

# **KI-E A.s.b.l.**

4, rue Camille Mersch L-5860 Hesperange  
Grand-Duchy of Luxembourg

## **PREAMBLE**

KI-E is an international non-profit organization and is a member of Kiwanis International. KI-E will serve the European Kiwanis Organization to the European Kiwanis Districts, Nations (= Non-Districted-Areas) and every organized and chartered Kiwanis club within the territorial limits of Europe and also Clubs in non-districted countries.

“KI-E” continues the informal association KIEF (civil society) at all levels and in all positions.

KI-E will follow and honour the principle of Kiwanis International.

## **1. Name of the Organization**

- 1.1. The non-profit organization bears the name “KI-E A.s.b.l.”, which stands for “Kiwanis International - Europe, non-profit organization“.
- 1.2. All written matter, documents, notifications and other vouchers issued by the organization bear after the name of the organization the words, Kiwanis International - Europe, “Association sans but lucratif“ or “KI-E A.s.b.l.”

## **2. Registered Office**

- 2.1. The Organization has its place of registration in 4, rue Camille Mersch, L-5860 Hesperange, Grand-Duchy of Luxembourg.

## **3. Duration of the Organization**

- 3.1. The organization, hereafter “KI-E” is established for an unlimited duration.

## **4. Purpose of the Organization**

- 4.1. The purpose and objectives of the Organisation shall be:
  - To give primacy to the human and spiritual, rather than to the material values of life.
  - To encourage the daily living of the “Golden Rule” of Kiwanis in all human relationships.
  - To promote the adoption and the application of higher social, business, and professional standards.
  - To develop, by precept and example, a more intelligent and serviceable citizenship.
  - To provide, through Kiwanis Districts and Nations
  - (= “Non-Districted- Areas”) and so to the Kiwanis clubs, a practical means to form enduring friendships, to render altruistic service, and to build better communities.
  - To cooperate in creating and maintaining that sound public opinion and high idealism which make possible the increase of righteousness, justice, patriotism, and goodwill.

- 4.2. The Members assume their behaviour and action under the “Golden Rule” as follows:  
*“Do unto others as you would like to have others unto you.”*
- 4.3. The responsibilities of “KI-E” shall be:
- To support growth and expansion of Kiwanis within the territorial limits of KI-E, and appoint and oversee committees to that effect.
  - To manage education and training sessions for all interested Kiwanis members.
  - To adhere to all Kiwanis standards for brand identity, graphics and marketing.
  - To consult with the International Board regarding policies and procedures to be implemented within the territorial limits of “KI-E”.
- 4.4. To promote in the region of Europe the establishment of new clubs and the consolidation of existing ones.
- To provide services through a Europe Service Center
  - To implement and support social projects, in particular with the help and in cooperation with the Kiwanis Children’s Fund, in the districts, nations and none district areas in Europe.
- 4.5. “KI-E” and its members shall take no action on any political questions or proposed legislation. “KI-E” shall not be used in any way for political purposes, nor shall it as an Association actively participate in the political candidacy of any person.

## **5. Membership; Admission**

- 5.1. The Organisation cannot have less than three (3) members.
- 5.2. All organized and chartered Kiwanis clubs within the territorial limits of region of Europe, even the Clubs in non-districted countries, become automatically members of the organization “KI-E”. The members remain as long as their status as Kiwanis Club has not been revoked by KI.
- 5.3. Members are obliged to respect the objectives and activities of the organization and its charter through their legal representatives. They are obliged to participate in the activities of “KI-E” and to pay the annual dues required by Article 7 of this charter.
- 5.4. As soon as a Nation is recognized as a district or provisional district by Kiwanis International which is based in Indianapolis, Indiana, USA, the membership application must be submitted in writing to the to the „KI-E“ Board for approval.
- 5.5. To become an "affiliated member" of “KI-E“, every legal or public person or representative of this district or nation is obliged to respect the charter of “KI-E”, take an interest in the objectives and activities of the organization and promote those objectives and activities.

Affiliated members are authorized to participate in an advisory capacity at the General Assembly (Article 10).

- 5.6. A Member List, which lists their names and their domicile and where legal and public persons are concerned, their legal form and place of business, is kept at the registered office of “KI-E“ and is published once a year in the Luxembourg Business Register.
- 5.7. The board enters changes to membership in the Member List in accordance with the regulation of the charter without delay and amends the file of “KI-E“, to comply with the legal requirements.

## **6. Liability of Members**

- 6.1. The financial liability to “KI-E“ of each of its members is limited to the current annual dues.
- They are not liable for the liabilities of “KI-E“ itself.

## **7. Membership Fees**

- 7.1. The members are to be paying a yearly membership fee: the general assembly sets the amount for the said fee. The amount of this yearly membership fee cannot be higher than the amount of 10.00 € times the number of individual members of each member club on the 30<sup>th</sup> September.
- The registration costs for the KIE Convention fees are covered for all the participating individual members by this membership fee.
- 7.2. These dues and fees shall be based upon the membership of the respective clubs as of the proceeding September 30 as shown by the annual membership statements to Kiwanis International.
- 7.3. The total amount shall be payable in one annual installment, due October 1 of each year and payable not later than sixty (60) days thereafter.
- 7.4. The European Board may adjust the dues
- from the clubs in any country of the region of Europe where the gross national income per capita is less than ten thousand dollars (US\$10,000), as reported by the World Bank;
  - from the clubs for members under the age of 30.
- 7.5. For newly organized clubs, “KI-E” dues and Convention fees shall be prorated on a monthly basis.
- 7.6. No financial obligation other than the annual dues, convention fees, and the subscription price for the official publication shall be placed upon the clubs by “KI-E”, and no voluntary contribution for any KI-E activity shall be requested from all clubs by “KI-E”, except with the approval of the European Board, the Board of Trustees of Kiwanis International, and by a two-thirds (2/3) vote of the delegates at a KI-E Convention, or by a two-thirds (2/3) vote upon a referendum submitted to all clubs within “KI-E”.

- 7.7. Any member who quits “KI-E” or who is dismissed from the organization shall have neither any right on the funds in KIE nor to require reimbursement of the contributions paid.

## **8. Board of the Organization**

- 8.1. The Organization is managed by a board composed by a minimum of six (6) officers (individual members), nominated for one year. The mandate is renewable, under the conditions stated below.
- 8.2. The Board shall consist by the President, President-Elect, Immediate Past President, Vice-President, Treasurer, elected by the general assembly, the governor of each European Kiwanis district and a representative of a Nation.
- 8.3. The management and control of the affairs of the organization not otherwise provided for in this Charter, Policies or legal regulations, shall be exercised by the Board in accordance with Kiwanis International regulations.  
The Board may define and adopt policies and procedures dealing with association matters.
- 8.4. The President nominates a Secretary, who is acting. The Secretary has no voting right in the board.
- 8.5. The Board, if possible, may assign an official representative to attend the district convention of the districts within „KI-E“ area.
- 8.6. The Board shall hold no less than four (4) meetings each year at such specific times and places as determined by the Board.
- 8.7. Special meetings (also Online meetings) of the Board may be called by the President or by written request of six (6) members of the Board.  
The date and place of any special meeting shall be determined by the President and designated in the meeting notice.
- 8.8. Notice of the time and place of all meetings shall be sent by the nominated Secretary to each member of the Board and to the Executive Director of Kiwanis International, with no less than thirty (30) days’ notice prior to regular meetings or 10 days’ notice prior to special meetings.
- 8.9. In the absence of the President from any meeting, the Immediate Past President will act as chairman (presiding officer), or in his/her absence, the Board shall designate one of its officers to act as chairman.
- 8.10. If a district governor cannot be present at a meeting of the Board, the governor may appoint the district governor-elect, or the immediate past governor or a past governor to attend the meeting. Official representative of District Governor has the right to vote.
- 8.11. A majority of the members of the Board shall constitute a quorum for the transaction of all business and a majority vote of those present shall decide any question, except in cases where a larger vote is required under this charter.  
If the vote is evenly divided, the vote of the President shall decide, provided he/she did not previously vote on the matter.

- 8.12. With the approval of the President and/or, the Board, without meeting together, may transact business by any method allowed by law in the nation where „KI-E“ is registered (Luxembourg). Participation by such methods constitutes attendance.
- 8.13. Normal Board meeting rules and processes apply unless otherwise previously determined and announced by the Board.
- 8.14. Any voice votes not clearly reflecting the necessary number for a motion to pass must be taken individually; however, only adoption or failure must be included in the minutes. If written votes are desired, they may be made by email, fax, or postal mail within a designated period of time following the meeting, as determined by the Board. However, no action shall go into effect for ten (10) days after the nominated Secretary shall have sent to each member of the Board and to the Executive Director of KI a report of the tabulated result of such vote. The ballots, before being destroyed, are to be produced at the following meeting of the Board.
- 8.15. Within thirty (30) days after any regular or special meeting of the Board, the nominated Secretary shall compose minutes of the meeting comprising a complete synopsis of all actions taken.
- A copy of the minutes shall be sent to all members of the Board and the Executive Director of Kiwanis International. These minutes shall be approved at the next Board meeting.
- The original approved minutes shall be kept at the registered office.

## **9. Committees**

- 9.1. The President, by and with the consent of the Board, shall appoint an Executive Committee consisting of six (6) members from the Board, of whom five (5) shall be the President, President-elect, Immediate Past President, Vice President, and Treasurer.
- The Executive Committee shall perform such administrative duties and shall exercise such administrative authority as may be delegated to said committee by the Board.
  - The President shall preside all meetings of the Executive Committee.
  - In the President's absence, the committee shall elect a chairman.
  - The Executive Committee shall meet at the call of the President or upon the written request of at least three (3) individual members of the committee.
  - Notice of such meetings shall be sent by the nominated Secretary to all members of the Board, to be received not later than three (3) days prior to the date of the meeting.
  - Four (4) members of the Executive Committee shall constitute a quorum.

9.2. The President, by and with the consent of the Board, shall appoint a Committee on Finance which shall include the Treasurer and not fewer than two (2) individual members from the Executive Committee, one (1) of whom shall be designated as chairman. The Committee on Finance shall perform such administrative duties as may be defined by the Board.

9.3. There shall be a Standing Committee of Past European Presidents (KIEF Past Presidents), which shall be composed of all the Past European Presidents, and added thereto each year the retiring Immediate Past European President, who shall act as chairperson thereof.

- The quorum of the Committee of Past European Presidents shall be five (5).
- The Committee of Past European Presidents shall consider and report to the Board its conclusions on all matters referred to it. It may initiate subjects for consideration and report its conclusions to said Board.
- A summary of the Committee's proceedings shall be provided to each member of the Committee, the European President, and the Secretary.
- The Committee shall meet at the annual "KI-E" convention, and may hold such other meetings as provided herein, provided that such other meetings shall not be held less than thirty (30) days prior to the convention.

9.4. There shall be a Standing Committee on Resolutions, which shall consist of seven (7) members from districts and Nations, at least one (1) of whom shall be a Past European President.

- The quorum of the Committee on Resolutions shall be four (4).
- The Committee on Resolutions shall consider and make recommendations of resolutions properly submitted as provided in this Charter for action at annual "KI-E" Conventions. The Committee shall also have the authority to originate resolutions and to modify, combine, edit, or not accept any resolution submitted to it.  
When the Board proposes to the Resolutions Committee programs for the ensuing administrative year, the Committee on Resolutions shall embody such program or programs in an appropriate resolution or resolutions.

The President, by and with the consent of the Board, shall appoint for the duration of his/her term in office a person or persons responsible for Kiwanis laws and regulations. This (these) person(s) shall act as the advisor on these matters.

9.5. The President-elect, with the consent of the Board, shall appoint during his/her term of office such European Program Committees to make it possible to give direct and effective leadership in the areas of growth, education, communication and service programs.

- European Program Committees shall serve during the administrative year for which they are appointed.
- The duties of the European Program Committees shall be as defined by the President-elect with the consent of the Board.

- European Program Committees shall consist of not less than three (3) individual members, except as otherwise noted herein, with one (1) member of each committee being named as chairman by the President-elect.
- 9.6. The President may appoint for his/her term in office, such special committees as may be deemed necessary or advisable, subject to the approval by a majority of the Board.
- Any such committees shall perform such duties as may be authorized by the European Board in their creation.  
Special committees may consist of only one (1) member.
- 9.7. Any Committee shall meet at the call of its chairman upon the approval of the President. Written notice of such meetings shall be received by the nominated Secretary at least thirty (30) days in advance of the date of the meeting.  
Notices of Special Committee meetings shall be received by the nominated Secretary at least ten (10) days in advance of the date of the meeting.  
All Committees shall report to the President or the Board upon request.

## **10. Convention (General Assembly)**

- 10.1. The annual General Assembly of the organization (=“KI-E” Convention) shall be held between March 15<sup>th</sup> and September 15<sup>th</sup>, and if possible, shall take place between June 1<sup>st</sup> and 15<sup>th</sup>.
- 10.2. The annual “KI-E” Convention shall not be held in the same European district or nation two years in a row and shall rotate as much as feasible, as determined by the Board, among different European districts and nations.
- 10.3. “KI-E“ shall not schedule its convention within the period of twenty (20) days prior to, during or twenty (20) days following the annual Kiwanis International Convention, unless such Convention is held within the territorial boundaries of “KI-E” or unless approved by the Kiwanis International Board.
- Notice of convention dates shall be sent to the secretaries of all Districts and Nations and to the Executive Director of Kiwanis International at least six (6) months in advance.
- 10.4. Special conventions shall be called by the President upon the request of the majority of the chartered clubs in good standing, or upon the request of three fourths (3/4) of the members of the Board.
- 10.5. The nominated Secretary shall send to all „KI-E“ officers, district governors, district secretaries, all representatives of the nations, each chartered club, and the Executive Director of Kiwanis International, an official call to the Convention with the Agenda no less than ninety (90) days prior to the date of the annual convention, and no less than thirty (30) days prior to the date of a special convention.
- 10.6. The Board shall have full supervision and management of all “KI-E” conventions.



- 10.7. For each annual or special convention, the President shall appoint a Committee on Credentials and a Committee on Elections, each to consist of at least five (5) members. All members of the Committee on Elections must be delegates or delegates-at-large. Three (3) members of each of the foregoing committees shall constitute a quorum.
- A -The Credentials Committee shall determine whether the clubs of the delegates present are in good standing.  
Should any club fail to certify the election of its delegates and alternates as provided in these Bylaws, the Credentials Committee shall determine the seating of the delegates or alternates for such club.  
The Credentials Committee shall report the number of delegates and delegates-at-large to the House of Delegates, and upon request to the Elections Committee and the „KI-E“ nominated Secretary.
- B - The Elections Committee shall have general charge of all elections, including the distribution and tabulation of the ballots, and shall report promptly to the convention the results of the balloting, with such report to be signed by a majority of the committee.  
After the committee has so reported, the chairman shall deliver all ballots to the Secretary to be kept for a period of ninety (90) days after the convention, after which the ballots shall be destroyed.
- 10.8. For any convention, each club in good standing with Kiwanis International, „KI-E“, its district, and the Nation, shall be entitled to elect three (3) delegates, one (1) of whom should be the president, and three (3) alternates designated as alternates one, two and three. If any delegate is absent from the convention, the alternates will serve in the numerical order certified.
- 10.9. Each delegate or alternate shall be a member of the club represented, and shall be elected by such club no less than thirty (30) days prior to the date of the annual convention or no less than fifteen (15) days prior to any special convention. Their election shall be evidenced by a certificate to the nominated Secretary of “KI-E” duly authenticated by the president and the secretary of the club.
- 10.10. “KI-E“ officers, former past European Presidents, district governors and past district governors of districts in Europe, who are members of a Kiwanis club in Europe, shall be delegates-at-large to all „KI-E“ Conventions.
- 10.11. Cumulative, absentee or proxy voting shall not be permitted.
- 10.12. No delegates shall be accredited and entitled to vote in a “KI-E” convention unless and until the club has paid the „KI-E“ convention fee for each member, as provided elsewhere in this Charter.
- 10.13. Each accredited delegate and delegate-at-large present shall be entitled to vote on each question submitted in any convention.  
On all matters put to a vote, an accredited delegate or delegate-at-large may abstain from voting; the outcome of any vote shall be determined by the actual valid votes cast, and abstentions, if any, shall be excluded.

- 10.14. The convention may propose, discuss and adopt resolutions, and recommend matters or concerns to Kiwanis International.  
The convention shall also consider and act upon matters submitted to it by Kiwanis International.
- 10.15. In the absence of the President from the convention, the “KI-E” Board shall designate the Immediate Past President, or any officer of „KI-E“ to act as the chairman.
- 10.16. A quorum shall consist of no less than one hundred and fifty (150) delegates and delegates-at-large for any annual Convention and no less than fifty (50) delegates and delegates-at-large for any special or emergency Convention.
- 10.17. Within thirty (30) days after the close of any convention, the “KI-E” Secretary shall send a report to the „KI-E“ officers, the district governors, the district secretaries, the presidents of clubs within „KI-E“, and the Executive Director of Kiwanis International.
- 10.18. The report shall summarize the proceedings of the convention, provide a synopsis of all actions taken, and include copies of all „KI-E“ bylaw amendments, resolutions and official recommendations adopted at the convention.

## **11. Convention Procedure**

- 11.1. The official program, as approved by the European Board, shall be the order of the day for the Convention.
- 11.2. The agenda (order of the day) of the General Assembly shall at least contain
- Determination of the quorum
  - Approval of the minutes of the last General Assembly
  - Report of the committees
  - Report of the auditors
  - Approval and possible resolution on the discharge of the Management Board
  - Approval of the Budget for the next period
  - Election of the other board members and two auditors
  - Amendments and resolutions
  - Any other business.
- 11.3. Changes in the agenda may be made at any time by a majority vote of the delegates and delegates at large present and voting.
- 11.4. The nomination and election of the President, the President-Elect and the Vice- President shall be held at the annual Convention, and the official program of the Convention shall indicate the time and place which shall be subject to change only in accordance with the rules of Convention procedure.

- 11.5. Proposed resolutions may be submitted by the European Board, the International Board, the board of a district within "KI-E" or a club in good standing within "KI-E" by a majority vote of club members. All proposals must be submitted to the Secretary by December 31. Within ninety (90) days thereafter, the European Board shall meet to support or oppose such proposed resolutions before submitting them to the General Assembly.
- 11.6. The nominated Secretary shall send a copy of all resolutions, other than memorial and appreciation resolutions, to the secretary of each club within "KI-E" and to the Executive Director no less than sixty (60) days prior to the date of the annual Convention. No resolutions other than those so sent shall be considered by the Convention unless recommended by the European Board by a two-thirds (2/3) vote.
- 11.7. Debate on any resolution shall not be in order until it has been reported out by the European Board. At any time prior to the voting thereon by the delegate body, the European Board shall be authorized to make editorial changes in any resolution provided the import of the resolution is not changed thereby.
- 11.8. Reports of Committees, communications to the Convention, resolutions and all motions may be debated during the House of Delegates, except those that are known in parliamentary practice as "undebatable," or if the Convention, by a two thirds (2/3) vote, decides to dispose of them without debate. No delegate shall speak in Convention longer than five (5) minutes at one time, except as provided in the order of the day or by a majority vote.
- 11.9. Amendments to these Bylaws, consistent with the Bylaws of Kiwanis International, may be proposed by the European Board, the International Board, a district board of trustees, a district house of delegates, or a club within the "KI-E" by a majority vote of club members.
- 11.10. Proposed amendments to these Bylaws in the official language of the KI-E A.s.b.l. shall be received by the nominated Secretary no less than ninety (90) days prior to the date of the start of the Convention, except those initiated by the European Board.
- 11.11. No less than sixty (60) days prior to the date of the start of the Convention, the nominated Secretary shall send a copy of all proposed amendments to the secretary of each club within the KI-E A.s.b.l., the European Board, officers of the KI-E A.s.b.l., district governors, district secretaries, and the Executive Director.
- 11.12. Amendments to these Bylaws, if in conformity with the Bylaws of Kiwanis International, may be adopted by a two thirds (2/3) vote of the delegates and the delegates-at-large at the "KI-E" Convention.
- 11.13. Any amendment to these Bylaws shall become effective only upon approval thereof by the Board of Trustees of Kiwanis International.
- 11.14. If these bylaws are in conflict at any time with the Kiwanis International Bylaws "KI-E" shall amend these bylaws to bring them into conformity with said documents.

## 12. Nomination and election of “KI-E” officers

12.1. No person shall be considered as a qualified candidate for any elected Board office until or unless the following requirements have been met:

- Shall be an active member in good standing of a club in good standing;
- Shall have given written consent to be a candidate;
- Shall have given written assurance that said person, if elected, will full fill the responsibilities of office;
- Shall have completed a full term as a district governor prior to announcing his/her candidacy;
- Shall have secured prior endorsement from his/her district house of delegates; if extenuating circumstances make it impossible for the district house of delegates to endorse a candidate, he/she may be endorsed instead by the district board in authority during the administrative year in which the election will take place.

Additionally, each candidate shall not hold any other officer position with Kiwanis International or “KI-E”.

12.2. No less than ninety (90) days prior to the date of the annual Convention, the secretary of the district shall submit in writing to the President the name of any qualified candidate from their district for the offices of President, President-Elect or Vice- President, including documentation of district endorsement.

12.3. No new district shall nominate a candidate unless it has maintained full district status for three (3) consecutive years.

The district hosting the European Convention may not nominate a candidate.

12.4. The President-Elect shall be the sole candidate for the office of President. The Vice-President shall be the sole candidate for the office of President-Elect. However, if the person holding the office of President-Elect or Vice-President at the time of nominations was placed in such office to fill a previous vacancy, then that person shall not be the sole candidate for President or President-Elect.

12.5. Nothing in this section shall be construed as limiting the right to make further nominations of qualified candidates from the floor of the Convention for President or President-Elect.

12.6. No less than sixty (60) days prior to the date of the annual Convention, the nominated Secretary shall send to all district governors, district secretaries, and the secretaries of all clubs within the KI-E A.s.b.l., the names of the candidates for the office of President, President-Elect and Vice-President. A copy shall be sent to the Executive Director.

12.7. When nominations and elections become the order of business at the annual Convention, the President of “KI-E” shall inform the General Assembly of the nominees for each office and, if there are two (2) or more candidates for any office, an anonymous ballot shall be taken for such office.

- 12.8. A majority of all valid votes cast shall be necessary for election. In the event that any ballot cast does not show a majority for any nominee, the President shall designate a time and place for further balloting.  
Prior to the second ballot, the nominee having the lowest vote on the first ballot shall be dropped; and on each succeeding ballot, the same procedure shall be followed until one nominee shall have received a majority of all valid votes cast. There shall be no voting by proxy or absentee ballots. In case of a tie vote, a new ballot shall be taken until one candidate receives a majority vote. The Committee on Elections shall have general charge of this election, with the authority and duties provided in point 10.7.B.

### **13. Financial Year and Reporting**

- 13.1. The financial year of „KI-E“ starts October 1st of each year and ends September 30th of the following year.
- 13.2. Each year the financial report for the preceding financial year and a budget for the coming year are to be compiled by the board before the ordinary general meeting and submitted to that meeting for approval.
- 13.3. Notwithstanding statutory obligations, the general meeting appoints 2 (two) independent commissioners whose duty it is to audit the annual accounts and prepare an audit report. The general meeting determines the duration of the commissioners' instruction.

### **14. Casual Vacancy**

- 14.1. In the event of a vacancy in the office of President during the administrative year, the unexpired term shall be filled by the Immediate Past President.
- 14.2. In the event of a vacancy in the office of Immediate Past President the unexpired term shall be filled by the last outgoing Past President who is willing and able to assume the office.
- 14.3. In the event of a vacancy in the office of President-Elect during the administrative year, the unexpired term shall be filled by the Vice-President.
- 14.4. In the event of a vacancy in the office of Vice-President during the administrative year, the unexpired term shall be filled by the last outgoing Past President who is willing and able to assume the office.
- 14.5. In the event the President is temporarily incapacitated and unable to discharge the duties of the office, the Immediate Past President shall become Acting President until the President is able to resume those duties.  
While the President is incapacitated, the Acting President shall be the chief executive officer of “KI-E” and shall have all the duties, responsibilities, and authority given to the President by these Articles.

- 14.6. If, after a period of sixty (60) days, it shall appear to the Board that the President continues to be incapacitated and is not able to resume the duties and responsibilities of the office, the Board may declare the office of President vacant, and the vacancy shall be filled as prescribed in these Articles.
- 14.7. Whenever it shall appear to the President or a majority of the Board that any „KI-E“ officer is failing to perform the duties of the office, the President shall give such member written notice of the facts within 30 days.  
 At the next regularly- scheduled or special meeting of the Board, consideration shall be given to such facts and reasons why the office should be declared vacant.  
 The officer accused shall have the right to attend and provide a defense.  
 In the event that the Board, by a two-thirds (2/3) vote of the entire Board, finds the officer is not performing the duties of office and declares such office vacant, the vacancy shall then be filled as prescribed in these Articles.
- 14.8. In the event of a vacancy, between the election and October 1, in any office(s) of the Board-designate, the Board designate shall proceed to appoint a successor for such office(s) for the administrative year in accordance with the provisions for filling vacancies in office as provided in this article.

## **15. Guaranteed Trustees on the international Board of Kiwanis International**

- 15.1. At the beginning of the administrative year in which one of the Trustee offices on the Kiwanis International Board guaranteed to “KI-E” will or may become available, the President shall inform the district governors and district secretaries that nomination of a candidate for said office will be held at the next annual “KI-E” convention, to provide for filling the office in the event that it becomes vacant at the next Kiwanis International Convention.
- 15.2. In accordance with the “KI Bylaws”, no person shall be considered as a qualified candidate for International Trustee until or unless the following requirements have been met:
- Shall be an active member in good standing of a club in good standing;
  - Shall have given written consent to be a candidate;
  - Shall have completed a full term as a district governor prior to announcing his/her candidacy to Kiwanis International;
  - Shall have secured prior endorsement from his/her district house of delegates; if extenuating circumstances make it impossible for the district general assembly (House of delegates) to endorse a candidate, he/she may be endorsed instead by the district board in authority during the administrative year in which the election will take place;
  - Shall have and maintain a clear criminal history background check conducted and verified by Kiwanis International;

Additionally, each candidate for International Trustee shall not simultaneously hold a „KI-E“ office.

No additional criteria shall be required of candidates for International Trustee by „KI-E“ or any district of „KI-E“.

- 15.3. The “KI-E” districts, through the prior endorsement of their board or house of delegates, shall nominate their candidate for the guaranteed office of International Trustee. No district shall nominate more than one (1) candidate.
- 15.4. As provided in the Kiwanis International Bylaws, no district, which has a member on the International Board, shall present a candidate, and a district shall not have a member on the International Board for one (1) administrative year after another person from that district has completed membership on the International Board.
- 15.5. Any eligible district must submit the name of any qualified candidate to the Executive Director of Kiwanis International and the President no less than ninety (90) days prior to the date of the annual “KI-E” convention.
- 15.6. No less than sixty (60) days prior to the date of the annual “KI-E” convention, the nominated secretary shall send to the secretary of clubs within „KI-E“ the names of the candidates for the guaranteed office of International Trustee.
- 15.7. When the election of the candidate for International Trustee becomes the order of business at the annual convention, the President shall inform the general assembly of the nominees and, if there are two (2) or more candidates, an anonymous ballot shall be taken.
- 15.8. A majority of all valid votes cast shall be necessary for the election of the candidate.  
In the event that any ballot cast does not show a majority for any nominee, the President shall designate a time and place for further balloting.  
Prior to the second ballot, the nominee having the lowest vote on the first ballot shall be dropped; and on each succeeding ballot, the same procedure shall be followed until some nominee shall have received a majority of all valid votes cast.  
There shall be no voting by proxy or absentee ballots.  
In case of a tie vote, a new ballot shall be taken until one candidate receives a majority vote.
- 15.9. The Committee on Elections shall report promptly to the convention the results of balloting, and the majority of the Committee shall sign the report.  
After the Committee has so reported, the chairman shall deliver all ballots to the Secretary to be kept for a period of ninety (90) days after the close of the convention when the ballots shall be destroyed.

## **16. Liquidation**

- 16.1. The organization can be liquidated in accordance with formal statutory requirements.
- 16.2. In the event that the convention (general assembly) resolves to liquidate „KI-E“, which can only be decided by a  $\frac{3}{4}$  majority of its members including the votes of the delegate-at-large, it appoints one or more liquidators and defines the extent of their powers or remuneration.
- 16.3. After settlement of all accounts payable of „KI-E“, the residual net assets are to be placed at the disposal of one or more not-for-profit organizations with similar objectives.

## 17. Final clause

- 17.1. English shall be the official language of the organization.
- 17.2. All sectors which are not expressly covered by the foregoing charter are governed by the provisions of the Luxembourg Law on Not for Profit Organisations and Foundations from 1928 as currently amended.
- 17.3. If any provisions of this Charter is determined invalid, all other provisions shall remain in effect.

- V1 200824
- V2 210314 Amendments New Art. 10.16. and 11.12.  
Formal corrections Art. 4.4., 5.3., 5.5., 8.14., 9.3., 9.4., 10.10., 11.10., 11.11., 12.3.,  
12.6.