

ASSOCIATION FEMMES D'EUROPE a.i.s.b.l. STATUTES – 30 MARCH 2004

TITLE I – Name, registered address, objectives, duration

Article 1 There is established an international non-profit making Association called “Association Femmes d’Europe” a.i.s.b.l.”

Art. 2 The registered office of the Association shall be situated in one of the districts of Brussels, at present: Immeuble C.E., Avenue de Beaulieu 1, 1160 Brussels. It may be transferred by decision of the Administrative Council to any other district in Brussels.

Art. 3 The Association Femmes d’ Europe is a non-political and independent organisation which raises funds for charity. Its objectives are:

1. to promote and extend understanding and co-operation between the peoples of the European Union by giving its members the chance to work together voluntarily to help those in need and
2. to make the public aware of the problems resulting from poverty and to collect, through the efforts of its members and the generosity of its donors, money intended in particular to
 - make a specific contribution to works and persons engaged in helping the world’s poorest people,
 - aid projects for the progress of science, culture or education,
 - grant short term financial help to victims of catastrophes, whether natural or not.

The Association may perform acts which concern, directly or indirectly, its objectives

Art. 4 The Association’s official year runs from the 1st of January until the 31st of December of each year. The duration of the Association is unlimited, but it may at any time be dissolved by the General Assembly.

TITLE II – Members, categories, rights and obligations

Art. 5 The number of members of the Association should be at least one hundred

Art. 6 The Association shall be composed of effective members, adherent members, and corresponding members. who subscribe to the aims of the Association and collaborate in their achievement.

Effective members are women citizens of the member states of the European Union and of the E.F.T.A. countries in Belgium.

Adherent members are all women of other countries who live in Belgium. Their number should not exceed 5% of the total of the effective members on September 30th of the preceding year.

Corresponding members are effective members who, before leaving Belgium, declare that they wish to keep in touch with the Association Members living in Luxembourg are considered corresponding members.

Effective members and corresponding members organise themselves in Groups, formed by one or more nationalities of the European Union and of EFTA. Adherent members organise themselves into only one Group. The formation of a Group is regulated by the Internal Rules. Members of each Group nominate three representatives.

Art. 7 Membership is obtained by a request to join, proposed by the group and accepted by the Administrative Council, and by payment of an annual subscription.

Membership is lost by:

- the death of the member,
- notification of resignation,
- non-payment of the annual subscription,
- a decision of the Administrative Council. Such a decision may only be taken for a serious reason: breach of articles, any act or omission prejudicial to the objective of the Association or any conduct considered to be contrary to the good reputation of the Association. The decision must state its reason and be notified in writing to the person concerned.

Art. 8 The office of Honorary President shall be offered to the wife of the President of the European Commission. In the absence of such a person, the Administrative Council may offer this office to a personality of its choice. The office is not remunerated but confers the right of voting at the General Assembly.

Art. 9 The subscription is fixed annually by the General Assembly on a proposal of the Administrative Council.

Art. 10 Only the effective members have a right to vote.

Art. 11 The work of the members is voluntary. Officers of the Association are not remunerated. They may exercise only one at a time.

Moneys received by the Association are devoted exclusively to the accomplishment of the objectives of the Association and may not, in any circumstance, be used for the personal profit of members, who have no rights in this respect.

TITLE III: Bodies of the Association

Art. 12 The bodies of the Association are the General Assembly, the Administrative Council and the Executive Bureau.

A. General Assembly

Art. 13 The General Assembly is the sovereign body of the Association. It has exclusive competence for:

1. changes to the statutes,
2. the election of the President and the members of the Executive Bureau, as well as the ratification of the nomination by the Groups of their representatives,
3. the dismissal, if necessary, of the President, members of the Executive Bureau and the members of the Administrative Council,
4. the approval of the budget and the annual accounts,
5. fixing the annual subscription
6. the voluntary dissolution of the Association,
7. any other decision which exceeds the powers which are legally or statutorily conferred on the Administrative Council.

Points 2, 4 and 5 shall be automatically on the agenda of the annual General Assembly.

Art. 14 The General Assembly is composed of the whole of the **effective** membership of the Association. Members who are prevented from attending may arrange to be represented by written proxy.

Only effective members may participate in the deliberations, but correspondent and adherent members may be consulted.

Art. 15 Decisions are taken by majority vote of the effective members present and represented, except for the decisions referred to in points 1 and 6 of art. 13. Each effective member has one vote and may be represented only by another effective member. The President has a casting vote.

Art. 16 The General Assembly shall at least meet once a year at a place, date and time specified in the notices. The President of the Association shall preside and shall give a report of the activities of the past year and ensure that the proper procedures, as required by the statutes, are followed. An extraordinary General Assembly may also be convened on the decision of the President of the Association or at the written request of at least one tenth of the effective membership. Notices for the General Assembly must include the agenda and be sent at least eight days in advance, subject to art. 30.

Art. 17 Subject to the election and the dismissal of members of the Administrative Council (art. 13, points 2 & 3), in respect of which the vote must be secret, decisions of the General Assembly will be taken by show of hands. However, on a proposal of the Executive Bureau or at the request of ten members present this vote shall be taken secretly. At the General Assembly, decisions shall be taken by simple majority, with exception of the provisions laid down under TITLE V of these Statutes.

Art. 18 The decisions of the General Assembly shall be recorded in the Minutes of the proceedings, duly signed by the President and by the Secretary-General or by one of the Vice-Presidents. This register shall be kept at the office, where any member may inspect it.

B. Administrative Council

Art. 19 The Administrative Council is the executive body of the Association. Subject to the functions given by law and the Statutes to the General Assembly, the Administrative Council exercises all powers of management and administration. The double signature of the President and another member of the Executive Bureau validly bind it. It is responsible to the General Assembly for the management of its affairs. Judicial actions, whether as a plaintiff or as a defendant are dealt with by the Administrative Council, represented by its President or by an administrator, specially appointed for this affair.

Art. 20 The Administrative Council is composed of the members of the Executive Bureau and two of the three representatives nominated by their Group and ratified at the General Assembly. Each group has two votes in the Administrative Council. The President and the members of the Executive Bureau have one vote each. They must know French and English, i.e. be able to speak and write in one of these languages, and have at least a passive knowledge of the other. Their term of office is two years, which shall be renewable and subject to the Internal Rules. The President of the Association, the Treasurer and the Vice-Treasurer shall be elected as such by the General Assembly; the President of the Association is *ex-officio*, president of the Administrative Council and of the Executive Bureau. The President and the members of the Executive Bureau each have one vote.

Art. 21 Membership of the Administrative Council is lost by:

- loss of membership of the Association,
- resignation from the Administrative Council,
- the decision of removal from office taken by the General Assembly.

Art. 22 The Administrative Council meets at least every three months on notice given by the President or at the request of one third of its members.

The notice shall be written and sent at least two weeks in advance.

The quorum of the Administrative Council shall be at least one half of its members present or represented.

Art.23 The decisions of the Administrative Council are taken by majority vote of its members present or represented in conformance with art. 20. The President has a casting vote.

Art. 24 The Administrative Council delegates day-to-day management to the Executive Bureau, which shall be responsible to it. It may also grant special powers of a specific nature to working committees. These working committees are responsible to the Administrative Council.

Art. 25 For the remainder, the Administrative Council regulates its working methods according to the Internal Rules.

C. Executive Bureau

Art. 26 Within the limits of the powers delegated by the Administrative Council, the Executive Bureau carries out the day-to-day management of the Association, in liaison with the groups and assisted by the working committees. It is responsible for its actions to the Administrative Council.

Art. 27 The Executive Bureau is composed of the President of the Association, the Treasurer, the Vice-Treasurer, the Secretary-General and up to six Vice-Presidents. The President must be a national of a country of the European Union. Other members of the Executive Bureau should be nationals of countries of the European Union or of EFTA (EFTA to be considered as one entity). They should be of different nationalities and Groups, if possible (EFTA to be considered as one entity). Members of the Executive Bureau must be effective members. The term of membership of the Executive Bureau is two years. It is renewable in accordance with the provisions of the Internal Rules.

TITLE IV: - Budget and Accounts

Art. 28 The financial year ends on 31st December. The Treasurer is required by the Administrative Council to submit the audited accounts of the preceding year and the provisional budget of the incoming year to the General Assembly for approval.

TITLE V: Modification of the Statutes, dissolution

Art. 29 The President, the Executive Bureau or the Administrative Council may, at their own initiative or at the request of one tenth of the effective membership, propose to the General Assembly a modification of the Statutes or the dissolution of the Association.

Art. 30 A General Assembly, which has on the agenda a proposal to change the Statutes or to dissolve the Association, must be convoked by written notification to the membership one month in advance.

Art. 31 In case of dissolution, the General Assembly shall decide the method of dissolution and liquidation of the Association. It shall decide which organisation shall receive the remaining funds of the Association; these may only be given to charitable activities pursuing aims similar to those of the Association.

Art. 32 The General Assembly can only pass valid resolutions if two-thirds of the members of the Association eligible to vote are present (or represented) or, failing this, at least two

members present or representing each Group who are eligible to vote. No decision shall be binding unless approved by two-thirds of the votes cast.

If one of the conditions set out above is not fulfilled another General Assembly must be convoked on the same conditions as above, which can pass valid and definitive resolutions on the proposals put to the Meeting without regard to the number of members present or represented.

The General Assembly will determine the method of dissolution and liquidation of the Association.

TITLE VI: General and transitional provisions

Art. 33 These Statutes shall be completed by Rules of Procedure, settled by the Administrative Council and deposited at the office of the Association for consultation.

Art. 34 These Statutes enter into force upon approval by the General Assembly as far as the organisation and internal functioning of the Association is concerned. In accordance with the law they will apply to relations between the Association and third parties only after publication in the *Moniteur Belge*.

Art. 35 All matters not provided for by the present Statutes, in particular those concerning publication in the *Moniteur Belge* shall be regulated according to the dispositions of Belgian law.

Brussels, 31 March 2004 JHvts