

## **MICROINSURANCE NETWORK Asbl**

Acronym: MiN Asbl

Non-profit association / Association sans but lucratif

Registered office: 39, rue Glesener, L-1631 Luxembourg

Trade and Companies Register Nr. F9189

STATUTES of 31 May 2012, Nr. 41.682

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### **Title 1 – Denomination, Mission, Object, Principle, Registered Office, Duration**

#### **Article 1 – Denomination**

The Association with the name “**MICROINSURANCE NETWORK,**” a non-profit organisation (association sans but lucratif) whose acronym is “**MiN**”.

The Association is governed by the present articles of association, hereafter “the Statutes” and the modified law of April 21, 1928 concerning Associations and Non-profit Foundations, hereafter “The Law”.

#### **Article 2 – Mission**

The **Association’s mission** is to promote the development and delivery of effective insurance services for low-income people by encouraging shared learning, facilitating knowledge generation and dissemination, and providing a multi-stakeholder platform.

It was established in 2002 as the **CGAP Working Group on Microinsurance** by donor organisations, multilateral agencies and other interested parties that are involved in the promotion and support of microinsurance mainly in developing countries.

To accommodate the expansion of interests and activities in microinsurance and the inclusion of additional stakeholders, the Working Group evolved into the **Association**. The **Association** is strengthening its membership, organisational and governance structure to better fulfil its role as the key dialogue platform for microinsurance.

The **Association** seeks to remain a member-based network of insurance and social protection providers, policymakers, funders and academics.

The **Association** is governed by a Board of Directors and a Chair, and is managed by a Secretariat with several working groups.

The **Association** works in partnership with industry organisations in various disciplines and keeps low income and poor people at the centre of all its activities.

The **Association** prioritises work and actions that meet clients' needs and protects their interests and well-being.

The **Association** facilitates information exchange and stakeholder coordination to increase the availability and impact of microinsurance as a risk management tool for vulnerable populations by creating information that is available to the public.

### **Article 3 – Objectives, Principles**

The **Association's** objectives are to:

- Encourage members to commission and conduct research;
- Distil and disseminate lessons learnt to promote client-driven and good-value insurance;
- Raise awareness on the demand and potential for microinsurance among key stakeholders;
- Contribute to the development of good practices for the industry.

In this regard, the **Association** will also be able to define partnerships on a national level and on an international level with any association or organisation that may have a similar mission and objectives. The **Association** shall be able to pass any legal act in relation to its mission.

Members of the **Association** commit themselves to:

- Promote microinsurance as a risk management tool for low-income households;
- Disseminate and/or implement lessons learnt and contribute to good practices;
- Participate actively in the **Association** activities (General Assembly, Working Groups, etc.)
- Provide an annual update of their microinsurance activities (organisation or individual);
- Pay annual membership fees, as set by the Board of Directors and approved by the General Assembly.

The **Association** may acquire or rent buildings and/or take on staff, for the purposes of its mission and objectives.

#### **Article 4 – Registered office – Official Language**

The **Association** has its registered office in the Grand-Duchy of Luxembourg at 39, rue Glesener, L-1631 Luxembourg.

The registered office may be transferred to any other place within the Grand-Duchy of Luxembourg by a simple resolution of the Board of Directors and the General Assembly will be informed thereof.

The official and working language of the **Association** is English.

#### **Article 5 – Duration**

The **Association** is formed for an unlimited period of time and shall only be dissolved by a decision of the extraordinary General Assembly.

### **Title 2 – Members**

#### **Article 6 – Description**

Any physical or legal person who is involved in the promotion of microinsurance and develops an activity in accordance with the Association's mission and objectives can become a member.

The **Association** cannot have less than three (3) members.

Organisations and individuals can apply for the **Association** membership. They can include funders, technical assistance providers, networks, researchers, and providers and are committed to contributing to the creation of public goods.

The membership is open to organisations and individuals who respond to the above mentioned criteria and who pay the annual fees. The **Association** is not allowed to discriminate and should respect this principle and provide the freedom of conscience for all its members.

There are two membership categories: Institutional membership and individual membership. Institutional members can vote in the General Assembly. Each institutional member has one vote. Individual members have no voting rights.

Organisations or individuals sponsored by an organisation wishing to become members should state their interest by contacting the Board of Directors.

Members shall not use the **Association** to pursue commercial or other interests for their own benefit or for that of their organisation. They should abstain from the **Association** decisions or activities that may constitute an unfair advantage for competitively bid work or which represent an actual or possible conflict of interest. Any appearance of an actual or possible conflict of interest matter related to a specific member may be discussed by the Board of Directors' in order to find a resolution.

#### **Article 7 – Admission**

The admission of members should be subject to a vote requiring a simple majority from the Board of Directors and the approval of the General Assembly.

Membership renewal is automatic by payment of the annual fee.

#### **Article 8 –Contributions**

The members are bound to pay an annual fee of a total value that cannot exceed 10,000 (ten thousand) Euros.

The membership annual fee shall be set by the Board of Directors and approved by the General Assembly.

The fee amendment may be suggested by at least two (2) members of the Board of Directors and shall be submitted to simple majority voting of the Board of Directors and approval by the General Assembly.

#### **Article 9 – Exclusion**

Membership may be terminated following:

- The non-payment of the annual fee by the end of the year;
- The delisting pronounced by the General Assembly with a two-third majority of the present or represented members – after audition, or not, of the concerned member- for breach or serious grounds, such as the refusal to adhere to the present statutes or to the decisions taken by the **Association**.

Following the exclusion proposal, formulated by the Board of Directors and until the final decision of the General Assembly the member whose exclusion is proposed will be automatically suspended of his social functions and will no longer be able to use the services of the **Association**.

The excluded member is not entitled to any part of the social assets, nor to any fee reimbursement.

### **Article 10 – Resignation**

Members can resign at any time from the **Association** by notifying the Board of Directors.

The resigned member is not entitled to any part of the social assets, nor to any fee reimbursement.

## **Title 3 – Ordinary and Extraordinary General Assembly**

### **Article 11 – Composition**

The General Assembly is composed of all members of the **Association**.

It is presided by the Chair of the Board of Directors or otherwise by the Vice-chair.

An ordinary General Assembly will be held once a year. Members will be notified in writing before the assembly about the date, time, venue, and agenda. Although, organisations can have several members attending the General Assembly, only one member will represent the organisation and carry out the vote. It is left to the organisation to decide who will carry out the vote.

If different units or departments of the same organisation are members of the **Association** and have paid separate membership fees, the different units or departments will have a right to vote. Voting can also be carried out by proxy or electronic voting. The quorum of votes consists of 20% or one-fifth of members, "except for the amendment of the statutes or dissolution of the Association for which a quorum of 2/3 is needed".

### **Article 12 – Competences**

The agenda of the annual General Assembly should include:

- Election of the Board of Directors and its Chair;
- Approval of the budget and workplan;
- Approval of the financial reports for the closing year;
- Review of the membership structure and criteria;
- Approval of the new working groups;

- Approval of any resolutions submitted in advance to the General Assembly by members.

The ordinary General Assembly's exclusive competences are:

- Resolution of the future strategy;
- Approval of the subsequent financial year's budget;
- Approval of the last financial year's accounts;
- Appointment and removal of Board of Directors' members and of the auditor;
- Approval of the annual fee amount.

Fall within the exclusive competence of the Extraordinary General Assembly:

- Amendment of the statutes or dissolution of the **Association**.

### **Article 13 – Assembly and Notice**

The General Assembly shall meet at least once a year, at a date and time fixed by the Board of Directors.

The notice shall be given at least fifteen (15) days prior to the fixed date, by post or email and shall include the agenda.

### **Article 14 – Agenda**

Every written proposal to the agenda shall be signed by at least two (2) different members featured on the last annual list and on the agenda, and any proposal signed by at least one-twentieth (1/20) of the members, must be put on the agenda.

### **Article 15 – Notice**

If necessary, the Board of Directors may convene at time an Extraordinary General Assembly

The Board of Directors may convene other meetings for the interest of the **Association**.

The Board of Directors is bound to convene an Extraordinary General Assembly upon the request of one-fifth (1/5) or 20% of the members.

### **Article 16 – Decision making process**

The composition of an Assembly is valid if a majority of associate members is present or represented.

The decisions are taken by simple majority of the votes, except decisions regarding the exclusion of an associate or **Association** member and amendments to the articles of incorporation, which requires a two-third (2/3) majority.

The members not being able to participate at a General Assembly can be represented using a written proxy given to a member of their choice. Every member can as well participate and/or vote via conference call, electronic medium or through a combination of these methods.

If the voting result is tied, the Chair or its substitute will have the deciding vote.

### **Article 17 – Resolution**

The General Assembly's resolutions will be notified to the members and to third parties by post or by email, in the form of minutes signed by the Chair and the Vice-chair and will be kept in a register at the registered office of the **Association** at the disposal of all members and third parties.

## **Title 4 – Board of Directors**

### **Article 18 – Composition**

The **Association** is administrated by a Board of Directors, consisting of at least seven (7) but no more than nine (9) members, including the Chair. The Board members are elected for a term of two (2) years, and can be re-elected up to a maximum of four (4) consecutive terms.

The Board of Directors has a Chair, elected by the General Assembly, and appoints a Vice-chair, a treasurer and a secretary.

### **Article 19 - Election of the Board of Directors**

Every two (2) years, the Board of Directors convenes a Nominations Committee, upon the initiative of the Chair of the Board of Directors. The Nominations Committee is newly constituted for each Board of Directors election at least 4 months in advance of the annual General Assembly, and is composed of

- (A) One to two (1-2) Board members who will not be up for re-election,
- (b) Three (3) **Association** members who must be current on their annual fees and who decide not to present themselves for the election, and
- (c) The Executive Director who will have no voting rights.

The Board member(s) who are part of the Nominations Committee shall be appointed by the Board of Directors. The three (3) **Association** members who are part of the Nominations Committee shall be proposed by the **Association** members. If more than three **Association** members are identified to participate in the Nominations Committee, simple elections will be organized by the Chair in advance of the constitution of the Nominations Committee. The Nominations Committee will elect its Chair. The Nominations Committee will take decisions by majority voting.

The responsibilities of the Nominations Committee are as follows:

- Review and confirm the Board of Directors composition guidelines;
- Assess the performance and results of the current Board of Directors, individually and collectively;
- Find possible candidates through its own due diligence, based on the previous exercise;
- Recommend a Slate of Board candidates to the General Assembly.

The Nominations Committee shall recommend a Slate of seven (7) to nine (9) recommended candidates for the Board of Directors.

Candidates for the recommended Slate, and consequently for the Board of Directors, shall be institutional or individual members of the Association that are current on their membership fees.

The Nominations Committee recommends the Slate of Board candidates to the General Assembly. The names of Slate candidates shall be communicated to the General Assembly at least fifteen (15) days prior to the vote. Members of the General Assembly shall vote for each candidate separately. If all candidates of the Slate are elected by the majority of voting members, the Slate is approved and the new Board of Directors is seated on January 1.

If any candidate of the Slate is not elected by the majority of the voting members, the entire Slate is not approved.



If the Slate is not approved, the Nominations Committee will recommend a new slate within fifteen (15) days and a second election through electronic voting is organized by the Chair to elect the Board members. The seated Board of Directors will remain seated until a new Board of Directors is elected.

#### **Article 20 - Resignation of a Board member**

A member of the Board of Directors can resign by notifying the Board of Directors in writing if s/he wishes to resign or ceases to be an **Association** member. A member of the Board of Directors can be recalled by a simple majority vote of the General Assembly.

The Board of Directors shall appoint a member of the **Association** to fill a vacancy until the next planned elections.

#### **Article 21 – Competences**

The Board of Directors is vested with the most extended powers concerning the administration and the management of the **Association**.

All acts expressly reserved by law or by the present statutes to the General Assembly are excluded from its competence.

The Board of Directors is hence entitled to conclude all contracts or engagements regarding the **Association** or its movable or immovable property and plead as plaintiff or defendant before any jurisdiction. The legal actions as plaintiff or defendant are to be initiated or sustained, in the name of the **Association**, by the Board of Directors, represented by its Chair.

The Board of Directors deals with the recruitment and the management of the Executive Director.

The **Association** is validly bound towards third parties, by the joint signature of the Board of Directors' Chair and Vice-chair.

The Board of Directors' main role is to oversee the **Association** and to share in the responsibility of and accountability for carrying out the **Association**'s mission and activities.

The Board of Directors has the following responsibilities:

- Provide overall strategic guidance to the Executive Director and working groups;
- Report to the General Assembly and hold Board of Directors' meetings;
- Validate the budget and workplan;

- Validate new member applications and present to General Assembly;
- Propose amendments to the bylaws as necessary;
- Appoint the Executive Director;
- Validate additional recruitment for the Secretariat;
- Make arrangements for an appropriate office for the Secretariat;
- Commission an external auditor;
- Assist the Secretariat in developing funding strategy and securing funding;
- Appoint an **Association** member into the Board of Directors' to fill a vacancy if necessary.

### **Article 22 – Meetings**

The Board of Directors shall meet each time the interest of the **Association** requires it. It shall as well meet following the request of one-fifth (1/5) of the members of the Board. A written notice of fifteen (15) days shall be given to the members of the Board of Directors prior to the meeting's date. However, if the situation requires it, said notice may be waived by all Board members without having any implication on the validity of the decisions made.

The Board of Directors may deliberate on and take valid resolutions only if at least two-thirds of the Board members are present. The resolutions of the Board of Directors shall be passed by a simple majority vote of the present Board members. The Board members who abstain from voting are not taken into account in the determination of the required majority for the adoption of a resolution. If the voting result is tied, the Chair or his statutory alternate has the deciding vote.

The Board of Directors meets at least four times a year, either in person or via electronic medium (e.g. video conferences). These four meetings (or any additional ones as deemed necessary) are called by the Chair or can be requested by the Secretariat through the Chair. The minutes are taken by the Secretary, circulated to the Board of Directors members for approval, and to **Association** members for information.

### **Article 23 - Compensation of a Board member**

Boards of Directors' Members, including the Chair, receive no sitting fees or other compensation, only reimbursement of necessary and reasonable expenses that facilitate the accomplishment of the Board of Directors' responsibilities (travel expenses and accommodation).

## **Article 24 – Appointment of the Executive Director**

The Board of Directors appoints an Executive Director in charge of running and coordinating the action of the **Association**. The Executive Director can be invited by the Board of Directors to take part in its deliberations concerning the action of the **Association**.

The Board of Directors is allowed to delegate the day-to-day management of the **Association**, to the Executive Director. The Board of Directors will establish the duties and powers of the Executive Director.

The Board of Directors is allowed to delegate special powers, either to one of its members, to the Executive Director or a third party.

The Board of Directors will have a supervisory role in the accomplishment of the **Association's** objectives. It will supervise the Executive Director and evaluate his or her performance. The Executive Director will suggest investment or strategic decisions and which require the approval of the Board of Directors.

The Executive Director shall be in charge of implementing the strategy, proposing new actions and initiatives when necessary and to assure the day-to-day management of the **Association** as to the assigned duties and responsibilities. Dictated by circumstantial necessities and in concordance with the Executive Director, the Board of Directors assumes, co-assumes or delegates the representation of the **Association** at a national and international level.

The Association's Board of Directors comply with and are responsible for upholding the Association's Conflict of Interest Policy.

## **Title 5 – Accounts**

### **Article 25 – Accounting year**

The accounting year begins the first of January and terminates the thirty-first of December of each year. With the exception of the first accounting year, which begins on the date of the publication hereof in the Memorial and terminates on the thirty-first of December, two thousand and twelve.

### **Article 26 – Auditor**

The financial accounts of the preceding year must be audited by an external auditor who is appointed by the Board of Directors and validated by the General Assembly.

Said certified company auditor is in charge of controlling the accounts elaborated by the Board of Directors and verifying whether the accounting documents reflect a trustworthy image of the result and operations of the past exercise, as well as of the financial situation and the all-encompassing financial situation of the **Association** at the end of the exercise. S/he submits a report thereof to the General Assembly, which shall vote the annual accounts.

The term of the auditor office may not exceed three years.

#### **Article 27 – Annual Accounts**

The Board of Directors submits the balance of the past exercise as well as a projected budget for the following exercise annually to the General Assembly, with a calendar of the proposed events.

### **Title 6 – Amendment of the Statutes, Dissolution and Liquidation**

#### **Article 28 – Mode of Deliberations**

The General Assembly may validly deliberate on statute amendments only if said amendment's content is specified on the agenda notice and if the quorum of two-thirds of the members are present or represented is attained.

Amendment adoption requires a two-third majority vote.

If the necessary quorum (present or represented) is not attained at the first assembly, a second assembly shall be convened notwithstanding the necessary quorum. In this case, the adopted motion must be submitted to the Luxembourg Civil Court for judiciary approval.

However, if the amendment concerns either the initial mission or objectives of the Association, deliberation rules for the second assembly shall be modified as followed:

a. The second assembly is validly constituted only if at least 1/2 of the members are present or represented.

b. If, in the second assembly, less than two-third of the members are present or represented, the Luxembourg Civil Court must approve the passed decision.

c. The first and the second assembly requires a three-quarters majority vote.

## **Article 29 – Dissolution**

The dissolution of the **Association** can only be pronounced by the General Assembly if at least two-third of the members are present or represented. If the quorum is not reached, a second assembly may be convened, which can validly pass a resolution disregarding the number of members present or represented. The decision to dissolve will only be valid if it is voted by two-third of present or represented members. Any decision to dissolve the Association, taken by an assembly of less than two-third of the members, must be approved by the Luxembourg Civil Court. In the case of the dissolution of the **Association**, the Board of Directors shall act as the **Association's** liquidator. After all liabilities have been cleared, the possible surplus may be distributed to one or several organisations active in the social field named by the General Assembly.

## **Title 7 – Resources**

### **Article 30**

The resources of the **Association** are constituted by:

- a. Member contributions
- b. Donations, collections and specific appeals
- c. Grants and legacy, sponsoring and sponsorship
- d. Self-financing, sales and incomes derived from its products

## **Title 8 – Final Provisions**

### **Article 31**

Any matter not specifically provided for in the present statutes shall be governed by the provisions of the Law of April 21, 1928, as modified, and the internal rules.