



netWorked Youth Research for Empowerment in the Digital society

Grant Agreement number: 727066

WYRED Association Articles

WP8_D8.5

Version 1.1

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1. Introduction

The WYRED project (netWorked Youth Research for Empowerment in the Digital society) (García-Peñalvo, 2016b, 2017; García-Peñalvo & Kearney, 2016) aims to provide a framework for research in which children and young people can express and explore their perspectives and interests in relation to digital society, but also a platform (Durán-Escudero, García-Peñalvo, & Therón-Sánchez, 2017; García-Peñalvo, 2016a; García-Peñalvo & Durán-Escudero, 2017; García-Peñalvo, García-Holgado, Vázquez-Ingelmo, & Seoane-Pardo, 2018) from which they can communicate their perspectives to other stakeholders effectively through innovative engagement processes.

It aims at sharing these critical perspectives and insights with stakeholders to inform and influence policy and decision-making in relation to the needs of the youngest in (digital) society.

WYRED is an ambitious project which sets up a safe space for children and young people as well as for those who should and can listen to them and it is for this reason that the proposal foresees WYRED continuing beyond the project's duration through the WYRED Association. This document outlines the articles proposed to set up and run the WYRED Association. It is a document which needs to be read together with WP8_D8.5 which frames the set of principles, objectives and operating structures needed to be considered for the WYRED Association.

2. Articles

Article I: Name and Location

1. The name of the association shall be the WYRED ASSOCIATION with the acronym WYRED (hereinafter referred to as the 'Association').
2. The registered office of the Association shall be at (TBC) The General Assembly has the power to change the location of the registered office.

Article II: Aims

The aims of the Association shall be:

1. To guarantee a framework in which children and young people can articulate and explore their concerns, perspectives and interests in relation to digital society;
2. To promote and support (youth) member-led ownership of WYRED platform and activities;
3. To become a multi stakeholder reference point for understanding and exploring children and young people's issues in European digital society.
4. To network and promote cooperation with other organisations and stakeholders with similar and/or complementary aims.

Article III: Activities and functions

In order to promote the above aims the Association will:

1. Position its value proposition in terms of empowerment for children and young people in relation to their concerns, perspectives and interests in digital society.
2. Maintain and promote participation and engagement for its Members.
3. Function as a reference point for influencers and policy makers for monitoring and understanding children's' and young peoples' issues in European digital society.
4. Establish a Secretariat to carry out the activities of the Association.
5. Organize at least an Annual General Assembly meeting.

Article IV: Language

1. The official working language of the Association and of its events, meetings and publications shall be English.

Article V: Membership

1. Every physical person who is by profession involved or interested in Young Peoples Issues in Digital Society, irrespective of nationality, eligible to become member of the association

(hereafter referred to as « individual members »). Applications for individual membership must be submitted to the association in compliance with the appropriate process – including the required information – as set forth by the Executive Board. The Executive Board decides regarding the applications.

2. Can also become members all officially recognized non-physical entities such as professional associations or commercial businesses, financial institutions, governmental institutions, universities and other organisations.

3. There shall be the following categories of Full Membership (individual):

a) Regular (annual)

b) Student (annual)

4. Academic Membership is open to academic and research institutions and organisations and other similar interested bodies.

5. Corporate Membership shall be open to other organisations and institutions that undertake to make annual financial contributions to the work of the Association.

6. Corporate Membership and Academic Membership will entitle the corresponding organizations to inscribe 5 Full Individual Members.

7. Only Full Members shall have voting rights in the affairs of the Association.

8. Subscription rates for the publications are included in the membership.

9. All membership rates shall be approved by the General Assembly.

10. Students shall be eligible to pay reduced membership rates. Reduced rates may also be applied in certain countries.

11. Membership can be terminated:

a) upon decision of the member himself/herself, with effect three months after withdrawal has been communicated in writing to the Executive Board;

b) if the membership fee remains unpaid one month after the beginning of the year to which it pertains;



c) by the General Assembly which can decide to suspend or exclude a member for serious misconduct. Prior to the next General Assembly, the Executive Board can decide by a two third majority vote, to suspend any member whose exclusion is planned. Prior to all decisions of suspension or exclusion the member must be given the opportunity to present his/her arguments.

d) Appeals against removal from Membership shall be considered by an Appeal Committee of three Full Members of the Association appointed by the Nomination Committee. The decision of the Appeal Committee shall be final.

Individuals or institutions who are no longer members of the association have no claims on or rights to the association's resources and assets.

Article VI: Organisation

1. The governing body of the Association shall be the Executive Board (hereinafter referred to as the 'Board'). The Board shall supervise, control, and direct the affairs of the Association, its committees, and publications.

2. Only Full Members of the Association shall be eligible for election to the Board.

3. The Board shall consist of three Officers (President, Treasurer and Secretary).

4. Officers shall be elected to the Board for a period of three years. One Officer shall retire from the Board each year at the Annual General Assembly. No individual shall serve on the Board for more than two consecutive three-year periods. They shall become eligible for re-election after an interval of three year.

5. The Board shall be empowered to make co-options to fill the places of elected members who do not complete their full three-year terms of office or for other reasons that will assist the work of the Board. Such co-options which shall not exceed three in any year shall be effective until the following Annual General Assembly, at which point the vacancy will be filled by election as described in Article VII.

6. The Board shall hold at least two meetings each year. Dates and locations of meetings shall be proposed by the President and approved by the Board or a majority of the Board.



7. Meetings of the Executive Board shall normally be chaired by the President. In the President's absence, the Secretary shall take the chair. The quorum for a Meeting of the Executive Board shall be half of its Members plus one. Decisions shall be made by simple majority vote. In the event of a tied vote, the chair of the meeting shall have the casting vote. The Board may delegate the conduct of the Association's business to the President and other Officers and the Secretariat between meetings.

8. The President shall be chairperson of the Association.

9. The Secretary shall be responsible for the preparation of meetings of the Board and the Annual General Assembly, together with the President, shall oversee the proper recording of the proceedings of meetings, shall ensure that accurate membership records are maintained, and shall ensure that decisions of the Annual General Assembly, the Board, and the President are implemented.

10. The General Assembly holds full authority and decision power to take all the actions needed to achieve the objectives of the association. Without prejudice to the powers explicitly devolved to it by other provisions of these by-laws, the General Assembly has full and exclusive power to decide, among others:

- the definition of the general policy of the association;
- the modification of the statutes;
- the approval of the accounts;
- the voluntary dissolution of the association;
- the approval of changes in the membership fee;
- the designation and dismissal of Executive Committee members.

11. The General Assembly of the members of the association is held annually on the date and venue decided by the executive committee and upon convocation by the latter. The Executive Committee can also convene an extraordinary General Assembly should the interests of the association dictate it. An extraordinary General Assembly must be convened when 20% of the members demand to do so.



In all cases, the invitation to attend the General Assembly, and the agenda of the meeting must be sent to all members by mail or by any other means at least 30 days before the date of the General Assembly.

12. The President of the Association, or in his absence the Chairperson, the President-elect or another member of the Executive Committee chosen by the General Assembly, chairs the General Assembly.

13.

a) The quorum at the General Assembly includes the members of the Executive Committee present at the meeting plus all the non-Executive Committee members present at the meeting. The decisions of the General Assembly are valid only if at least one tenth of the members attending the annual conference or one twentieth of the total membership (should this last number be lower than the first) are physically present at the general membership meeting. If the quorum is not satisfied, a new General Assembly needs to be called. The decisions of this follow-up General Assembly will be valid no matter how many members attend it.

b) The election of the directors and the non-officer, non-director members of the Executive Committee if any, as well as the approval accounts can held through a vote of the full membership of the association outside the regular annual General Assembly. The votes can be held by mail, email or any other secure electronic medium and are organized by the Executive Secretary under the guidelines of the Executive Committee.

c) Provided all members in good standing have been notified and afforded the opportunity to vote, the results of these elections are valid if at least one thirtieth of the members express their vote. The outcome of these votes have to be ratified at the next scheduled General Assembly.

d) It is nevertheless required that the names and a brief bio of the candidates for director and for non-officer non-director members of the Executive Committee, the accounts and the auditor's review be communicated in advance to all members by mail, email, or any other secure electronic medium. A reasonable time period has to be provided to allow the members to make up their mind knowledgeably and convey their votes to the executive secretary.

e) In exceptional cases justified by urgency, the General Assembly can authorize a general membership to vote by mail, email or any other secure electronic medium. Provided all members

in good standing have been notified and afforded the opportunity to vote, the results of these elections are valid if at least one thirtieth of the members express their vote.

f) Decisions taken in this fashion have to be ratified by the General Assembly during its first subsequent scheduled meeting. It is nevertheless required that the issues to be deliberated, the proposed actions and the recommendations of the Executive Committee are communicated in advance by means of an explanatory notice to all members by mail, email or any other mode of communication.

g) A reasonable time period has to be provided to allow the members to be sufficiently apprised of the issues and to make their vote known to the president.

14. Only members that are physical persons are voting members. Every voting member has one vote. Decisions are taken by simple majority of the votes.

15. The decisions of the General Assembly are recorded in a register (minutes of the general assembly), which is kept at the headquarters (social seat) of the association by the secretary, who holds them at the disposal of the members.

Article VII: Rules of election

1. A Nomination Committee of three members shall be elected through a ballot in the normal election process. Nomination Committee Members shall serve for periods of three years, one retiring in rotation each year. No serving member of the Executive Board may be appointed to membership of the Nomination Committee.

2. Names of candidates for election to the Nomination Committee, supported by at least five Full Members, must be submitted to the Secretariat at least sixty days before the Annual General Assembly. Names of the candidates for election to the Board, supported by at least ten Full Members, must be submitted to the Secretariat at least sixty days before the Annual General Assembly, for consideration by the Nomination Committee.

3. The Executive Board may propose candidates for election to the Nomination Committee. The names of any candidates proposed by the Executive Board must be submitted to the Secretariat at least sixty days before the Annual General Assembly.



4. The Nomination Committee shall nominate a candidate or candidates for election to each vacant position on the Board. The Nomination Committee will ensure a broad geographical representation with respect to age, institutional affiliation, and gender and editorial expertise where relevant.

5. Each Full Member shall be entitled to vote for one candidate for each vacant position on the Board. Voting shall be by secret ballot. Ballot papers shall be mailed to Full Members in good standing by the Secretary at least thirty days before the Annual General Assembly. The Secretary will be responsible for the counting of votes received and shall certify the vote to the Annual General Assembly.

6. The method or methods of voting and the method or methods by which ballot papers and information about candidates and voting are communicated to members will be determined by the Executive Board and may include any or all of the following: ordinary mail, fax, electronic mail, web-sites and voting in person at the Annual General Meeting.

Article VIII: Meetings and voting

1. The Annual General Assembly of the Association shall be held at such time and place as the Board shall determine. Notice of the Meeting shall be given to all Members not less than sixty days prior to the date thereof.

2. Special Meetings of the Association may be called by the Board at any time, or shall be called by the President upon receipt of a written request by ten per cent of the paid voting Membership, specifying the purpose of such a meeting. At such a meeting, no business shall be transacted except as specified in a notice to Members. Written notice of such a meeting shall be given to all Members not less than thirty days prior to the date thereof.

3. A referendum vote shall be held at any time on the initiation of the Board or a petition to the Board signed by ten per cent of the paid voting Membership. Ballots shall be mailed to Members by the Secretary. In order that they may be counted as votes, ballots must be placed in the mail by Members not more than thirty days after the date when they were mailed to Members by the Secretary. A simple majority of votes received shall constitute the deciding vote. The Secretary shall certify the vote to the Board.



4. At any meeting of the Association, only Full Members shall have the right to vote and votes may only be cast in person.

5. Upon the convening of any Annual General Assembly or Special Meeting, a quorum shall consist of fifteen per cent of those voting Members registered for the said meeting.

Article IX: Fiscal and legal procedures

1. The fiscal year of the Association shall be set by the Board.

2. The Board may receive by devise, bequest, donation, or otherwise either real or personal property, or both, and hold the same absolutely or in trust, and invest, reinvest, and manage the same, and apply the said property and the income arising therefrom to the purposes of the Association, except where restricted by these Statutes.

3. Payments made by Corporate Members and such other monies as may from time to time be designated for that purpose shall constitute a Capital Fund which shall be invested in the name of the Association. The Board may direct the transfer of monies from the Capital Fund to the Working Fund.

4. The income from annual subscriptions and from investment and other sources shall constitute the Working Fund, available for operating, publications, and other current expenses consistent with the objectives of the Association as the Board may direct.

5. The Board shall adopt a budget each fiscal year.

6. No Officer or Ordinary Member of the Board acting in that capacity shall receive compensation for services rendered to the Association. Travel expenses personally incurred by Board Members attending to the business of the Association shall be paid by the Association in accordance with the rules and procedures adopted by the Board.

7. The Treasurer shall provide to the Board at each regular meeting a report of all receipts and disbursements of Association funds. An annual financial report shall subsequently be published by the Board.

9. No financial obligation in excess of funds available shall be assumed by the Board or by any Officer on behalf of the Association except when approved by a two-thirds majority of the Board.

For this purpose, estimated receipts from annual subscriptions and other accounts receivable in the current year may be considered as available funds.

10. The Board may appoint legal counsel to act as general legal counsel and to advise in the legal affairs of the Association.

11. Every Office of the Board, employee of the Association, and such others as may be specified from time to time by the Board shall be indemnified by the Association against all expenses and liabilities, including legal fees, reasonably incurred or imposed upon them in connection with any proceedings to which they may be made a party or in which they may become involved, by reason of being or having been an Officer or employee of the Association, or any settlement thereof, whether the individual is an Officer or employee at the time such expenses are incurred, except in such cases where the individual is adjudged guilty of wilful misfeasance of malfeasance in the performance of duties. The foregoing right of indemnification shall be in addition to, and not exclusive of, all other rights to which the indemnified may be entitled.

Article X: Dissolution

1. In the event of the dissolution of the Association, any funds or property remaining after the satisfaction of all outstanding debts and liabilities shall not be distributed to Members of the Association but shall be given or transferred to some other body or bodies having aims similar to those of the Association and which prohibit the distribution of income or property among its members. Such body or bodies shall be determined by the Members of the Association at or before the time of dissolution.

Article XI: Amendments

1. Amendments to these Statutes may be proposed by the Board on its own initiative or upon petition by any fifty Full Members of the Association. Such amendments shall be submitted to the Secretary and reviewed by a Statutes Committee of three Full Members of the Association appointed by the Nomination Committee for eventual submission to the Membership at an Annual General Assembly.

2. Amendments to these Statutes shall be approved by a two-thirds affirmative vote of the Full Members present and voting at any Annual General Assembly or Special Meeting of the Association duly called, provided written notice of proposed changes have been sent to the Membership thirty days before such a meeting; or by a simple majority vote of Full Members voting by a thirty-day mail ballot.

Any change in the Statutes cannot be adopted unless the following provisions are satisfied:

a) Proposals of statutes changes can be submitted by the Executive Committee or by 20% of the members of the association.

b) The Executive Committee must submit the proposal for change as it was formulated, as well as an explanatory notice, its recommendation and a proxy voting form to the members by mail, email or any other means of communication to the members at least sixty days before the date of the General Assembly convened to rule on this modification.

The General Assembly can validly vote on the proposal only if at least three fifths of the total membership, or three fifths of the members attending the annual conference (should this last number be lower than the first), are present in person or by proxy. If this quorum is not satisfied, the next General Assembly will definitely and validly rule on the proposal irrespective of the number of members in attendance. The invitation to the first General Assembly can in this respect include an invitation to a second General Assembly on a prespecified date, for the case that the quota of attendance defined above is not achieved during the first General Assembly that had been convened to decide on the proposal of modification.

d) The proposal or all modifications thereof can only be adopted if they are approved by two thirds of the votes of the members present or represented.



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