive Director, the Executive Board meetings, when requested.
- support the Board with financial and accounting issues, when requested.
- conduct internal financial and management audits.

Financial Audit entails among others, to:

- revise and verify accounts
- asset inventory
- verify that financial documentation is handled in an adequate manner
- verify bank accounts
- verify that the association has the necessary legal insurances
- verify that all legal requirements towards society have been duly accomplished.

Management Audit entails among others to:

- verify that Board and Executive office have managed administration in an adequate manner
- examine that management of the Board of Directors is consistent with the statutes, the objective of the Association and the agreements of the General Assembly.

### **§ 31 Conflict of interest**

It is the duty of any member of the Executive Office who in any way, either directly or indirectly has a financial interest in a contract or proposed contract with "it is about us", shall announce the nature of his or her interest to the Board, which will decide on the convenience of signing this contract and the way it should be managed.

## **CHAPTER VI ECONOMIC FOUNDATION**

### **§ 32 Economic resources.**

The economic resources expected to implement the purpose and activities of the Association are as follows:

- a) Membership fees, on regular or extraordinary basis.
- b) Subsidies, funds, inheritances or other donations from members or external donors.
- c) Whatever other legal resources.

In the case of a member resignation, see article § 10, already paid fees will not be reimbursed under any circumstance.

#### **§ 33 Patrimony.**

While being constituted the Association has no patrimony.

#### **§ 34 Financial year.**

The membership and financial year will be the same as the calendar year, 1 January to 31 December.

## **CHAPTER VII AMENDMENTS AND DISSOLUTION OF THE ASSOCIATION**

#### **§ 35 Amendments of the statutes**

For an amendment of these statutes to take place, a decision of the General Assembly is required, with a majority of at least 2/3 of the core members present at two consecutive meetings, one of them being the General Assembly. Proposals for amendment of the statutes may be suggested by a Permanent or a Founding Member or by the Board of Directors. Calls and decisions will be announced in accordance to § 15 and 16. The decision should thereafter be announced and published on the webpage.

#### **§ 36 Dissolution.**

The Association will be voluntarily dissolved when at an Extraordinary Meeting it is so decided by the General Assembly, convened for this purpose, as per Chapter III of these statutes.

The dissolution of the Association requires the decision of at least 2/3 of the Permanent Members present at two consecutive meetings of the Assembly, one of them being an Annual Meeting.

#### **§ 37 Liquidation and disposal of assets.**

If the Association is dissolved, the Board of Directors assigns a liquidation commission. The remaining assets, after the satisfaction of liabilities, shall be submitted to an organization that does not detract the non-profit nature of the Association; an organization that shares the same ideals and goals as "it is about us". The selection should be based on the recommendations by the members.

**Any other question** related to the Association and not covered by these statutes shall be governed in each case in accordance with the rules and spirit of these statutes.

En \_\_\_\_\_, a \_\_\_\_\_ de \_\_\_\_\_ de \_\_\_\_\_  
*(Signature of all founding members, the same as those in the constituting meeting/act. Please initial all pages)*

D./DÑA \_\_\_\_\_ D./DÑA. \_\_\_\_\_  
NIF: \_\_\_\_\_ NIF: \_\_\_\_\_

FDO: \_\_\_\_\_ FDO: \_\_\_\_\_  
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