

Governance Charter

SOLVAY SCHOOLS ALUMNI asbl

As approved by the Board meeting of May 7, 2012

Title I – The Board

Chapter 1 – Operating principles

Art. 1 The votes shall be made orally or by a show of hands unless a secret ballot is requested when it concerns a question of persons.

Chapter 2 – Composition

Art. 2 Beyond the functions directly entrusted by the General Assembly in accordance with the by-laws, the Board appoints from among its members at least one person in charge of the following functions:

- The Secretary ;
- The Treasurer ;
- The leaders of the five pillars :
 - (i) Effective Networking
 - (ii) Career Services
 - (iii) Support to the Schools
 - (iv) Continuous Education
 - (v) Impact on Business & Society

The combination of responsibilities should be avoided when possible.

Chapter 3 – The roles of directors

Art. 3 The Chairman represents the association in its external relations and is its official spokesman.

Art. 4 The Executive Director reports to the Managing Director. In the absence of the Chairman and the Vice-Chairman, he represents the association in its external relations.

He notably assumes the responsibility of the following tasks:

- Strategy implementation;
- Management of the Solvay Schools Alumni Chair;
- Calls for membership ;
- Projects follow-up ;

- Business developments.

Art. 5 The Secretary must :

- Closely assist the Chairman in his mission;
- Draft and send the notices for the Board meetings and the General Assemblies;
- Draft the reports to the General Assemblies and the minutes of the Board meetings;
- Take care of the relevant documents needed to ensure that the meetings flow smoothly;
- Receive members' applications to the Board, collate and check the proxies.

Art. 6 The Treasurer is the guardian of the association's funds. He establishes an annual balance sheet and submits the financial situation to each Board meeting. He requests a detailed balance of each financial operation of the association. Finally, he fills in every other mission that could result from his functions and forward to his successor or to the Chairman, at the expiration of his mandate, the accounts and goods of the association in his possession. He will also facilitate the work of the external auditor(s) designated by the General Assembly.

Art. 7 The leaders of the pillars have to supervise and guarantee the coherence of the projects belonging to their respective pillar and ensure their proper functioning.

Art. 8 The members of the Board others than those mentioned in article 3 of this charter must take responsibility of a particular project presented before their appointment.

Chapter 4 – Salaries and compensations

Art. 9 The directors are not remunerated, except for the Executive Director and for exceptions agreed, on a case by case basis, by the Board which may only concern expenses made by a member for the exclusive benefit of the association.

Title II – Executive Committee

Chapter 1 – Composition

Art. 10 The Board specifically appoints from among its members an Executive Committee including the Chairman, the Vice-Chairman, the Executive Director and the Managing Director in accordance with article 13 of the by-laws as well as the Secretary and the Treasurer mentioned in article 3 of this Charter.

The Board can extend the Executive Committee to the following positions which will be attributed in priority to the Board members willing to participate, without this list being exhaustive:

- A person responsible for the legal aspects;
- A person responsible for the fund raising;
- A person responsible for the database and the website;
- A person responsible for the communication which must be able to correctly express himself in French, Dutch and English;

- The leaders of the pillars mentioned in article 3 of this Charter.

Each member of the Executive Committee may have, in addition to the above mentioned responsibilities, others specific functions. However, the goal is to avoid the combination of activities.

Chapter 2 – Operating principles

- Art. 11 The Executive Committee is an internal body of the Board, which controls its functioning.
- Art. 12 Every decision of the Committee is taken by an absolute majority of the members present. In the event of a tie, the Chairman shall have the casting vote.

Title III – The office team

- Art. 13 The office team assists the Executive Director in performing the daily management of the association.
- Art. 14 The office team is composed of an Executive Director, a coordinator and an IT and communication coordinator.
- Art. 15 The coordinator takes on the following responsibilities:
- Agenda of the activities;
 - Logistic and administrative support for events organization;
 - Accounting and general administration;
 - Advertising in the Yearbook.

- Art. 16 The IT and communication coordinator takes on the following responsibilities:
- Alumni pages in the magazine « From Solvay » ;
 - Publication and management of the website ;
 - E-newsletter ;
 - E-mailing and communication of the activities ;
 - Database management ;
 - Collection of the data of the new promotions to be introduced in the database ;
 - Technical support on events.

Title IV – Meetings

Chapter 1 – Board

- Art. 17 Board meetings will be held at least four times a year.

Chapter 2 – Executive Committee

- Art. 18 The Executive Committee meets in principle once a month in the evening. The Executive Committee may invite to those meetings anyone whose presence is useful.

Chapter 3 – Office team

Art. 19 The office team meets on a quarterly basis with the Chairman, the Vice-Chairman and the Managing Director in order to analyze the state of the different projects.

Title V – Projects

Art. 20 Any member of the association is free to suggest a project to the Board, which will take the final decision to launch one or not.

Art. 21 Each project is managed/coordinated by a member of the Board. This person shall be entitled to take decisions regarding the advancement of the project as long as it has a positive impact on the continuity of the project, and if possible after having consulted the Executive Committee on beforehand.

Art. 22 The decision to stop a project may only be taken by the Board, or must at least be ratified during its first subsequent meeting.

Art. 23 Communication related to a project will have to be done in cooperation with the office team.

Title VI – Members

Chapter 1 – Membership fee

Art. 24 The full members (cf. article 3 of the by-laws) pay an annual membership fee. The applicable tariffs are the following :

- Students & ≤ 26	0€/year
- 27 & 28	50€/year
- Between 29 & 64	100€/year
- ≥ 65	50€/year
- Abroad	50€/year <u>or</u> 100€/year in particular cases (as of 2013)
- Company (with invoice)	150€/year

Chapter 2 – Agreement with the goals of the association and observation of the by-laws and Governance Charter

Art. 25 The full member, paying the membership fee mentioned in article 24 of the present Charter, commits to observe the by-laws and the Governance Charter.

No member will be exempted to observe the by-laws and the Governance Charter on the pretext that he has not received a copy of those documents.

Title VII – Finance

- Art. 26 The Treasurer will deposit the funds of the association in a bank appointed by the Board.
- Art. 27 At the beginning of each accounting period, the Board will establish a budget with estimations of the revenues and expenses of the year.
- Art. 28 The financial accounts are reviewed at the end of the year by an auditor appointed for a period of 5 years.
- Art. 29 The Chairman, the Vice-Chairman, the Treasurer, the Managing Director and the Executive Director have each individual signing authority on the bank accounts of the association up to an amount of € 2.500,00 and must sign two by two for any higher amount.

Title VIII – Amendments

- Art. 30 This Governance Charter is a document emanating from the Board and may only be amended by it. This Governance Charter is communicated to the General Assembly and to the members for information purposes only and its text as well as the by-laws are available on our website.

No amendments or addition may be made to this Charter if it is incompatible with the by-laws of the association or with the Act on not-for profit associations.

Title IX – Conflicts

- Art. 31 In case of conflict between the by-laws and this Charter, the by-laws prevail.