



## **LEGAL CHARTER OF THE WORLD LEADERSHIP ALLIANCE- CLUB DE MADRID**

*Approved by the General Assembly of World Leadership Alliance Club de Madrid on 15 November 2023*

### **Background.**

The former Heads of State and Government who attended the Conference on Democratic Transition and Consolidation held in Madrid in October 2001 resolved on that occasion to establish a permanent institution that would ensure the effective implementation and success of the initiatives arising out of said Conference.

To this effect, they agreed upon the initial lines of work of the organization, with an international vocation in Madrid, the city where the Conference was held, and, by virtue of the applicable legal requirements, in accordance with Spanish legislation for this type of institutions.

### **Article 1. – Name.**

World Leadership Alliance-Club de Madrid (WLA-CdM), as the institution is officially named, is established in Madrid, subject to the laws governing associations in Spain and the tax regime applicable to public interest entities (entidades de utilidad pública), a status officially granted to the Association by the Minister of the Interior, Orden INT/1043/2006 of 15 March 2006, published in the Boletín Oficial del Estado no. 85 of 10 April 2006.

### **Article 2. – Domicile and scope of action.**

The Association's headquarters is established in Calle Mayor 69, 1ª Planta, 28013, Madrid, although it may move to other cities or countries if so decided by its General Assembly. If this were the case, it would be governed by the laws of said country, which would not exclude the existence of a *Chapter* or *Representative Office* in Spain, as described below.

World Leadership Alliance-Club de Madrid may set up delegations called *Chapters* or *Representative Offices* in any country in the world likewise agreed by its governing bodies.

### **Article 3. – Term of activity.**

The Association is established for an indefinite period of time.

### **Article 4. – Purpose and Income of the Association.**

(a) The objective of the Association is to cooperate with and foster all kinds of initiatives aimed at strengthening and consolidating democracy around the world and especially to enable the transition of non-democratic countries to democracy.

To this end, the Association intends to carry out, inter alia, the following activities:

1. Organize, participate and collaborate in meetings, seminars, courses, events and conferences on issues falling within its objectives.



2. Act as an advisory body or support group to any State in a process of transition to democracy or its consolidation, at the requests of the latter;
3. Disseminate updated information on any of the areas of our main programmatic lines and priorities;

(b) The Association may also pursue its objectives through complementary activities such as the:

1. Formulation of recommendations and general, regional or country reports prepared through its own initiative or at the request of third parties;
2. Organization of working groups or task forces to cooperate in democratic transition or consolidation processes;
3. Promotion or collaboration in sociological, political or economic analysis or research on democratic transition and consolidation;
4. Coordination and cooperation with other institutions sharing its same goals.

(c) At least seventy percent of the income generated by the Association's economic activities, and all other resources, after costs incurred in securing those resources and income have been deducted, should be used in pursuit of the Association's goals and objectives. The remainder should be used to increase the provision or reserves, as determined by the General Assembly, in accordance with the pertinent legislation.

(d) The Association may use the aforementioned proportion of earnings and income from the beginning of the financial exercise during which said earnings and income are received or generated and during four years following the closing date of said exercise, unless the pertinent legislation subsequently allows for a longer term.

#### **Article 5. – Members.**

The Association shall be composed of the following different types of members: full members, institutional members, honorary members, and advisors.

#### **Article 6. – Full members.**

Full members shall be:

- a. Former Heads of State and Government who participated in the Conference on Democratic Transition and Consolidation held in Madrid in October 2001 and who express their wish to join the Association;
- b. Heads of State and Government who participated in said Conference and who may be invited to join WLA-CdM once their term in office comes to an end;
- c. Former Heads of State and Government from historically democratic countries or from countries that have undergone a process of democratic transition and consolidation since 1975 and whose incorporation is approved by an absolute majority of the General Assembly of the World Leadership Alliance-Club de Madrid.

#### **Article 7. – Criteria for membership.**

Democratically elected former Heads of State and Government with clear and undisputed democratic credentials may be invited to join as full members provided that:

- a. The composition of membership reflects a balance between members from consolidated democracies and from more recent experiences of transition and consolidation of



democracy, as well as the broadest possible geographical, political, cultural diversity and gender balance.

- b. They are proposed by the Board of Directors or three full members;
- c. Their appointment is ratified by the General Assembly.

#### **Article 8. – Institutional members.**

The General Assembly may invite public or private institutions with the same or similar objectives as those pursued by the WLA-CdM to join as institutional members. Their official representatives shall act on their behalf.

#### **Article 9. – Honorary members.**

In recognition of their contribution and support to the founding of the World Leadership Alliance-Club de Madrid and its activities, the General Assembly may appoint authorities or other personalities, or public or private institutions as honorary members.

#### **Article 10. – Advisors.**

Experts who participated in the Conference on Democratic Transition and Consolidation held in Madrid in October 2001 may be invited to join the WLA-CdM as advisors.

At the proposal of the Board of Directors, the General Assembly may also invite renowned social scientists, scholars or professionals to become advisors of the WLA-CdM.

#### **Article 11. – Capital.**

The Association's capital is composed of all assets that may be freely donated to the World Leadership Alliance-Club de Madrid by individuals, corporations, or institutions, as well as funds received from the Association's remunerated activities, or subsidies of any kind.

#### **Article 12. – Governing bodies.**

The Association's governing bodies are the General Assembly, the Presidency or, as appropriate, the two Vice-presidencies and the Board of Directors.

#### **Article 13. – General Assembly.**

The General Assembly is the highest governing and representative body of the World Leadership Alliance-Club de Madrid. It is composed of all full members of WLA-CdM, the representative of each of the Constituent Foundations in the Board of Directors (Fundacion para las Relaciones Internacionales y el Diálogo Exterior – FRIDE-, and the Gorbachev Foundation of North America – GFNA), and the Secretary General, all of whom shall attend with full voting rights. The General Assembly shall meet at least once a year.

All other institutional and honorary members as well as the advisors of the World Leadership Alliance-Club de Madrid may participate in the General Assembly meetings but will not be entitled to vote.



The General Assembly holds all the powers granted to the highest governing and representative body of an association by Spanish legislation, in particular but among others those mentioned below:

- Approval of the Association's plan of activities according to its objectives, especially those that involve acting in countries in democratic transition or consolidation;
- Annual approval of the Association's activities' report, budget and accounts.
- Approval of the incorporation of new members as specified in Articles 6 and 7 of this Charter;
- Election of the President and Vice-Presidents (2);
- Election of the members of the Board of Directors for three-year terms;
- Ratification of the appointment of the Secretary General made by the Board of Directors;
- Annual approval of the Association's activities' report, budget and accounts.

#### **Article 14. – General Assembly meetings and the adoption of resolutions.**

The General Assembly shall meet at least once a year at the proposal of the Board of Directors. The quorum for the General Assembly shall be 20 members physically present or duly represented and entitled to vote, of which one must be the President or acting President, one of the two Vice-Presidents and one member from each of the constituent foundations.

Decisions of the General Assembly must be approved by a simple majority, except when they involve a change in the present Legal Charter, the exclusion of any of its members, the dismissal of appointed officers or any other instances where this Legal Charter or the Spanish law requires an absolute or qualified majority.

The General Assembly must be convened on the recommendation of the Board of Directors a minimum of fifteen days prior to the actual date of the meeting

#### **Article 15. – Board of Directors.**

The Board of Directors is the governing body that represents and manages the interests of the Association according to the decisions and directives of the General Assembly. It is composed of the President, the two Vice-Presidents, one member from each of the constituent foundations, the Secretary General, and up to nine other full members, elected by the General Assembly from amongst full members with no legal impediment to carry out the Board of Directors mandate.

Members of the Board of Directors will serve for three year terms, renewable once only. Outgoing Presidents and Vice Presidents may be invited to remain in the Board for an additional term.

Since the WLA-CdM is classified as a “public interest” Association, the members of the Board will exercise their position on a voluntary basis. They will, however, be reimbursed for expenses incurred in the exercise of their functions as members of this body. In the case of the President, it may be agreed a lump sum compensation for expenses incurred in performing the functions described in Article 19 <sup>o</sup>.

The President and two Vice-Presidents of the Board of Directors will serve as President and Vice-Presidents of the General Assembly.

**Article 16. – Procedures for the election and renewal of the Board of Directors.**

The election of the members of the Board of Directors by the General Assembly will be staggered by groups so not all Board members are renewed simultaneously.

The election will be based on nominations which will be shared with all members, two months prior to the celebration of the election.

The members of the Board of Directors will step down:

- a. Upon completion of their respective terms;
- b. Through direct resignation;
- c. By agreement of the General Assembly.

**Article 17. – Convening of Board of Directors' meetings and meeting procedures.**

The Board of Directors will meet at least twice a year. The President, or acting President, or the Secretary General on his/her behalf, shall formally convene the Board of Directors a minimum of fifteen days prior to the actual date of the meeting.

The quorum required to hold this meeting includes: the President or acting President, one of the two Vice-Presidents, at least one representative of the constituent foundations, the Secretary General, and at least two full members, with no fewer than six persons present or duly represented, of whom, at least four, shall be full members and present.

Resolutions of the Board of Directors must be adopted in the same manner as in the General Assembly.

**Article 18. – Powers of the Board of Directors.**

In addition to those specific powers and objectives conferred upon the Board of Directors by the General Assembly and the responsibilities outlined in this Legal Charter, it shall also, among others, approve draft reports, designations and appointments, as well as:

- a. Manage the social, financial and administrative activities of the Association including all necessary and timely contracts and actions within the limits of the powers reserved to the General Assembly;
- b. Implement all resolutions of the General Assembly;
- c. Draft and present to the General Assembly overall strategies, annual program and project proposals, annual reports, budgets and financial statements;
- d. Draft and revise the 'Internal rules and regulations' of the Association as needed;
- e. Propose the approval of new partners to the General Assembly;
- f. Appoint the Secretary General subject to ratification by the General Assembly;
- g. Appoint delegates for specific activities of the Association and/or permanent Committees with specific powers as appropriate;
- h. Any other power that does not exclusively lie within the competence of the General Assembly.

Board members will have all of the obligations of said position as well as others specifically assigned to them or resulting from their participation in specific task forces or committees to which the Board of Directors or the President has designated them in a temporary or permanent basis.



#### **Article 19. – The President.**

Apart from the powers granted by the General Assembly or the Board of Directors, the President will have the following duties:

- a. Legally represent the Association before all public or private institutions;
- b. Convene, preside and close all sessions of the General Assembly and the Board of Directors, chair the deliberations of both governing bodies and break tie votes;
- c. Order payments and authorize with his/her signature documents, minutes and correspondence;
- d. Adopt any emergency measures required for the good management of the Association or that in the development of its activities may be deemed necessary or convenient, duly informing the Board of Directors of said measures.

Irrespective of what is stipulated in the following article, the President may delegate to either of the two Vice-Presidents, any of the Board members or the Secretary General the powers of representation, payment, and authorization of documents, minutes or correspondence.

The President will be elected for a three-year term, renewable once only.

#### **Article 20. – The Vice-Presidents.**

The Association may elect two Vice-Presidents. The specific and respective tasks and responsibilities of each of the two Vice-Presidents will be defined by the President in agreement with the Board of Directors.

Either one of the Vice-Presidents may represent the President in his/her absence as per his/her skills and availability. If the President's absence were to be prolonged due to illness or any other reason, one of the two Vice-Presidents – preferably the most senior member of the Association – would be asked to become acting President, exercising the same powers as the President during said period.

The Vice-Presidents will be elected for a three-year term, renewable once only.

#### **Article 21. – Procedures for the election and renewal of the President and Vice-Presidents.**

All full members of the Association are eligible for the senior officer positions of President and Vice-President. Procedures for the election and renewal of the President and Vice-Presidents will be open and secure the participation and eligibility of all members.

#### **Article 22. – Secretary General.**

The Secretary General shall be appointed by the Board of Directors and said appointment ratified by the General Assembly.

The Secretary General is responsible for the day-to-day management of the World Leadership Alliance Club de Madrid and for the coordination of all those activities required to fulfil its mandate. The Secretary General may be remunerated for his/her functions of management, coordination and administration, belonging to executive management, which are assigned to him/her in Articles 22<sup>o</sup> and 25<sup>o</sup> hereof, given that their nature is fundamentally different from



that of the responsibilities linked to his/her participation with full voting rights in the Board of Directors. These latter functions shall be exercised by him/her, like by the members of that body, on a non-remunerated basis. The Secretary General will establish with the World Leadership Alliance-Club de Madrid the type of contract, either labour or commercial, that both parties will consider most appropriate.

The Secretary General prepares and submits to the Board of Directors all reports and proposals that must obtain final approval from this governing body or that require subsequent submission to the General Assembly.

The Secretary General shall be a person of widely recognized, international standing who could be considered a peer of full members but not eligible to become one.

### **Article 23. – Associated Chapters**

Associated Chapters may be set up in a country where one of its nationals is a member of the World Leadership Alliance-Club de Madrid, under any of the options in article 2. Associated Chapters shall be subject to the laws of the countries where they have been founded.

Associated Chapters shall enter into an association agreement with the World Leadership Alliance-Club de Madrid, to be approved in each case by the Board of Directors and ratified by the General Assembly. These arrangements shall be subject to the rules and regulations on Associated Clubs adopted by the governing bodies of WLA-CdM.

To the extent consistent with the nature of the Chapters and the laws of countries where the Chapters have been established, the activities of the Associated Chapters shall, in all cases, require authorization by the Board of Directors and shall be coordinated with the Secretary General.

### **Article 24. – Interpretation of the Charter.**

Only the General Assembly is authorized to interpret and develop this Charter.

If necessary, the Secretary General or the Board of Directors may provisionally interpret provisions of this Charter in the event of doubt, contradiction or omissions until such time as the Board of Directors (provisionally) or the General Assembly (definitively) can resolve them.

### **Article 25. – Administration and accounts.**

The Secretary General is responsible for the routine administration and compliance of the financial accounts as required by Spanish legislation.

The annual accounting and economic exercise shall be ending on 31 December.

### **Article 26. – Dissolution.**

The dissolution of the Association will require a majority of 2/3 of the full members.

Once the decision has been taken, the Association shall go into liquidation during which time its affairs will be wound up and liquidators appointed for the process as stipulated by law.



In this case, the assets and capital of the Association will go to any other institution with same or similar general interests and objectives, that has determined the end use of its assets and capital to these objectives, including in the case of dissolution; considered a beneficiary organization of patronage as determined by articles 16 to 25 of Law 49/2002 on the Tax regime of non-profit organizations and the fiscal incentives of patronage, or; to public institutions of a non-foundational nature with general interest objectives. The Board of Directors is expressly authorized to implement this decision.