

HOUSING AND LAND RIGHTS NETWORK

ARTICLES OF INCORPORATION

- ARTICLE 1 Under the name, Housing and Land Rights Network (hereinafter, the Network), a charitable association is hereby constituted within the terms of article 60 of the Swiss Civil Code. The Network shall operate for an indefinite term with its headquarters at Geneva, Switzerland.
- ARTICLE 2: The Network represents an international body of organizations and individuals sharing common purpose, principles, aims and objectives:
- A. The Network is dedicated to action for the recognition, defense and full implementation of the right of everyone in all countries to a secure place in which to live in peace and dignity.
 - B. The purpose of the Network is to enhance knowledge and actions toward practical realization of human dignity for those suffering deprivation, by means of advancing respect, promotion, protection and fulfillment of universal human rights, especially economic, social and cultural rights, and particularly the human right to adequate housing and its constituent entitlements. These include security of land tenure, democratic participation, self-expression, habitability, access to clean water, access to adequate land as a social good, access to housing finance, a safe environment, cultural adequacy and other related and complementary elements.
 - C. In order to realize this purpose, the Network will undertake to do all such lawful acts that are conducive and incidental to the aim of attaining the human right to adequate housing for all and to work in solidarity with like-minded civil society and intergovernmental entities, such as the United Nations.
 - D. The Network's programmes, projects and activities shall have the objective of strengthening and mutually supporting its constituent Members to improve their capacity and effectiveness at fulfilling the Network's common purpose set forth in this Article.
 - E. The benefits of the Network are open to all, subject to the purpose set forth in this Article, irrespective of race, caste, faith, religion, sex, gender, sexual orientation, color, national origin, nationality, citizenship, or other social or civil status.
 - F. The Network intends to build and maintain a democratic and participatory organizational model.

CONSTITUENT BODIES

- ARTICLE 3: The Network shall be constituted of the following bodies:
- A. Membership
 - B. Executive Committee
 - C. Secretariat

MEMBERSHIP

- ARTICLE 4: Organisations and individuals both within and outside the Canton of Geneva similarly dedicated to the purpose stipulated in Article 2 may become Members of the Network.

- ARTICLE 5: Organisations and/or individuals seeking Membership in the Network shall submit an application in writing (in printed hard copy or electronic form) accompanied by a statement of specific areas of interest and/or specialisation in promoting the human right to adequate housing. The application form shall be addressed to the Executive Committee of the Network and mailed, delivered or otherwise transmitted to the Network Headquarters or branch office address, or to a website or electronic mail address of the Network for processing and approval.
- ARTICLE 6: The Membership application implies acceptance of the purpose, principles, aims and objectives of the Network as stated in Article 2 of these Articles of Incorporation.
- ARTICLE 7: The Membership application will be admitted upon approval by a simple majority of the Network Executive Committee Officers. Any nonapproval of Membership can be appealed at a regular meeting of the Network's Executive Committee and subject to reasonable consideration and a simple-majority vote for approval.
- ARTICLE 8: The term of Membership is indefinite. Membership terminates in the event of:
- A. The Member's written request of termination,
 - B. The dissolution of the Member organisation,
 - C. An individual Member's death,
 - D. The Member's action or conduct inconsistent with the purpose of the Network or the requirements of membership and subject to any two or more Members' motion to terminate membership based on such action or conduct.
- ARTICLE 9: In the event that the Members and Executive Committee establish a fee for membership in the Network, Members shall direct such contributions to the Treasurer of the Network for deposit to a bank account established in the name of the Network and designated for such purpose.
- ARTICLE 10: The Members shall not be held personally liable for obligations made under agreements or contracts of the Network.

EXECUTIVE COMMITTEE

- ARTICLE 11: The number of Officers in the Executive Committee shall at no time be less than three (3) and not more than seven (7), and every Officer so appointed as aforesaid may as well act or assist in the executing of these presents as fully and effectual as if s/he had been constituted hereby as an Executive Committee Officer, PROVIDED ALWAYS that, without prejudice to any other provision of the law, an Executive Committee Officer shall stand resignation of his/her office after tendering the resignation of his office in writing to the Executive Committee, with a copy to the Membership through the Secretariat, and on the same being accepted by the remaining Executive Committee Officers.
- ARTICLE 12: The presiding Officers of the Executive Committee shall discharge the functions of:
- A. the Chairperson;
 - B. the Vice Coordinator;
 - C. Secretary;
 - D. Treasurer(s) and
 - E. Officer(s) at large, if any.

- ARTICLE 13: The Executive Committee Officers [hereinafter, “the Officers”] shall serve for four years, and shall be eligible for re-election by the Membership. Officers may be re-elected to a particular office for no more than two consecutive terms not exceeding four (4) years each.
- ARTICLE 14: The Executive Committee shall undertake the overall policy direction of the Network, with particular responsibility for:
- A. Proposing programmes, projects and policy to the Membership;
 - B. Producing reports for the Membership concerning the Network’s administration, programmes, projects and policy;
 - C. The Network’s human, financial and material resource management;
 - D. The management and supervision of the Network Secretariat and Branch Office operations;
 - E. Admitting new Network Members.
- ARTICLE 15: The Executive Committee shall meet at least once a year and operate in a democratic manner and take decisions in the spirit of consensus. In the case that a consensus is not possible, a vote shall determine the decision based on the principle of majority rule. In the case of a tie vote, the discretion of the Coordinator will cast the deciding vote.
- ARTICLE 16: The Executive Committee will ensure the most-effective possible financial management of the Network.
- ARTICLE 17: Contractual agreements and official commitments of the Network shall require the joint signatures of both the Coordinator—or, when the Coordinator is indisposed, the Vice Coordinator—and one other Officer of the Executive Committee. Financial accounts of the Network shall bear the signatures of the Coordinator—or, when the Coordinator is indisposed, the Vice Coordinator—and Treasurer.
- ARTICLE 18: The Coordinator—or, when the Coordinator is indisposed, the Vice Coordinator—and the Treasurer shall submit an annual financial report to the Membership. The financial report shall present financial performance as related to the Network budget(s), as well as present a prospective budget for the subsequent period of at least one year.

EXECUTIVE POWERS

- ARTICLE 19: In order to pursue any or all of the aforesaid purposes, principles, aims and objectives of the Network in accordance with the provisions of the applicable Swiss Civil Code, and other applicable laws, and to utilise and invest assets and/or properties of the Network, the Executive Committee shall have the following powers to carry out the programme in consultation with the Membership and on behalf of the Network to:
- A. Manage the Network funds and collect and recover the interest, dividends and other therefrom;
 - B. Pay and discharge all expenses, costs and charges incidental to the operation of the Network;
 - C. Accept donations, contributions, grants or subscriptions in cash or in kind from any person, body of persons, institution, agency, company, government, society or trust in Switzerland or abroad with the condition that such donations, contributions, grants or subscriptions be consistent with the purpose of the Network outlined in these Articles;

- D. Have discretion to decide whether the Network should invite or accept any such donations, and shall by all means be at liberty to refuse any donation without assigning any reason for such refusal;
- E. Open and operate bank accounts in the name of the Network; to borrow or raise or secure payments of monies either with or without security, on such terms and conditions as the Executive Committee may deem fit;
- F. Appoint or engage necessary experts, scientists, engineers, lawyers, artists, managers, officers, workers, volunteers and/or other persons, whether as employees or on contractual basis for carrying out the aims and purpose of this Network, and remunerate them reasonably, and from time to time terminate his/her/their services, remove him/her/them and to appoint other, or other in his/her/their place;
- G. Employ skilled labour, technicians, research assistants, scholars, academics and other suitable qualified personnel to carry out the Network's aims and objectives and to appoint any staff that may be required reasonably to operate and maintain the Network.
- H. Establish Branch Offices in Switzerland or abroad to undertake the management of the Network or any part of the Network.
- I. Subject to the provisions of law, to contribute Network resources and/or funds to any professional association, individual, community-based organisation, society, association or institution that is consistent with the purpose and established programme of the Network and, in the opinion of the Executive Committee, is beneficial to the Network;
- J. Contribute to charitable funds, NGOs, institutions, agencies, person, body of persons and/or any other funds carrying on the same or similar activities, or for the welfare of the weaker and/or poorer segments of society;
- K. Conduct workshops, conferences, seminars, meetings, forums, symposia, cultural programmes and create opportunities for human rights activists, community leaders, local organizers, researchers, architects, planners, scholars, technicians and interested persons to meet to exchange views, notes, strategies, research findings and techniques, and to publish reports, newsletters, books, magazines, periodicals, leaflets or articles promoting purpose, principles, aims and objectives of the Network;
- L. Join, cooperative or amalgamate this Network with other or others having the same or related objectives, upon such terms and conditions as the Executive Committee may in their discretion deem fit, particularly having regard to and in conformity with the aims and objects and nature of the Network;
- M. Do any other thing that is incidental and conducive to the attainment of any and/or all of the above purposes, principles, aims and objectives.

MEETING AND ADMINISTRATION

ARTICLE 20: In respect of matters that are not converted by the following, the Officers shall, as and when required, frame rules, for conducting the affairs of the Network:

- A. The Officers may be elected by the Membership for as many as two consecutive terms not exceeding four (4) years each.

- B. The Coordinator of the Network, appointed by the Membership, shall be and act as first Chairperson of the Executive Committee for the period of her/his term.
- C. The Executive Committee shall designate at least one Officer to serve as Treasurer(s) to be entrusted with the financial management and supervision of the Network.
- D. The Officers shall appoint from among themselves a Secretary, who shall be entrusted to keep minutes of the meetings and other records. The Officers may also appoint one or more from among themselves to act as office bearers, who shall perform such functions as the Officers may decide.
- E. The Coordinator shall preside as Chairperson over all Executive Committee meetings. In the absence of the Chairperson for such a meeting, the Vice Coordinator shall preside as (Vice) Chairperson. Failing that, the Executive Committee Officer designated to be Secretary shall preside, followed in succession by a Treasurer.
- F. In the case of any vacancy in the Executive Committee arising by death, resignation, incapability or refusal to act as a Executive Committee Officer and carry on the activities and affairs of the Network in the normal course, the remaining Executive Committee Officers shall have the power to coopt or elect another Network Member as Officer in order to fill such vacancy or vacancies, by passing a resolution with a two-thirds (2/3) majority in a meeting held, until such reasonable time as the Membership can elect a full-term replacement.
- G. All matters related to managing the Network will be decided mutually by the Officers, or by a majority of the Executive Committee Officers at a meeting convened for that purpose. In the event of any difference of opinion arising among the Officers and in all matters wherein the Executive Committee Officers shall have a discretionary power, a vote of the majority of the Executive Committee shall prevail and be binding on the minority. In the event of the voting being equally divided, for deciding the issue, the Chairperson shall exercise the discretionary power to casting the deciding vote.
- H. Three Officers shall form a quorum for a meeting of the Executive Committee. Any meeting can be called by the Network Coordinator—or, when the Coordinator is indisposed, the Vice Coordinator—acting as Chairperson sending a notice through the Secretariat to all Executive Committee Officers at their address at least seven days before the meeting. The notice shall specify the date, place and time of meeting. Meetings can also be held at shorter notice with the consent of all Officers.
- I. The Officers shall keep or cause to be kept a Minute Book of the proceedings. Resolutions may be passed without holding a meeting of the Executive Committee by circulating in writing the proposed resolutions, which must be endorsed by two-thirds of the Officers. If resolutions are endorsed in this manner, they shall be as valid and effectual as resolutions passed at meeting of the Executive Committee.
- J. Until or otherwise determined by the Executive Committee from time to time, the management and administration of the Network hereby created shall be conducted and carried out from Geneva. However, the Executive Committee may change the Network's principal location of management and administration to any other place as the Members and/or Officers deem fit to enable most effective and efficient operation.
- K. Remunerated employees of the association may sit on the committee only in an advisory capacity.

FINANCE AND ACCOUNTING

ARTICLE 21: In respect of matters that are not converted by the following, the Executive Committee Officers shall have the powers to conduct the financial affairs of the Network:

- A. It shall be lawful for the Executive Committee to settle all accounts and to compromise, compound, abandon or refer to arbitration any action or proceeding or dispute, claim, demand or thing, proper for such purpose without being liable for any loss occasioned thereby.
- B. It shall be lawful for the Executive Committee to apply to public bodies, urban, local municipal, district and other bodies; government departments; corporations, companies, societies, associations, foundations, or persons for and to accept grants of money, aid, donations, gifts, subscriptions and other assistance with a view to promoting the Network's purpose, principles, aims and objectives, and to discuss and negotiate with such entities and persons programmes, arrangements and other works and matters within the Network's purpose, principles, aims and objectives, and to conform to any proper conditions upon which such grants and other payments may be made.
- C. The Executive Committee shall cause true and accurate accounts to be kept of all moneys received and spent and of all matters in respect thereof in the course of the management of the Network property, or in relation to the carrying out of the Network's purpose, principles, aims and objectives as well as assets, credits and effects of the Network's property.
- D. All activities of the Network shall adhere to the ethics and standards of financial accounting. The Executive Committee shall appoint qualified auditors to audit the Network accounts from time to time.

ARTICLE 22: A. The members of the Executive Committee act on a voluntary basis and are only entitled to compensation for their actual costs and travel expenses. Any attendance fees may not exceed those paid for official commissions. For activities that exceed the usual scope of the function, each member of the committee may receive appropriate compensation.

RESOURCES

ARTICLE 23: The financial resources of the Network shall be comprised of a combination of:

- A. Monetary and in-kind contributions of Members,
- B. Public and private gifts and contributions,
- C. Subventions for programme activities carried out under agreement or contract,
- D. Revenue from solicitations and sales of products and services.

FISCAL YEAR

ARTICLE 24: The fiscal year shall begin on 1 January and end on 31 December.

SECRETARIAT

ARTICLE 25: The Network Secretariat shall function to provide the administrative, record-keeping and communication support required for the overall operation of the Network and its Constituent Bodies.

ARTICLE 26: The Network Coordinator bears principal responsibility for ensuring the efficient operation of the Secretariat functions. The powers to discharge this responsibility derive from, and are common to the terms in Article 25 of these Articles of Incorporation.

ARTICLE 27: The Secretariat is to be located in a place or places conducive to both the operational and supervisory functions required to support the Network effectively.

ARTICLE 28: With the Network's Headquarters established at Geneva, Switzerland and owing to its functional relationship with Human Rights System of the United Nations at Geneva, a significant portion of the Secretariat functions will be located in that city. Notwithstanding that premise and consistent with the Network's mutual-support and decentralization principles, the Secretariat functions may take place in more than one geographical location.

PROGRAMMES AND PROJECTS

ARTICLE 29: The Network's programmes, projects and activities shall conform to the purpose set forth in Article 2 of these Articles of Incorporation.

ARTICLE 30: The Network's programmes, projects and activities shall be consistent with a strategic plan that the Executive Committee develops in consultation with the Membership.

ARTICLE 31: Any Network programme, project and activity shall benefit two or more constituent Members in conformity with the purpose, principles, aims and objectives set forth in Article 2 of these Articles of Incorporation. Any undertaking of the Network, therefore, is to be of a collective nature with the view to strengthening the capacity and effectiveness of the Network as a whole.

ARTICLE 32: Any Network activity shall be consistent with both international and domestic laws in all areas of undertaking.

ARTICLE 33: All Network activities shall be undertaken following the assurance that sufficient financial, human and other required resources are available. No activity shall be undertaken such that commits the Network to deficit spending and/or subjects the Network to unreasonable indebtedness.

ARTICLE 34: All activities under the Network shall involve the maintenance of documentary records of project performance in order to enable monitoring and evaluation of success and effectiveness of efforts, as well as to ensure the sharing of lessons among Network Members.

AMENDMENTS TO THE ARTICLES OF INCORPORATION

ARTICLE 35: The Network's Articles of Incorporation may be modified by three-quarters (3/4) majority vote of Network Membership, in which vote at least half of the total Members participate. Any proposed amendment to these Articles shall be submitted in writing and circulated to the Membership at least fourteen (14) days prior to the date on which the amendment is to be considered.

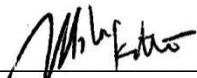
DISSOLUTION

- ARTICLE 36: The Network may be dissolved at a meeting of the Membership convened especially for that purpose. The dissolution shall be in effect by a decision of the Membership representing a three-quarters (3/4) majority vote of the total Membership.
- ARTICLE 37: If the required three-quarters (3/4) of the Membership does not attend, or submit a *bona fide* proxy ballot to such dissolution meeting of the Membership, a second meeting may be held within six months of the first dissolution meeting for the purpose of achieving the required majority.
- ARTICLE 38: If the second meeting does not convene the required three-quarters (3/4) of the Network Membership (consisting of both personal attendance and *bona fide* proxy ballots), the dissolution motion shall fail.
- ARTICLE 39: In the event of the dissolution of the Network, the material and financial assets, including all accumulations and accretions thereto and the income therefrom for the intents and purposes of the Network mentioned in Article 2 shall be conveyed to another tax-exempt nongovernmental organisation that the Executive Committee designates and that has intent and purpose similar to the Network.

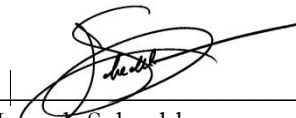
BY-LAWS

- ARTICLE 40: The Executive Committee may decide upon one or more by-laws in which matters are regulated that are not, or are not exhaustively provided for in these Articles. A by-law may not contain articles incompatible with the laws of the country where the seat of the Network is located or with these Articles.

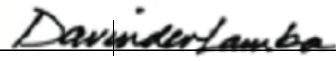
FOUNDER/SETTLOR



Miloon Kothari



Joseph Schechla



Davinder Lamba

_____(affirmed by skype_____
Shivani Chaudhry