



INTERNATIONAL CONSTITUTION OF THE INTERNATIONAL ASSOCIATION OF Y'S MEN'S CLUBS

ARTICLE I – NAME, MOTTO, HEADQUARTERS, LEGAL STATUS AND RESOURCES

Section 1 The name of the Association is 'The International Association of Y's Men's Clubs'. It may also be known as Y's Men International or by its acronym 'YMI.' Its motto is 'To Acknowledge the Duty that Accompanies Every Right'.

Section 2 The Headquarters of 'The International Association of Y's Men's Clubs' (hereafter, the Association) shall be at Geneva, Switzerland. The Association is established for an indefinite duration.

Section 3 The Association is a nonprofit organisation with legal personality in accordance with Article 60 and other relevant sections of the Swiss Civil Code. The Association is governed by a Legislative Assembly of Representatives (the International Council) and an International Executive Committee.

Section 4 The Association's resources are composed of subscriptions from affiliated clubs (members), voluntary donations and public funds.

ARTICLE II – PURPOSE AND OBJECTIVES

Section 1 The Association is a worldwide fellowship of persons of all faiths working together in mutual respect and affection, based on the teachings of Jesus Christ, and with a common loyalty to the Young Men's Christian Association, striving through active service to develop, encourage and provide leadership to build a better world for all.

Section 2 The objectives of the Association are:

- a. To encourage, promote and foster organisation and maintenance of affiliated clubs throughout the world.
- b. To coordinate activities of all affiliated clubs and provide training materials and personal leadership development.

Section 3 The objectives of all affiliated clubs are:

- a. To function primarily as service clubs for the YMCA.
- b. To support other worthy organisations.
- c. To encourage justice in civic and international affairs, abstaining always from party politics.
- d. To keep members informed on and actively involved in religious, civic, economic, social and international matters.
- e. To cultivate good fellowship.
- f. To support International, Area and Regional projects of the Association.

ARTICLE III – MEMBERSHIP

Section 1 The membership of the Association shall consist of affiliated local clubs known as Y's Men's Clubs, Y's Women's Clubs, Y's Men and Women's Clubs, Y Service Clubs or YMI Clubs, hereinafter referred to as affiliated clubs.

Section 2 The membership of each affiliated club may consist of men or women or both. No one will be denied membership status because of race, creed, colour or national origin. Members of local affiliated clubs are called Y's Men or Y's Women.

Section 3 There may be Y's Menettes Clubs consisting of women to plan and carry out programmes and projects of their own in support of the affiliated clubs, the YMCA and the community at local, District, Regional, Area and International levels.

Section 4 The International Secretary General, with the approval of the International President, may confer on a person the status of 'honorary' membership in recognition of their past or present assistance in the furtherance of the International Association of Y's Men's Clubs' movement.

Section 5 Persons residing in communities where an affiliated club does not exist may become members-at-large upon application to and approval of the Regional Director and the International Secretary General.

Section 6 The members (the affiliated clubs) pay dues that form the operational budget of the Association.

Section 7 Club charters of affiliation remain valid only as long as clubs and their members conform to the laws and rules of this Association.

Membership shall be revoked for:

- a. Any act, or failure to act, in violation of the purpose, objectives, mission, or statutes of the Association.
- b. Non-payment of International, Regional, or Area membership dues for three consecutive reporting periods.

ARTICLE IV – LEGISLATIVE ASSEMBLY OF REPRESENTATIVES (THE INTERNATIONAL COUNCIL)

Section 1 The legislative power of the Association is vested in the Legislative Assembly of Representatives (hereafter, the Assembly).

Section 2 The Assembly shall comprise 15 individuals from the various administrative Areas who meet established criteria and who are duly elected by the members (clubs) with voting privileges on international issues to represent the Association as a whole. Once elected, they are the official representatives of the clubs and competent to take decisions on their behalf, unless otherwise stated.

The distribution of seats is decided proportionately every two years based on the number of paid members of the Areas. Each Area shall be represented in the Assembly by at least one member, and no Area shall hold more than four seats.

All members elected to the Assembly shall serve only one two-year term of office.

Section 3 Each Assembly Representative has one vote. Decisions of the Assembly are taken by a simple majority vote unless otherwise stated.

Section 4 Each club in good standing and with voting privileges on international issues may submit to the International Headquarters with a copy to its Area President, one nominee for each Representative to be elected from its Area. Nominations shall be received at the International Headquarters at least 90 days prior to the election date. Each club with voting privileges on international issues shall have one vote for each Representative to be elected from its Area in elections conducted by the International Headquarters through an online platform.

Section 5 The Assembly shall meet at least one time per year. Other meetings of the Assembly may be called by the International President. They may also be convened upon written approval of at least 20% of the Assembly membership coming from different Areas or of the affiliated clubs in good standing. Extraordinary meetings properly called by the International President, the Assembly, or the Clubs shall be convened according to the protocols established in the by-laws.

Section 6 Ten members of the Assembly shall constitute a quorum for the transaction of all business.

Section 7 Meetings can take place in person or by electronic means through online platforms. With the approval of the International President, the Assembly can also take decisions through electronic balloting or mail voting.

Section 8 In the absence, inability, or incapacity (which includes death and resignation) of an Assembly Representative, their duties shall be performed by an Assembly Representative Elect from the same Area, or where there is no person in this position, by an Immediate Past Assembly Representative from the same Area, as decided by the Area Council, and until a replacement has been elected following Section 4.

Section 9 The International President shall preside at all meetings of the Assembly but shall not have a vote.

Section 10 The International President-Elect, Immediate Past International President, International Treasurer, and International Secretary General shall attend all meetings of the Assembly without vote. In the event of the incapacity of the International President to preside, the International President Elect shall assume such functions.

Section 11 The World Alliance of YMCAs is entitled to nominate one official representative to the Assembly who shall have a voice but no vote.

ARTICLE V – THE INTERNATIONAL EXECUTIVE COMMITTEE (THE DIRECTION)

Section 1

- a. The International Executive Committee of the Association shall comprise the Association's Executive Officers, which are the International President, International President Elect, Immediate Past International President, and International Treasurer. The International Secretary General shall be a member of the International Executive Committee, ex-officio, with no vote and shall act as its secretary.
- b. The International Executive Committee shall function in a collective manner to oversee the operations of the Association and execute the decisions of the Assembly with the support and collaboration of the Area Presidents. It shall be responsible for all duties not specifically assigned to the Assembly.

Section 2

- a. The Assembly shall nominate, from names submitted by the Regions and by the Nominating Committee, a minimum of two and a maximum of three candidates for the office of International President Elect for a one-year term and at least one candidate for the office of International Treasurer Elect for a three-year term as International Treasurer. Such persons must come from a club with voting privileges on international issues. Each Region is entitled to submit the name of only one person for each office, not necessarily from their Region. The Nominating Committee shall comprise the International President, International President Elect, Immediate Past International President and two others appointed each year by the Assembly from Areas not represented by the three ex-officio members. The election shall be conducted through an online platform selected by the International Headquarters under the direction of the Nominating Committee.
- b. The International President Elect and International Treasurer Elect shall be elected by the clubs with voting privileges on international issues by electronic ballot. Each club has one vote. The election of the International President Elect, International Treasurer Elect and Assembly Representatives shall be held at the same time.
- c. The International President, the International President Elect and the International Treasurer may not hold any other elective office of the Association while serving in their positions.
- d. In the event of the inability of the International President Elect to serve, or in the event the International President Elect becomes International President by reason of death, incapacity, removal or resignation of the previous International President, the Nominating Committee shall submit two or three candidates to the Regions in order that a new International President Elect may be elected. Regions shall be given 30 days to return the ballots.
- e. The International President Elect shall automatically become the International President of the Association at the expiration of the current International President's one-year term of office or upon the death, incapacity, or resignation of the International President. If an International President Elect becomes president by reason of death, incapacity or resignation of the previous president and serves less than six months in the office of president, then they and the International President Elect shall automatically continue in office for an additional one full year term.
- f. The International President, International President Elect and the Immediate Past International President shall come from different Areas.
- g. The International Treasurer may be nominated for re-election but cannot serve in that office for more than six years.
- h. The International Treasurer Elect shall automatically become the International Treasurer of the Association at the expiration of the current International Treasurer's term of office or upon the death, incapacity, or resignation of the International Treasurer. If no International Treasurer has been elected, the International Treasurer's duties shall be performed by the International President Elect until a new International Treasurer can be duly elected.

Section 3

- a. The International President, as Chief International Officer, shall chair the International Executive Committee, act as the Association's representative and ambassador in its affairs and perform such other duties as may be as may otherwise be duly prescribed.
- b. In the event of the absence or inability of the International President to perform their duties, the International President Elect shall perform them and have the same authority as the International President.

- c. The International Treasurer shall receive reports from the International Secretary General of all funds deposited in and disbursed from the accounts of the Association. They shall be responsible for seeing that accurate itemised accounts are kept and reported and shall perform all other duties usually pertaining to that office. The International Treasurer shall report to the International President.
- d. In the event of the absence or inability of the International Treasurer to perform their duties, the International Treasurer Elect shall perform them and have the same authority as the International Treasurer.

Section 4

- a. Appointments to special offices of the Association, as required by the International President and the Assembly, shall be made by the International President and by the International President Elect to offices during their term as International President, subject to the approval of the Assembly.
- b. The International Secretary General shall serve as the Assistant International Treasurer.

ARTICLE VI – EMPLOYED OFFICERS

Section 1 Employed officers of the Association shall be the International Secretary General and Associate Secretaries General who shall be paid for their services to the Association.

Section 2 The International Secretary General shall be employed by the Assembly. Associate Secretaries General shall be employed by the Assembly upon recommendation of the International Secretary General. All other staff shall be employed by the International Secretary General and Associate Secretaries General following policy established by the Assembly.

ARTICLE VII – VACANCIES IN OFFICE

Section 1 A member of the International Executive Committee or the Assembly may be removed from office for malfeasance or upon majority vote of at least three-fourths of the membership of the Assembly by electronic ballot or at a regular meeting. Such a procedure may be authorised by the International President. In the event that the procedure pertains to the office of International President, signed submissions shall be required from a minimum of four Assembly Representatives each coming from a different Area.

A document shall be sent out from the International Headquarters with the ballot, containing reasons for the proposed action, details of impending removal procedures and comments from the person involved, if they desire to submit these for publication.

ARTICLE VIII – FINANCE

Section 1 The Assembly shall determine a uniform financial share on a per capita basis that each club shall pay in support of the International Operating Budget of the Association, with the approval of a simple majority of the Regions responding by electronic ballot.

The Assembly, at its discretion, may authorise payment of less than a uniform financial share on a per capita basis to any Club, Region, or Area, subject to review each year.

Section 2 Funds shall also be received through voluntary donations and grants.

Section 3 The Assembly shall annually appoint external auditors to conduct statutory audits of the International Accounts.

Section 4 All financial transactions of the association require two of the following five signatures: International President, International Treasurer, International Secretary General, International Secretary General's Assistant, a member of staff appointed by the International Secretary General.

ARTICLE IX – CONVENTIONS

International Conventions shall be held and shall be developed, planned, and executed under the leadership and supervision of the Assembly, which may delegate this authority.

ARTICLE X – AREAS AND REGIONS

Section 1 The Assembly shall designate as many Areas and Regions as deemed necessary to adequately serve and coordinate the activities of the Association. Changes in Area and Regional boundaries may be made only after consultation with the affected Area or Regions.

Section 2 Each Area and Region shall be responsible for its own organisation and shall conduct its own internal affairs.

Section 3 There shall be Area and Regional Constitutions which shall not conflict with the International Constitution. These Constitutions, and any revisions of them, shall be submitted to the Assembly for approval.

Section 4 The Area Presidents shall be responsible for the coordination of the activities of the Regions in their Areas. Twice a year they shall report to the International President concerning the situation and development in their Area. The Area Presidents shall function through the Area Office related to their Area if one exists.

Section 5 When an Area is entitled to only one seat on the Assembly the person occupying the seat shall be the Area President. Should the Area be entitled to more than one seat, the Area President Elect shall be elected by the members of the Area Council. In both cases, they shall be elected in time to serve one year as Area President Elect.

Section 6 Regions shall have a Regional Director and may have such other Regional and District or other designated sub-Regional officers as they desire, all of whom shall be selected by their respective Regions and Districts or other designated sub-Regional units for terms in accordance with their respective Constitution and by-laws.

Section 7 The Regional Director shall be the executive and coordinator for their Region and shall be responsible for the administration and finances for their Region. They shall report to the Area President of their Area.

Section 8 Each Region shall be responsible for its own finances and shall:

- a. Collect all International, Area and Regional dues that clubs are obliged to pay.
- b. Pay to the International Headquarters or related Area Office, on a semi-annual basis, the Region's share of the Association's expense (membership dues of its clubs), as determined in Article VIII, Section 1.
- c. Collect and transmit to the Area treasury the established Area dues.
- d. Collect voluntary contributions from the clubs for the various international programmes and projects and remit them to the International Headquarters.
- e. Receive all International and Regional reports required from the clubs and transmit required international reports to the International Headquarters or related Area Office

Section 9 A Region may delegate the responsibilities of Section 8 to its Area Office, if one exists, or to the International Headquarters, subject to an agreement between the Area or Region and International Headquarters.

ARTICLE XI – SIGNATORIES

Section 1 The Association shall be bound by such signatures of its elected international officers and members of staff.

Section 2 The International Secretary General, or their nominee, may represent the Association on matters related to banking relationships and other statutory compliances in Switzerland.

ARTICLE XII – BY-LAWS

Section 1 This constitution is supplemented by by-laws, which are adopted and amended by the Assembly with a two-third majority of the Assembly Representatives present and voting.

Section 2 The by-laws shall not be inconsistent with the terms and provisions within this Constitution. In the event of any inconsistency, the terms of the Constitution shall prevail.

ARTICLE XIII – CONFLICT RESOLUTION PROCEDURE AND ARBITRATION

Section 1 The Conflict Resolution Procedure of the Association serves as the method for resolving conflicts, violations of the constitution, mission, objectives, and purpose of the Association. Before seeking recourse in a court of law, individuals or clubs must adhere to this procedure at all levels of the Association. The International Executive Committee has the authority to appoint arbitrators to resolve disputes that remain unresolved through the Conflict Resolution Procedure.

Section 2 Any dispute involving the Association not resolved according to the provisions in Section 1 shall be subject to the provisions of Swiss Association law and the Swiss Civil Procedure Code.

ARTICLE XIV – IMMOVABLE PROPERTIES

Section 1 The immovable properties of the Association shall be registered in the name of the Association. The Association is empowered to acquire and retain property for its intended purpose or investment. The purchase or disposal of any immovable properties necessitates the approval of the Assembly with a two-third majority and must be executed with the signatures of the International President, International Treasurer, and International Secretary General.

ARTICLE XV – DISSOLUTION

Section 1 The Association can only be dissolved at a meeting of the Assembly (where a quorum is established) and then only if at least three-quarters of those Assembly Representatives present and voting at such a meeting shall record their votes in favour of the resolution proposing such dissolution. The proposal would then need a three-quarters affirmative vote of the clubs duly chartered and in good standing responding ballot.

Section 2 No proposal for dissolution of the Association shall be entertained unless written notice is given to the Assembly. The notice shall contain a complete copy of the dissolution proposal and if known, the date of the Assembly meeting at which it is to be considered. The chosen Assembly meeting must succeed date of notification by at least ten months.

Section 3 The resolution for dissolution shall name the members (the Area Presidents and a re-appointable alternate of the current Assembly plus the International President to act as Trustees (hereinafter called ‘the Trustees’). On the resolution being passed as provided in Section 1 of this Article, the property and funds of the Association shall be administered by these Trustees for a period of no more than five years. The number of Trustees shall remain constant as originally established and they shall have the authority to appoint the alternates.

Section 4 In the case of dissolution of the Association, the Trustees shall distribute entirely all available property and funds to a non-profit-making organisation or association pursuing similar public-interest goals and benefiting from a tax-exempt status. If it meets these requirements, the World Alliance of YMCAs is named the designated recipient. The funds and property of the Association shall neither be returned to its founders or members nor used for their profit, in part or in full, at any time or in any manner whatsoever.

Section 5 After such dissolution no former member (affiliated club) of the Association or former member of any of its constituent bodies shall have the right to take any legal action or prefer any claim in any country with regard to any decision or action taken by the Trustees.

ARTICLE XVI – AMENDMENT

This Constitution may be amended upon a two-thirds affirmative vote conducted as a secret ballot of the Assembly and a two-thirds affirmative vote of the clubs in good standing and with voting privileges on international issues as per the by-laws responding by electronic ballot.