

LEGAL CHARTER OF THE WORLD LEADERSHIP ALLIANCE- CLUB DE MADRID

Approved version by the XXIII General Assembly of the World Leadership Alliance Club de Madrid (2 December, 2024)

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 an organisation 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 an organization to be established in Madrid, the city where the Conference was held, with an international vocation, and by virtue of the applicable legal requirements, compliant 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 are located at Calle Mayor 69, 1ª Planta, 28013 Madrid. The General Assembly may decide to relocate the headquarters to other cities or countries. 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.

If approved by its governing bodies and deemed of interest, the Association may establish Chapters or Representative Offices in other countries.

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 Association aims to promote and support initiatives to strengthen and defend democracy and democratic governance worldwide and to, eventually, facilitate transitions to democracy.

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

- i. Organize, participate and collaborate in meetings, seminars, courses, events and conferences on issues falling within its objectives.
- ii. Act as an advisory body or support group to any State in a process of transition to democracy or its consolidation, at the request of the latter;
- iii. Disseminate updated information on any of the areas of its main programmatic lines and priorities.

(b) The Association may conduct complementary activities such as the following:

- i. Formulation of recommendations and general, regional or country reports prepared through its own initiative or at the request of third parties;
- ii. Organization of task forces or working groups in support of democratic transition or consolidation processes;
- iii. Promotion or collaboration in sociological, political or economic analysis or research on democratic transition and consolidation processes;
- iv. Collaboration and coordination with other institutions sharing its same goals.

(c) At least seventy per cent 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, by the pertinent legislation.

(d) The Association may use the aforementioned proportion of earnings and income from the beginning of the financial exercise during which these 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 – Membership

The Association shall comprise four categories of Members: full Members, institutional Members, honorary Members, and advisors.

Article 6 – Full Members

Full Members shall be:

- i. Former Heads of State or Government who participated in the 2001 Conference on Democratic Transition and Consolidation in Madrid and expressed their wish to join the Association.
- ii. Heads of State or Government who participated in said Conference may be invited to join WLA-CdM once their term in office comes to an end;
- iii. Former Heads of State or Government from historically democratic countries or from countries that have undergone a process of democratic transition and consolidation and whose incorporation is approved by an absolute majority of the General Assembly.

Article 7 – Full Membership Criteria

- a) Invited candidates must be democratically elected, former Heads of State or Government with undisputed democratic credentials, including:
 - i. A strong commitment to democratic values, including respect for human rights, the rule of law, and political pluralism.
 - ii. Leadership in promoting democratic principles, practice and development before, during and after their term in office.
- b) The Board or at least three full members may propose new members, whose appointments must be ratified by an absolute majority of the General Assembly. Membership should reflect geographic, political, and gender diversity.
- c) The composition of membership should reflect a balance between Members from consolidated democracies and from more recent experiences of transition and consolidation of democracy.

Candidates being prosecuted may not be considered, and their membership could be paused until the legal process concludes, ensuring transparency and adherence to WLA-CdM's ethical standards.

Article 8 – Institutional Members

Public or private institutions with objectives aligned with those of WLA-CdM may be invited by the General Assembly to join as institutional members. Their official representatives shall act on their behalf.

Article 9 – Honorary Members

The General Assembly may appoint honorary Members, including individuals or institutions, in recognition of their contributions or alignment to WLA-CdM activities.

Honorary Members must:

- i. Be globally recognised individuals with exceptional contributions to democratic practice, human rights, sustainable development and good governance.
- ii. Exhibit a deep commitment to promoting inclusive and sustainable development, democratic principles and practice internationally.
- iii. Show a consistent dedication to fostering inclusive leadership and peaceful political processes.
- iv. Have led a multilateral institution with a clear mission of fostering sustainable development, social, economic and political inclusion, equity, sustainable development, and peace.

Similar to Full Members, candidates being prosecuted may have their candidacy paused until the legal process is concluded to maintain ethical integrity.

Article 10 – Advisors

Experts who participated in the Conference on Democratic Transition and Consolidation held in Madrid in October 2001 may be invited by the governing bodies to join the Association as advisors based on their professional expertise .

The governing bodies may also invite renowned social scientists, scholars or professionals to join the Advisory Committee

Article 11 – Capital

The Association's capital is composed of all assets 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 governing bodies are the General Assembly, the President (or Vice Presidents), 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 (Fundación 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.

Institutional and honorary members, as well as advisors, may participate in the General Assembly but are not entitled to vote.

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

- i. Approval of the Association’s plan of activities according to its objectives, especially those that involve acting in countries in democratic transition or consolidation;
- ii. Annual approval of the Association’s activities’ report, budget and accounts.
- iii. Approval of the incorporation of new members as specified in Articles 6 and 7 of this Charter;
- iv. Election of the President and Vice-Presidents (2);
- v. Election of the members of the Board of Directors;
- vi. Ratification of the appointment of the Secretary General made by the Board of Directors;
- vii. 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. Quorum is met with 20 voting members physically present or duly represented and entitled to vote, of which one must be the President or acting President, and one of the two Vice-Presidents.

Decisions are made by a simple majority, except when they involve a change in the present Legal Charter, the exclusion of any member, the dismissal of appointed officers or any other instances when this Legal Charter or Spanish legislation 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.

Board members serve three-year terms, renewable only once. Outgoing Presidents and Vice-Presidents may serve an additional term at the Board’s discretion.

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, a lump sum compensation for expenses incurred in performing the functions described in Article 19 may be agreed.

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

Article 16 – Election and Renewal of the Board

Board elections will be staggered to ensure continuity. Board members may step down upon completion of their term, by resignation, or by General Assembly decision.

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, two other full members, and the Secretary General, with no fewer than five members present, of whom at least four shall be full members.

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:

- i. Manage the social, financial and administrative activities of the Association;
- ii. Implement all resolutions of the General Assembly;
- iii. Draft and present to the General Assembly overall strategies, annual program and project proposals, annual reports, budgets and financial statements;
- iv. Draft and revise the ‘Internal rules and regulations’ of the Association as needed;
- v. Propose the approval of new partners to the General Assembly;
- vi. Appoint the Secretary General subject to ratification by the General Assembly;
- vii. Appoint delegates for specific activities of the Association and/or permanent committees with specific powers as appropriate;
- viii. 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 on a temporary or permanent basis.

Article 19. –President.

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

- i. Legally represent the Association before all public or private institutions;
- ii. 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;
- iii. Order payments and authorize with his/her signature documents, minutes and correspondence;

- iv. 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 serves a three-year term, renewable once. Outgoing Presidents may serve an additional term as Board members if invited by the Board.

Article 20 – Vice-Presidents

The two Vice-Presidents support the President and may assume presidential duties in their absence. Vice-Presidents also serve three-year terms, renewable once. Outgoing Vice-Presidents may serve an additional term as Board members if invited by the Board.

Article 21 – Election of President and Vice-Presidents

All full members are eligible to become President or Vice-President. The nomination and election process, detailed in the Association's Internal Rules and Regulations, will be open and ensure broad participation and transparency.

Article 22 – Secretary General

The Secretary General, appointed by the Board and ratified by the General Assembly, is responsible for the day-to-day management of the Association 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 and 25 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 on a non-remunerated basis. The Secretary General and the Association will determine the type of contract, either labour or commercial, that both parties 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 Association, 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 WLA-CdM. This agreement is 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 pertinent legislation of countries where the Chapters have been established, the activities of the Associated Chapters shall, in all cases, require authorization by the WLA-CdM Board of Directors and be coordinated with the Secretary General.

Article 24 – Interpretation of the Charter

The General Assembly is responsible for interpreting this Charter. The Secretary General or Board may issue provisional interpretations until a final decision is made.

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 end on 31 December each year.

Article 26 – Dissolution

Dissolution of the Association requires a two-thirds majority of 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 the 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 similar general interest objectives. The Board of Directors is expressly authorized to implement this decision.