

# **CONSTITUTIVE ACT AND SOCIAL STATUTES OF THE ALLIANCE ALAS FOR SOCIAL ACTION (ALAS) NON-GOVERNMENTAL ORGANIZATION**

## **CHAPTER 1: NAME, SCOPE, ADDRESS, AND PURPOSES**

### **ARTICLE 1: NAME, PRINCIPLES, AND LEGAL REGIME**

These Statutes establish the rules governing the “Alliance for Social Action” (hereinafter ALAS, “the Alliance ALAS” or “the Association”), a Non-Governmental and non-profit Organization. The Association adopts as its logo (description of the organization's logo), without prejudice to its adaptation as a logo to different visibility needs according to circumstances. The Association will be governed by these Statutes and complementary regulations and will adhere to any future regulations that modify or replace these provisions, its development regulations, and the international regulations applicable to its purposes and scope of action. The Association is defined as a non-governmental and secular organization. It also declares itself independent of any external influence that does not come from the democratic will of its members, expressed through its Governing Bodies. The Association lacks foundational assets and is inspired by the principles of peaceful coexistence based on Law, cooperation, solidarity, equality, respect for cultural differences and diversity, pluralism, and the defense of all individual and collective Human Rights.

### **ARTICLE 2: SCOPE OF THE ASSOCIATION**

The Alliance ALAS confines its organizational and representative scope to the United States and the European Union once its branches are established. The scope of action of the Association extends, internally, to all States, provinces, and municipalities that are part of its organizational structure. Internationally, it covers any country or geographical area that needs development and cooperation interventions for the social, economic, and cultural well-being of its citizens, as well as for humanitarian reasons.

### **ARTICLE 3: ADDRESS OF THE ASSOCIATION**

The address of the Association is established at 550 14th Rd S. Apt. 303, Arlington, Virginia, 22202, although it may be modified by agreement of an Extraordinary Assembly. Without prejudice to the main address, the Board of Directors may establish other branches, offices, or decentralized offices, which must be duly communicated to the Registry of Associations for registration purposes.

### **ARTICLE 4: PURPOSES AND ACTIVITIES OF THE ASSOCIATION**

The social, economic, political, and humanitarian action objectives of ALAS consist of the promotion, dissemination, fostering, and protection of all human rights, including the human right to development and peace, within the framework of respect, protection, and deepening of the principles of international law and sustainable development goals. In accordance with the previous paragraph, ALAS carries out its purposes by: Promoting the study, dissemination, and

knowledge of the principles that inform its objectives. Promoting collaboration with governments, national, regional, international, and multilateral cooperation organizations and institutions, as well as other non-governmental and civil society organizations. Practicing international cooperation actions for sustainable development. Promoting civil volunteer service and its integration into the organization's work. Fostering the exchange and dialogue between cultures, peoples, and nations within the framework of conflict prevention and negotiated solutions. Promoting environmentally friendly development, the protection of terrestrial and marine ecosystems, and addressing climate change. Facing all forms of discrimination and fighting for social equity. Promoting the recognition, respect, and enjoyment of all universally recognized Human Rights and Individual Liberties. Fostering respect for diversity, social integration, well-being, and equality of vulnerable individuals and groups, including but not limited to women, children, the elderly, and LGBTI+ communities. Promoting the dignified and respectful treatment of immigrants, refugees, and displaced persons within the framework of recognizing and respecting mobility rights and safe immigration, as well as addressing the underlying socioeconomic, climatic, and environmental reasons for them. Identifying, making visible, and supporting the right to free expression, association, dignified treatment, access to justice, and, if necessary, the resettlement of dissidents, opponents, and politically persecuted individuals. Carrying out humanitarian aid, reconstruction, and repair actions in areas affected by natural and technological disasters and armed conflicts, together with building resilience and prevention. Working for food security, among other things, by improving production and supply chains, fair trade, sustainable agricultural and livestock practices, and emergency responses. Promoting a culture of peace, along with the creation, consumption, and rescue of cultural values and universal access to education. Promoting the comprehensive development of youth and creating opportunities for their social, labor, and cultural involvement. The benefits obtained by ALAS, derived from patrimonial yields or the provision of services, will be exclusively allocated to fulfilling its social purposes. ALAS directs its activity to the entire world citizenship and considers as its beneficiaries all individuals, groups, and communities in need of assistance and cooperation, adhering to the purposes and principles stated.

## **CHAPTER II: MEMBERS**

### **ARTICLE 5: MEMBERS**

The members of ALAS can be regular or supporting members: A regular member is any natural or legal person who, meeting the pre-established conditions in the legal framework and these Statutes, expressly, freely, and voluntarily requests their integration and is admitted by the Board of Directors. A supporting member is any natural or legal person who wishes to contribute financially to the fulfillment and development of the Association's purposes, meeting the legal and statutory conditions, and freely and voluntarily requests their integration into ALAS, being admitted by the Board of Directors. Notwithstanding the provisions in section 1.a), individuals who provide voluntary and altruistic services to the Association may acquire the status of regular members, once the application is submitted and accepted by the Board of Directors, exempting them from paying dues and assessments during their service. Admission to the Association implies acceptance of these Statutes and the commitment to adhere to the rights, obligations, and procedures stipulated. The relationship with the Association is non-transferable

and non-delegable. The rights of regular members are: Participate in the Association's activities and its Governing Bodies and representation. Exercise the right to vote and attend the General Assembly, both ordinary and extraordinary. Be informed about the composition of the Association's Governing Bodies and representation, its financial statements, and the development of its activities. Be accredited as associated members. Be informed and considered before the adoption of disciplinary measures. Challenge the decisions of the Association's bodies that they consider contrary to the law or the Statutes. Voluntarily separate from the Association at any time, without the right to refund of the dues paid. Access the accounting, administrative, patrimonial, and documentary documentation, as well as the Registry of Members, through the representative bodies. The rights of supporting members are: Be documented as a supporting member. Attend General Assemblies, both ordinary and extraordinary, with the right to speak but not to vote. Be informed about the composition of the Association's Governing Bodies and representation. Voluntarily separate from the Association, without the right to refund of the dues paid. The duties of members are: Share the Association's objectives and collaborate for their achievement. Pay the dues, assessments, and obligations according to the agreements of the Board of Directors; non-payment of dues for more than six months and ten days will result in the suspension of the rights derived from these Statutes. Comply with and follow the statutory provisions and the agreements of the governing bodies. Maintain loyalty to the principles and agreements of the Association, including discretion and the prohibition of improper use of privileged information obtained by their membership, both during and after their membership. The status of a member may be lost or revoked by voluntary request or for non-compliance with the Association's obligations and principles. Membership will be lost for the following reasons: By voluntary resignation. For non-payment of dues, assessments, and other contributions, as regulated in these Statutes. For serious non-compliance with the obligations established in the Statutes. The Secretariat will be responsible for keeping the register of members, issuing the corresponding certificates, filing notifications of associative obligations, and maintaining the register of sanctions.

### **CHAPTER III: STRUCTURE AND ORGANIZATIONAL MODEL**

#### **ARTICLE 6: ASSOCIATIVE BODIES**

The Alliance ALAS is composed of the following bodies: General Assembly Board of Directors  
Executive Committee

#### **ARTICLE 7: GENERAL ASSEMBLY**

The General Assembly is the highest governing body of the Association. It makes decisions by majority and following internal democratic principles and must meet at least once a year after the first year of the Alliance ALAS's activity, to approve the accounts and review the management of the Board of Directors. All regular members of the Alliance ALAS are members of the General Assembly. Volunteers providing altruistic services to the Association will have full rights as provided in article 5.2. Each regular member will have the right to one vote in the General Assembly. The General Assembly will be chaired by a table composed of a Presidency and a Secretariat of Assembly, whose functions will be exercised by the persons elected at the

beginning of the meeting. The General Assembly's agreements will be adopted: By simple majority of regular members. Qualified majorities will be required for agreements related to the dissolution of the Association, modification of the Statutes, disposal, or alienation of assets. A qualified majority will result when affirmative votes equal or exceed two-thirds of the votes.

#### **ARTICLE 8: EXTRAORDINARY GENERAL ASSEMBLY**

The General Assembly will be convened extraordinarily when required by the Presidency, the majority of the Board of Directors, or when requested by one-third of the regular members who are up-to-date with their rights and obligations. In these circumstances, the General Assembly will have the same composition and powers as in ordinary sessions but will specifically address matters of exceptional importance submitted for consideration, being mandatory in the following cases: To fill vacancies on the Board of Directors. In case of modification of the Statutes. In case of dissolution of the Association.

#### **ARTICLE 9: BOARD OF DIRECTORS**

The Board of Directors is the representative body of ALAS, responsible for managing and representing the Association's general interests according to the decisions and agreements of the General Assembly. Only regular members who are up-to-date with their rights and obligations can be part of this body. The Board of Directors will be composed, at least, of the positions of Presidency, Vice-Presidency, General Secretariat, and Treasury, all elected by vote in the General Assembly. Additionally, it will include at least one vocal, also elected in the General Assembly. Territorial delegation leaders may attend meetings with voice but no vote. The Assembly can elect an Honorary Presidency, who will have the right to attend with voice but no vote in the Board of Directors and Executive Committee meetings, as well as the General Assembly as a member of the entity. This position will be indefinite and can be terminated at their request or by agreement of the General Assembly, and will exercise institutional representation functions of the Alliance ALAS as designated by the General Assembly, the Board of Directors, or the Presidency. The Board of Directors' powers cover all actions necessary for the Association's purposes, specifically: Approving the general budget project. Establishing dues, assessments, and other economic contributions. Approving activity reports, economic-financial management, and annual accounts. Authorizing or validating the actions of the Presidency in exercising its functions. Any other power not expressly attributed to the General Assembly, without prejudice to the powers of the other Association bodies. The Board of Directors will set the frequency of its meetings, holding at least two meetings annually. The positions of the Board of Directors will last for four years, with the possibility of extension by agreement of the General Assembly. The members of the Board of Directors will cease their positions for: Voluntary resignation, expressed to the Board of Directors. Unjustified absence from three consecutive meetings or five alternate meetings. Death or disabling illness. Legally declared incapacity. Judicially declared disqualification. Resignation from the Association. Commission of a serious offense according to these Statutes. Completion of four years from the election for the position. The cessation and vacancies will be declared by the Board of Directors through a reasoned agreement, immediately communicated to the members and activating the statutory replacement mechanisms. The replacement of Board members will follow the following

procedures: Convene an Extraordinary General Assembly to replace the outgoing members. If the cessation occurs before completing the four-year term, the replacements will serve for the remaining period. Outgoing members must remain in office until the General Assembly conducts the renewal of positions, unless the causes of cessation prevent it. If permanence is not possible, the presidency will provisionally assign functions among the Board members until the next General Assembly. The Board of Directors' meetings will be valid with the presence of the Presidency or Vice-Presidency, the Secretariat, and at least one vocal. The Presidency, assisted by the Secretariat, will prepare the meeting agenda. Any Board member and any regular member may propose the inclusion of matters in the agenda with sufficient notice. The Board of Directors will establish deadlines and conditions for admitting requests for agenda items. Proposals supported by ten or more regular members must be addressed in the immediate corresponding meeting. Board of Directors' agreements will be adopted by a majority of its members, with the possibility of the Presidency exercising the casting vote. Any member may record their dissent, explanation, or clarification regarding the adopted agreements in the minutes. Deliberations on agenda items will be conducted in turn, ensuring freedom of expression and flexible time allocation by the Presidency. The Presidency may intervene at any time to express their opinion or moderate interventions. Board of Directors' agreements will be executed immediately unless otherwise specified. The Presidency will determine the execution method and ensure effective compliance. Board of Directors' agreements will be certified by the Secretariat, who will record minutes, safeguard documents, and attest to the adoption and execution of agreements. Advisory individuals may attend Board of Directors and Executive Committee meetings with a consultative role regarding agenda items. The Board of Directors may delegate its powers, in whole or in part, to the Executive Committee, except for those non-delegable by their legal nature.

#### **ARTICLE 11: EXECUTIVE COMMITTEE**

The Board of Directors will designate an Executive Committee from among its members, including the Presidency, Vice-Presidency, General Secretariat, and Treasury. The Executive Committee's functioning, deliberation, and decision-making will follow the same rules established for the Board of Directors. This committee will hold at least ten meetings annually. The positions of the Executive Committee will last for four years, with the possibility of extension by agreement of the General Assembly.

#### **ARTICLE 12: REMUNERATION OF POSITIONS AND FUNCTIONS**

The General Assembly may approve financial remuneration for individuals providing technical advice to the Association's bodies. Board of Directors' positions will be remunerated only if performed exclusively and expressly approved by the General Assembly, which will determine the amount and period of payment. No more than one-third of the representative body's members may receive remuneration from the Association's budget. Expenses incurred by activities related to the assigned functions of Board members will be reimbursed, provided they have Board authorization. Both remunerations and reimbursements must be reflected in the annual accounts for approval by the General Assembly.

### **ARTICLE 13: THE PRESIDENCY**

The Presidency is responsible for directing the Board of Directors' functioning, chairing its meetings, ordering its debates, and executing the Association's agreements. The person holding this position will have broad administrative and financial management powers, being able to take legal actions in the name and benefit of the Entity, and must report on their management to the Board of Directors and the General Assembly of Members. To exercise the functions mentioned in section 1, without prejudice to the collegial powers of the Board of Directors, the Presidency has the authority to appoint and hire necessary technical advice and employees for the entity. It also manages and disposes of the Association's assets and deposits, including opening and closing bank accounts, formalizing policies, leases, and leasing or renting operations; providing guarantees, sureties, and endorsements in favor of third parties; acquiring, encumbering, pledging, and alienating movable, immovable, and securities; managing funds and credits; contracting with private and public entities; requesting and receiving subsidies and donations; and, in general, exercising the common powers of general representatives or delegated advisers in commercial transactions, as well as legal actions on behalf of the Association before administrative and judicial authorities, including criminal complaints. The Presidency may delegate the mentioned powers to one or more individuals and grant specific powers to attorneys and lawyers.

### **ARTICLE 14: THE VICE-PRESIDENCY**

The Vice-Presidency is responsible for: Assuming the Presidency's functions when the holder cannot exercise them due to absence, illness, death, resignation, or other justified causes. Performing the functions and tasks explicitly delegated by the Presidency, provided they are not non-delegable powers, and without prejudice to the revocation or withdrawal of such delegation.

### **ARTICLE 15: THE SECRETARIAT**

The Secretariat's responsibilities include: Recording the minutes of the meetings of its Governing Bodies and representation. Preparing reports required by the associative bodies and Public Administrations, related to activities carried out to meet its objectives. Maintaining an updated list of associated members and their registry. Issuing certifications on matters within their competence. Managing necessary or convenient registrations and annotations before public registry authorities for the Association. Performing other administrative functions assigned by the Board of Directors to ensure compliance with the Association's legal obligations.

### **ARTICLE 16: THE TREASURY**

The Treasury's functions include: Maintaining accounting according to applicable standards, to accurately reflect the Association's assets, results, and financial situation. Presenting the Association's accounts annually to the Board of Directors for approval by the General Assembly. The accounting year will correspond to the calendar year, ending on December 31. Keeping an updated inventory of the Association's assets. Collecting dues, assessments, and other

economic obligations established by the Board of Directors. Submitting the Association's accounts for audit as required by applicable legal or regulatory standards.

## **CHAPTER IV: DISCIPLINARY REGIME**

### **ARTICLE 17: DISCIPLINARY REGIME**

The disciplinary procedure will be agreed upon by the Board of Directors, always respecting the principles of presumption of innocence, hearing, contradiction, and separation between investigating and decision-making bodies. Sanctions for non-compliance with statutory obligations are classified as minor, less serious, and serious. Minor and less serious sanctions will be imposed by the Board of Directors or the Executive Committee, while serious sanctions only by the Board of Directors. The minor sanction will consist of a reprimand and will apply in case of minor offenses, such as: Repeated and consecutive absence from three statutory convocations. Delay in paying a due for more than three months and less than six months, after an express requirement and a minimum period of ten days. Failure to accredit the status of a member when required by the Governing Bodies, preventing participation in associative rights for the specific situation in which it is required. Other non-compliances with the Statutes that are not considered less serious or serious. The less serious sanction will consist of the suspension of the associative bond for up to one year and will apply in case of less serious offenses, such as: Recurrence of minor offenses, understood as the commission of one or more minor offenses within a month. Repeated and consecutive absence from six statutory convocations. Delay in paying dues or assessments for more than six months and less than a year, after an express requirement and a minimum period of ten days. The serious sanction will consist of the loss of the associative bond and will apply in case of serious offenses, such as: Recurrence of less serious offenses, understood as the commission of one or more less serious offenses within a year. Non-payment of dues or assessments for more than a year, after an express requirement and a minimum period of ten days. Willful disregard or non-compliance with validly adopted agreements by the Association's Governing Bodies and representation. Manifest disloyalty to associative principles and agreements. Disclosure or interested use of confidential information, or when its use causes serious harm to the Association's legitimate interests. Offenses prescribe in the following terms from their commission if the procedure is not initiated: Minor offenses, six months. Less serious offenses, one year. Serious offenses, two years. Sanctions prescribe for lack of execution in the following terms from their imposition: Minor offenses, one month. Less serious offenses, six months. Serious offenses, two years. Procedures must be resolved and notified within three months from their initiation. They will expire for lack of action or communication of their procedures if fifteen days pass from their initiation or last communication, unless the cause is not attributable to the affected person. However, the investigating body may extend the terms by an express and reasoned act, provided that the total duration of the procedure does not exceed forty-five days. An ordinary appeal can be filed against the sanctioning agreement within fifteen days of its notification. Lack of express resolution on the admission or substance of the matter within one month from the appeal will have estimatory effects, to be declared by the competent body: In the case of Executive Committee agreements, the appeal will be filed before the Board of Directors. In the case of Board of Directors agreements, the appeal will be filed before the Extraordinary Assembly.

## **CHAPTER V: DISSOLUTION AND LIQUIDATION**

### **ARTICLE 18: DISSOLUTION**

The Alliance ALAS will be dissolved for the following reasons: By the will of the members expressed in a General Assembly convened for that purpose. For the causes established in the pertinent legislations. By final judicial sentence. In case of dissolution, the assets will be entirely allocated to one of the entities considered beneficiaries of patronage, which also pursue the purposes stated in article 4 of our Statutes.

### **ARTICLE 19: LIQUIDATION OF THE ASSOCIATION**

The dissolution of the Association initiates the liquidation period, until the end of which the entity will retain its legal personality. The members of the Board of Directors at the time of dissolution become liquidators, without prejudice to a judicial resolution providing otherwise. Liquidators are responsible for: Ensuring the integrity of the Association's assets. Completing pending operations and carrying out new ones necessary for liquidation. Collecting the Association's credits. Liquidating assets and paying creditors. Applying the Association's remaining assets to the purposes provided by the Statutes. Requesting the cancellation of entries in the Registry. In case of insolvency of the Association, the Board of Directors or, if applicable, the liquidators will immediately promote the appropriate insolvency procedure before the competent judge.

## **CHAPTER VI: OTHER PROVISIONS**

### **ARTICLE 20: COOPERATION AND COLLABORATION RELATIONS**

ALAS, through its Board of Directors, will maintain cooperation, collaboration, and mutual assistance relations with other entities and organizations, both territorially and in international activities, providing the necessary resources for this purpose.

GIVEN, APPROVED, PROCLAIMED, DRAFTED, AND SIGNED, these Statutes of the Non-Governmental Organization "ALLIANCE ALAS FOR SOCIAL ACTION" have been enacted on the 21st day of June 2024 in the State of Virginia in the United States of America.