

Statutes

EU 40 ASBL

TITLE I: Legal form, Name, Headquarters, Duration

Article 1 – Legal Form

The association is incorporated under the form of an entity enjoying legal personality, more particularly under the form of a non-profit association (hereinafter referred to as the “**Association**”) on the basis of the Law dated 27 June 1921 relating to non-profit associations and foundations, published in the Belgian Official Gazette (“*Moniteur belge*”) on the 1st of July 1921, as amended from time to time (hereinafter referred to as the “**Law A&F**”).

Article 2 - Name

The name of the non-profit Association shall be: “EU 40”

Any deed, invoice, announcement, publication or other document produced by the Association shall bear the above name preceded or immediately followed by the words ‘non-profit association’ or the acronym ASBL as well as the precise address of the registered seat.

Article 3 - Headquarters

The registered seat of the Association shall be Rue D’Arlon 38, 1000 Brussels. The Association comes under the jurisdiction of the district court of Brussels. The General Assembly may decide to transfer the registered seat to any other place in Belgium and to perform all necessary publication formalities.

Article 4 - Duration

The Association has been set up for an indeterminate duration. It may be dissolved at any time.

TITLE II: Purpose and activities

Article 5 - Purpose

The purpose of the Association is to bring fundamental changes to the way the European Parliament functions on a day-to-day basis in order to make it more

transparent, more efficient and more responsible and to bring this way an added value to European society. The Association undertakes to contribute to the effort of the European Union to develop a more competitive and strong common market.

The main objectives are the following:

1. To build Europe's future by making future generations aware of their responsibilities on a lasting basis and by giving them the tools and possibilities to determine their own future;
2. To create a platform allowing younger Members of the European Parliament to work together and independently from their political or national affiliation.
3. To search for a comprehensive strategy, inspired by the principles of transparency, efficiency and responsibility, for a better communication of parliamentary activities towards European citizens, taking into account possibilities of direct involvement in politics.

Article 6 – Activities

To achieve that purpose, the Association will namely organize on a regular basis public meetings and events as well as create campaign and information tools.

The Association may also be involved in commercial activities, although in a secondary capacity, as provided by the Law A&F, on the condition that any profit be devoted exclusively to the accomplishment of the purpose for which the association was founded.

TITLE III: Affiliation

Article 7 – Effective members

The number of effective members is at least three. The effective members shall have the rights provided under the Law A&F.

Any person elected as Member of the European Parliament may submit its candidacy to become an effective member. The candidate members send an admission's request by ordinary mail or fax or email to the attention of the Board of Directors. The Board of Directors shall decide during its first meeting, on a discretionary basis and with a simple majority whether to approve or reject without any motivation a

candidate as a member of the Association. At this meeting, at least two members of the Board of Directors shall be present.

The Association subjects itself to the highest requirements in terms of responsibility. All members of the Association subscribe to a Code of Conduct drafted and aligned on the code of conduct adopted by the European Parliament on 1 December 2011.

The effective members shall have the rights and obligations provided under the Law A&F and under the present statutes. They shall pay a membership fee to be determined on a yearly basis by the Board of Directors that shall not be greater than 30,000 Euros.

The effective members are hereinafter referred to as a “**Member**” and together as the “**Members**”.

Article 8 – Associated members

Any person or legal entity who supports the goals of the Association may submit a written request to the Association in order to be admitted as an associated member.

The Board of Directors decides on a discretionary basis and with a simple majority whether to approve or reject without any motivation a candidate as associated member. The Board of Directors can refuse any new candidate if its objectives or products are not in compliance with the purpose of the Association as provided under Article 5 of the present statutes. This applies namely to candidates whose products can be detrimental to human life or health.

The associated members have only the rights and obligations provided for under the present statutes.

The associated members are entitled to participate to the General Assembly but without a voting right.

The Board of Directors shall decide on a yearly basis whether the associated members are obliged to pay the annual membership fee referred to above.

Article 9 - Resignation

The Members as well as the associated members may resign from the Association at any time. A resignation letter shall be sent by fax or by ordinary mail to the Board of

Directors. The resignation shall be deemed effective one month after this fax or ordinary mail.

Article 10 - Suspension

The affiliation of the associated member who has not paid the annual fee for the ongoing year within the timeframe determined by the Board of Directors is suspended at the expiry of a month following the first request for regularization.

The associated members who do not pay their membership fees within the regularization time can be considered as having resigned from the Association.

Article 11 - Exclusion

Exclusion of a Member who acts against the purpose of the Association can be decided by a special resolution of the General Assembly with a two-thirds majority of Members present or represented, following a proposal from the Board of Directors or at the request of at least 1/5 of the Members.

The Member concerned by the exclusion procedure has the right to be heard.

Exclusion of an associated member who acts against the purpose of the Association may be decided by a unilateral decision of the Board of Directors.

Article 12 - Rights

Members have no rights to the funds of the association and may not in any case, claim any reimbursement.

This exclusion from any rights to the funds of the Association is applicable at any time: during the affiliation, at the time of the cessation of affiliation for whatever reason, during the dissolution of the Association, etc.

TITLE IV: General Assembly

Article 13 - Composition

The General Assembly is composed of all the Members. The Members have an equal voting right. Each member has one vote in the General Assembly.

The associated members as well as observers may attend the General Assembly and may, if allowed by the chairman of the assembly, address the meeting.

Article 14 - Powers

The General Assembly alone may:

1. modify the statutes
2. appoint and dismiss directors
3. appoint and dismiss auditors as well as fix their remuneration (if any)
4. grant discharge to Board members and auditors
5. approve the accounts and budget
6. dissolve the Association
7. exclude a Member
8. transform the Association into a company with social purpose
9. act in any other cases required by the statutes.

Article 15 - Meetings

The ordinary General Assembly shall be held each year on the 9th of May at the registered seat of the Association or at any other place mentioned in the convening order.

The convening order shall be sent at least thirty days before the date of the General Assembly to all Members by fax, email or ordinary mail at the number or address communicated to the Board of Directors.

The meetings are convened by the Chairman of the Board of Directors or by at least two directors. The convening order shall contain the date, venue, time and agenda of the General Assembly. Any proposal signed by 1/5 of the Members must be put on the agenda.

An extraordinary General Assembly may be convened at any time upon request of the Chairman of the Board of Directors or at least two directors or one fifth of the Members. The convening order shall be sent at least twenty days before the date of the extraordinary General Assembly to all Members by fax, email or ordinary mail at the number or address communicated to the Board of Directors.

With the exception of decisions which must be made before a notary, Members can, by unanimous vote, make, in writing, all decisions which result from the powers attributed to the General Assembly.

To this end, the Board of Directors will send by letter, fax, email or any other written means, a circular mentioning the agenda and the proposals for decisions, to the Members and Board members with the request made to Members to approve the proposals and to return the circular, properly signed, to the registered seat of the Association or any other venue indicated in the circular, no later than 30 days after receipt of the circular. If the approval of all the Members is not received within this time period, all the decisions proposed will be considered as rejected.

Article 16 – Quorum and vote

In order to validly deliberate, at least 1/3 of the Members must be present or duly represented. Unless specified otherwise by the Law A&F or the statutes, all decisions must be taken with a simple majority of votes of the Members present or represented.

Any proposed amendment to the statutes may only be voted if it is specifically included in the convening order and if 2/3 of the Members are present or represented. If the 2/3 quorum is not reached, a second meeting may be convened which shall be considered valid regardless of the number of Members present or represented; the second meeting may not be held less than 15 days after the first meeting. A proposed amendment to the statutes requires a 2/3 majority of the votes of Members present or represented, including at the second Assembly.

Any decision which involves the modification of the founding purpose of the Association requires a majority of 4/5 of the votes of Members present or represented.

A Member may be replaced by another Member at the General Assembly. The latter may hold one proxy.

The vote is done by a roll call, by show of hands or by secret ballot upon request of at least 1/3 of the Members present or represented. In case of a tie vote, the Chairman shall have the casting vote.

Minutes are prepared and recorded in a special register that may be consulted by Members who shall exercise this consultation right in compliance with the modalities provided in article 9 of the royal decree dated 26 June 2003. Any third party who wishes to consult the resolutions recorded in the minutes of the General Assembly may send a request to do so to the Board of Directors that may on a discretionary basis and without any motivation accept or refuse such request.

The General Assembly may only decide on items duly listed on the agenda, except if all the Members by unanimous vote decide to discuss other point.

TITLE V: Management and Representation

Article 17 - Composition of the Board of Directors

The Association shall be managed by a Board of Directors, composed of at least three and of maximum six persons, Members of the Association. The number of directors shall in any case be inferior to the number of Members of the Association. When the Association is composed of the legal minimum of 3 Members, the Board of Directors may be composed of two directors. The day when a fourth Member is approved, an extraordinary General Assembly shall appoint a third director.

The Board members are appointed for a two year term by the General Assembly by a simple majority of votes of Members present or represented. Their mandate ends at the closing of the annual General Assembly. The mandate of the directors is renewable.

The Board of Directors may elect amongst its members a chairman, a secretary and a treasurer who shall perform the duties related to these functions as described in the present statutes.

The directors may be revoked at any time by the General Assembly by a simple majority of votes of Members present or represented. Each director may resign by addressing a written notification to the Chairman of the Board of Directors. After his/her resignation, the Board member shall remain on the Board until he/she is replaced.

In principle, directors exercise their mandate without any remuneration.

Article 18 – Meetings, deliberations and resolution

The Board of Directors meeting shall be convened by the Chairman as often as the interests of the Association require so, as well as 30 days following a request to do so by two directors or the managing director.

The Chairman chairs the meeting. If the Chairman is unable to attend or is absent from the meeting, the meeting shall be chaired by the oldest director present. The meeting is held at the registered seat of the Association or at any other place mentioned in the convening order.

The Board meeting is considered valid only if a majority of the Board members are present. Decisions shall be taken by a simple majority of votes of the directors present. If there is a tie, the Chairman or the director chairing the meeting shall have the casting vote.

A Board member can give proxy to one of his/her colleagues by mail, fax, email or any other written means, to represent him/her at a Board meeting. A Board member can represent several others.

The Board of Directors can deliberate on any points which are not mentioned in the agenda only if all the members of the Board unanimously agree to discuss these points.

In exceptional cases justified by the urgency and the social interest of the Association, decisions of the Board of Directors may be taken by the written unanimous consent of the directors. The use of this kind of procedure requires a prior and unanimous consent of the directors and implies that a deliberation by email, call or video-conference has taken place.

Minutes shall be drafted after each meeting, signed by the Chairman or two directors present and recorded in a special registry for that purpose that may be consulted by Members who shall exercise this consultation right in compliance with the modalities provided in article 9 of the royal decree dated 26 June 2003.

Article 19 – Conflict of interest

If a director has, directly or indirectly, a conflict of interest of a financial nature with a decision or transaction falling under the scope of the Board of Directors, he/she has to communicate it to the other directors before the deliberation of the Board of Directors.

The director with a conflict of interest excuses himself or herself from the meeting at which the decision or transaction is being considered and does not vote on any resolution to approve that decision or transaction. This procedure is not applicable when day-to-day transactions concluded under normal market conditions and guarantees are being considered.

Article 20 – Internal management - Restrictions

The Board of Directors has extensive powers to administer and manage the Association with the exception of those powers specifically reserved to the General Assembly under article 4 of the Law A&F.

Without prejudice to the obligations resulting from the collegial management, namely the consultation and surveillance, directors can divide the tasks between them. These allocations of the tasks are not enforceable vis-à-vis third parties, even if they have been published. The non-compliance with the allocation of tasks may however give rise to an internal liability on the part of the concerned director.

The Board of Directors may delegate part of its powers to one or several persons, director(s) or not, taking into account that this delegation does not concern the general policy of the Association or the general management power of the Board of Directors.

Without the approval of the General Assembly, the directors cannot take any decision concerning the purchase or the sale of immovable property belonging to the Association and/or the constitution of a mortgage. These restrictions of power are not enforceable vis-à-vis third parties even if they have been published. Non-compliance with these restrictions may however give rise to an internal liability on the part of the concerned director.

Article 21 – Power of representation

The Association is represented in all judicial and extrajudicial documents by the Board of Directors as a collegial body or by two directors acting jointly.

The Board of Directors or the directors representing the Association can appoint agents of the Association. Only specific mandates and limited to certain legal deeds are allowed. The agents bound the Association within the limits of their mandate which are enforceable vis-à-vis third parties in accordance with the rules of the mandate.

Article 22 - Publicity

The decisions to appoint the members of the Board of Directors and the persons entitled to represent the Association as well as the cessation of their functions are published through their deposit with the clerk of the Commercial Court of the district in which the Association has its registered seat and through an extract of these decisions in the Belgian official Gazette (“Annexes du Moniteur belge”). These documents must state if the persons entitled to represent the Association, bound the Association individually, on a jointly basis or on a collegial basis as well as the extent of their powers.

Article 23 – Registry of Members

The Board of Directors must keep at the registered seat of the Association a registry of the Members. This registry contains the name, surname and residence of each Member or when it is a legal person, its denomination, its legal form and its registered seat. Any decisions of admission, resignation or dismissal of Members are registered in this registry by the Board of Directors within 8 days as from the day when the Board of Directors became aware of that decision.

Any Member may consult at the registered seat of the Association this registry of Members as well as any accounting documents of the Association.

TITLE VI: Day-to-day Management

Article 24 – Day-to-day Management

The day-to-day management of the Association on both the internal and external representation level can be delegated by the Board of Directors to one or several persons. If the Board of Directors uses this possibility, these persons will act as a collegial body.

Without any legal definition of what is the “day-to-day management”; will be considered as such all operations and transactions that need to be concluded in order to assure the ordinary course of the Association’s activities that do not require or make undesirable any intervention from the Board of Directors, due to their minor importance or due to the necessity to take an immediate decision.

The Board of Directors may decide to terminate this delegation without any motivation.

The appointed person may at any time resign from its mandate. A resignation letter shall be sent (by ordinary mail or by fax) to the Board of Directors. It will however pursue the day to day management of the Association until it is replaced at the next Board's meeting.

The decisions to appoint persons entrusted with the day-to-day management of the Association as well as the cessation of their functions are published through their deposit with the clerk of the Commercial Court of the district in which the Association has its registered seat and through an extract of these decisions in the Belgian official Gazette ("Annexes du Moniteur belge"). These documents must state if the persons entitled to represent the Association in the day-to-day management, bound the Association individually, on a jointly basis or on a collegial basis as well as the extent of their powers.

TITLE VII: Liability of the directors and the day-to-day manager

Article 25 - Liability of the directors and the day-to-day manager

The directors and day-to-day manager do not bear any personal liability relating to the commitments of the Association. Their liability vis-à-vis the Association and third parties is limited to the fulfillment of their mandate in accordance with the relevant provisions of the law and the present statutes and to any management faults committed in that capacity.

TITLE VIII: Control by an auditor

Article 26 – Control by an auditor

As long as the Association does not exceed at the closing of the last financial year the figures mentioned under article 17§5 of the Law A&F, it is not obliged to appoint an auditor.

As soon as the Association exceeds these figures, an auditor, appointed by the General Assembly among the members of the Belgian Institute of Certified Public Accountants, is entrusted with the control of the financial situation, the annual

accounts and the regularity under the law and statutes of the operations to be registered in these accounts. The General Assembly also determines the remuneration of the auditor.

TITLE IX: Financing and accounting

Article 27 – Financing

The Association shall be financed with subsidies, allocations, donations, contributions, bequests and other provisions of last wills and testaments, granted both to support the general goals of the Association and specific projects.

Except for manual donations, any inter vivos or testamentary donations to the benefit of the Association must be authorized by the minister of Justice or its delegate.

However, this authorization is not required for the acceptance of donations whose value does not exceed 100,000 Euros.

The Association can further acquire funds by any other mean not contrary to the law.

Article 28 - Accounting

The financial year of the Association shall begin on January 1st and close on December 31 of the same year. The accounts are kept in accordance with the provisions contained in article 17 of the Law A&F and its applicable implementation decrees.

The annual accounts are filed with the clerk of the commercial court in accordance with article 26novies of the Law A&F. If applicable, the annual accounts are also filed with the National Bank of Belgium in accordance with the provisions contained in article 17§6 of the Law A&F and its applicable implementation decrees.

Each year, the Board of Directors shall prepare the accounts of the past financial year and the budget for the following year and submit both to the General Assembly for approval no later than six months after the closing date of the financial year.

TITLE X: Dissolution

Article 29 - Dissolution

The General Assembly will be convened to discuss the proposals relating to the dissolution of the Association that are submitted by the Board of Directors or by at least 1/5 of the Members. The convening order and the determination of the agenda will be done in accordance with the provisions of article 15 of the present statutes.

The deliberation and vote on the dissolution must comply with the quorum and majority required for a modification of the founding purpose of the Association in accordance with article 16 of the present statutes.

As from the dissolution, the Association always mentions that it is an “Association in dissolution” in accordance with article 23 of the Law A&F.

If the proposal for dissolution is approved, General Assembly shall appoint one or several liquidators. It shall determine the liquidator’s mandate and the modalities of liquidation.

In the event of dissolution and liquidation, the extraordinary General Assembly shall determine the attribution of the net assets that shall be allocated to a nonprofit association with a similar or related purpose, operating in Belgium.

All decisions relating to the dissolution, the liquidation’s modalities, the appointment and cessation of functions of the liquidators, the closing of the liquidation and the attribution of the net assets are filed with the clerk of the commercial court and published in the Belgian Official Gazette (“*Annexes du Moniteur belge*”) in accordance with the provisions contained in articles 23 and 26novies of the Law A&F and its applicable implementation decrees.

TITRE XI: Final Provisions

Anything that is not specifically mentioned in the above statutes shall be governed by the Law A&F, as amended from time to time, its royal execution decrees, the general legal provisions and customary law.