

UPR INFO

General Assembly

Terms of
reference

1. Principles

The General Assembly is the supreme body of the Association. It brings together all its members. It delegates the day-to-day management and representation of the Association to the Secretariat, in accordance with the guidelines and directives defined by the Board, while retaining the following

2. Powers

- Adoption and amendment of the Statutes;
- Approval of annual reports and audited accounts;
- Admission of members;
- Appointment of Board members;
- Decision on any other matter that does not fall within the remit of another body.

3. Composition

- The General Assembly is composed of all members of the Association, natural persons (individual membership) aged 18 or over, or legal persons (institutional membership), duly admitted in accordance with the Statutes.
- The composition of the Assembly aims to achieve a balanced representation of its members, considering geographical diversity, gender, expertise and professional experience.

4. Admission and Election of Members

- Membership is reserved for organisations and individuals who share the values and objectives of the Association to promote the respect of human rights.
- Applications for membership are evaluated by the Board according to the following criteria:
 - Demonstrated commitment to human rights.
 - Geographical, gender and skills diversity;
 - Absence of conflict of interest with the Association's objectives.

- The Board makes a recommendation which is submitted to the General Assembly for approval.
- Admission as a Member requires a simple majority of the votes cast.

5. Decision making and voting rights

- Each Member has one vote at the General Assembly.
- Institutional members shall appoint an official representative to exercise their rights at the General Assembly.
- Members undertake to:
 - Participate actively in the meetings and decisions of the General Assembly;
 - Support the Association's mission and activities;
 - Promote diversity and inclusivity within the Association.

6. Term of Office

- Membership is granted for a period of one year, tacitly renewable, except in the event of voluntary withdrawal, expulsion or dissolution of the Association. Any member may leave the Association by submitting their resignation in writing to the Board. Resignation shall take effect at the end of the current calendar year, subject to three months' notice.
- The maximum duration of membership is set at six consecutive years.
- At the end of this period, membership shall automatically terminate, unless the General Assembly decides otherwise and, in exceptional circumstances, extends the membership.
- The General Assembly may revoke a member's membership in the event of a serious breach of the Articles of Association or the principles of the Association. The General Assembly may exclude a member for just cause, in particular:
 - failure to comply with the Articles of Association, regulations or decisions of the Association,
 - behaviour seriously prejudicial to the interests of the Association.
- Membership shall automatically terminate in the event of death, dissolution of the legal entity, or loss of the conditions for admission provided for in the Statutes.

7. General Assembly meetings

- **Ordinary meeting:** held at least once a year.
- **Extraordinary meeting:** may be convened by the Board or at the request of at least 20% of the Members.
- **Convocation:** the Board convenes General Assembly meetings with at least 10 days notice. The agenda is communicated with the convocation, sent by email.
- **Quorum:** the General Assembly is validly constituted if at least one third of the Members are present.
- **Chair:** Meetings shall be chaired by the Chair of the Board.
- **Modalities:** Meetings may be held (i) in person, in Switzerland, (ii) by videoconference, or (iii) in a hybrid format

8. Voting procedures

- Each Member has equal voting rights.
- Membership is strictly personal and cannot be transferred to a third party. The rights associated with membership (participation in the general meeting, voting rights, eligibility for office) cannot be exercised by proxy.
- Institutional members shall appoint a representative with voting rights.
- Votes may be cast in person or by proxy.
- Voting shall be by show of hands, unless the General Meeting decides otherwise.
- Decisions are taken by a simple majority of the votes cast.
- Proposals accepted in writing (including by email) by all Members shall be considered formal decisions.
- In the event of a conflict of interest, the Member concerned may not take part in the vote.

9. Minutes

The meetings and decisions of the General Assembly shall be recorded in minutes. These shall be validated and kept by the Board.