

## STATUTES

### Green European Foundation

Registered office: Rue du Fossé 3, L-1536, Luxembourg Trade Register no. F 8270

Following the decision of its General Assembly on 20 January 2010, 19 October 2012, 9 October 2014, 21 October 2016 and 16 June 2017, the non-profit association (asbl) Green European Foundation, Rue du Fossé 3, L-1536 Luxembourg, registered on 29 January 2010, with Trade Register number F8270, modified its statutes as follows:

### Chapter I. NAME – REGISTERED OFFICES – OBJECT - DURATION

#### ARTICLE 1

The association shall be called “GREEN EUROPEAN FOUNDATION” A.S.B.L., a nonprofit making association. The logo of the Green European Foundation is:



Its registered offices shall be established in the municipality of Luxembourg. At present, the registered office of the Green European Foundation is situated at Rue du Fossé 3, 1536 Luxembourg.

The Green European Foundation is the affiliated political foundation of the European Green Party (Parti Vert Européen PPEU). The Green European Foundation and the European Green Party should work closely together to make sure that their programmes are mutually supportive and that functions are assumed by the more appropriate and effective partner, given the mutual interest in Green activities. The coordination between the bodies is guaranteed at executive level by mutual representation of the Secretaries-General at respectively the European Green Party Committee and the Green European Foundation's Board of Directors.

The European Green Party may nominate up to four representatives to the General Assembly of the Green European Foundation. The Green European Foundation may nominate representatives to and participate in the working groups and networks of the European Green Party.

The Green European Foundation must be legally independent of the European Green Party in its structures, budgets, programmes and personnel at all times.

#### ARTICLE 2

The main aim of the association, which is rooted in the traditions of ecology, shall be to promote the work of political education and cultural dialogue in Europe, the Grand Duchy of Luxembourg and abroad with a view to promoting the formation of the democratic will, political and social engagement and understanding of peoples. The association shall devote itself in particular to the emergence of a public European political sphere, to transnational dialogue and to European cooperation.

In achieving its object, the association may thus:

- make an offer, accessible to all, of training and continued training, serving the cause of the formation of the democratic will and taking into consideration a multitude of educational forms (e.g., symposiums, seminars, congresses, publications, websites, conference analyses, excursions, campaigns, etc.).
- encourage students, artists and scientists of all disciplines and nationalities who feel bound to the aims of the association's Statutes of Association and are actively engaged on a social and political level. This promotion may concern both artistic and scientific training and actual work and projects, including the use of new media, corresponding to the aims of the association.
- carry out research and promotion for the latter, in particular through the providing of grants and surveys as well as through demonstrations and publications, notably in the fields of ecology, democratisation, the understanding of peoples, the democracy of the sexes, development collaboration, art and literature, and make the results of this research available to the public.
- encourage European integration and international understanding through seminars and studies abroad as well as by creating faculties abroad.
- encourage collaboration in partnership with developing countries and countries undergoing transformation, in particular through the work of social and political education and the promotion of projects in fields such as ecology, democratisation, the understanding of peoples and the democracy of the sexes (equality between men and women).
- participate in and contribute to transatlantic dialogue from a European perspective.
- cooperate with the foundations in the various countries that are affiliated to it and make global funds available to them for their political education work.

To these ends, the association may carry out any operations relating directly or indirectly to the achievement of its object, including, within the limits of the law, profitable and commercial ancillary activities, the proceeds of which shall at all times be assigned in full to the achievement of said non-profit-making aims.

### ARTICLE 3

The duration of the association shall be unlimited.

## Chapter II. MEMBERS - ADMISSIONS - RESIGNATIONS - EXCLUSIONS

### ARTICLE 4

The association shall be made up of current members and associate members.

### ARTICLE 5

Current members:

The number of current members may not be fewer than three (3).

Parity between men and women must be strictly observed by the General Assembly, which shall bear this in mind when admitting new members.

To become a current member, the candidate must represent one of the following groups:

- national foundations belonging to the network of foundations close to the Greens
- the European Green Party (EGP)
- the Green Group in the European Parliament (Greens/EFA)

Current members are representatives of national green foundations, of the EGP, or of the Green Group in the European Parliament. A majority of the members are representatives of national green foundations. The representatives of the EGP and of the Green Group in the European Parliament have four seats each.

Current members shall be elected by the following procedure:

Any candidate wishing to become a current member must be nominated to this effect by national foundations belonging to the network of foundations close to the Greens or by the European Green Party (EGP) or by the Green Group in the European Parliament (Greens/EFA).

The candidate thus nominated shall send their application to the Board of Directors, which shall submit it to the members of the General Assembly.

The General Assembly shall decide whether to accept the candidate as a current member during its next meeting, this decision being made by simple majority of members attending this General Assembly. At least half the members of the General Assembly shall be present at this meeting.

The General Assembly may decide, by itself and without any other grounds, not to accept a candidate as a current member.

Current members shall have all the rights and obligations defined in the Act on nonprofit-making associations, as well as those defined in the present Statutes of Association.

They shall pay a contribution which shall be fixed annually by the Board of Directors. However, this contribution may not exceed a sum representing 15% of the annual budget of the association.

As current members shall be nominated by national foundations belonging to the network of foundations close to the Greens, by the European Green Party (EGP) or by the Green Group in the European Parliament (Greens/EFA), these shall be excluded from the General Assembly if the body or foundation that nominated them withdraws their nomination.

## ARTICLE 6

Associate members:

Any natural person, legal entity or organisation that supports the aims of the non-profitmaking organisation may submit a written application to the latter with a view to becoming an associate member.

Their number shall be unlimited.

The Board of Directors may decide, by itself and without any other grounds, not to accept a candidate as an associate member.

Associate members shall only have the rights and obligations defined by these Statutes of Association.

Associate members shall not have the right to vote.

They shall pay a fee, which shall be fixed annually by the Board of Directors. However, this fee may not exceed a sum representing 15% of the annual budget of the association.

## ARTICLE 7

Resignation of members:

Both current members and associate members may resign from the non-profit-making association at any time.

The resignation shall be sent to the Board of Directors by registered letter (for current members) or by written notification (for associate members) and shall take effect one month after the date on which the registered letter or written notification is sent to the Board of Directors.

However, a resigning current or associate member shall be obliged to pay the contribution and to participate in the costs that have been approved for the year in which notice of resignation was given. Current or associate members who have not paid their contribution may be assumed to be resigning.

#### **ARTICLE 8**

Exclusion of members:

If a member – current or associate – knowingly acts contrary to the aims of the association or damages the reputation of the association, they may – at the proposal of the Board of Directors or at the request of at least one fifth of all current members – be excluded by a special decision of the General Assembly at which at least half the current members are present, this decision requiring a majority of 2/3 of the members present.

The member whose exclusion is recommended shall have the right to be heard. Consequently, they must be invited by registered letter at least one month before the General Assembly that shall rule on the exclusion to the General Assembly called to rule on the exclusion.

#### **ARTICLE 9**

Under no circumstances may the members of the association assert or exercise any rights or claims to assets belonging to the association.

This exclusion of rights to assets shall apply at all times: during the period when the party concerned is a member, at the time this capacity ceases to exist for whatever reason, at the time of the winding-up of the association, etc.

### **Chapter III. GENERAL ASSEMBLY**

#### **ARTICLE 10**

The General Assembly shall be made up of current members and associate members.

None of the three components of the General Assembly may be forced to act against its will by the others.

Observers may attend the General Assembly and may, with the consent of the Chairperson, address the General Assembly.

#### **ARTICLE 11**

The following exclusive competences may be exercised solely by the General Assembly:

1. Amendment of Statutes of Association
2. Nomination and dismissal of Board members
3. Confirmation of the election of the Chairperson of the Board of Directors by the General Assembly
4. Discharge to be granted to Board members
5. Approval of budgets and annual accounts
6. Winding-up of the association

7. Exclusion of a member of the association
8. Approval of a specific operational report of the Chairperson
9. Approval of the action plan drawn up by the Board of Directors
10. Acceptance of new current members.

#### ARTICLE 12

The Ordinary General Assembly shall be held during the second quarter of the calendar year, at the registered offices or at any other location specified in the invitation.

The invitation must be sent at least 30 days before the date of the General Assembly to all current members by fax or e-mail, to the number or address last notified by the current member to the secretary for this purpose.

The General Assembly shall be convened by the Board of Directors or by at least one fifth of the members of the association.

The invitation shall be accompanied by the items on the agenda, at least 40 days before the General Assembly, by at least two Board members or by at least one twentieth of current members.

An Extraordinary General Assembly may be convened by the Chairperson or at the request of at least three Board members, as well as at the request of at least two fifths of all current members.

The invitation must be sent at least 30 days before the date of the General Assembly to all current members by fax or e-mail, to the number or address last notified by the current member for this purpose.

#### ARTICLE 13

In order to be able to legally consider matters, the Assembly must comprise at least half the current members.

Only the current members have the right to vote.

Each current member shall have an equal voting right, each possessing one vote. Each current member may be represented at General Assemblies by another member in possession of a written proxy; no member may hold more than one proxy.

All decisions of the General Assembly shall be taken by simple majority of members present, apart from those exceptions provided for by law or by the Statutes of Association.

In the event of a tied vote, the proposal shall be rejected.

At the request of one third of the Assembly, voting shall be by secret ballot.

All decisions concerning appointments of persons are taken by secret ballot.

#### ARTICLE 14

In accordance with Article 8 of the Act on non-profit-making organisations, the General Assembly may only legally consider amendments to the Statutes of Association if the object of the latter is specifically mentioned in the invitation, and if the Assembly comprises two thirds of members.

Amendments may only be adopted by a two-thirds majority.

If two thirds of members are not present or represented at the first Assembly, a second Assembly may be convened, which may consider matters irrespective of the number of members present. The second Assembly may not be held within 30 days of the first Assembly. In this case, however, the decision shall be subject to the approval of the civil court.

Nevertheless, if the amendment relates to one of the objects in view of which the association was formed, the above rules shall be modified as follows:

- a) The second Assembly shall only be legally constituted if at least half its current members are present or represented.
- b) The decision may only be made, at either Assembly, if voted for by a majority of – as a departure from the aforesaid Act – four fifths of the votes of current members present.
- c) If, in the second Assembly, two thirds of partners are not present or represented, the decision must be approved by the civil court.

#### ARTICLE 15

Resolutions of the General Assembly shall be recorded in minutes kept in a register of minutes, which may be consulted by all current members who shall exercise their right by reporting to the offices of the foundation and requesting – by appointment – to consult the minutes in question.

Any third party wishing to consult the minutes of the resolutions of the General Assembly may submit a request to this effect to the Board of Directors of the association, which may authorise or refuse such consultation, by itself and with no other grounds.

### Chapter IV. ADMINISTRATION

#### ARTICLE 16

The association shall be administered by a Board of Directors, hereinafter referred to as the Board, which shall consist of at least two and not more than nine members. In any case, the number of Board members shall at all times be fewer than the number of current members of the association.

It shall consist of an equal number of men and women.

Board members shall be appointed by the General Assembly, by simple majority of members present, for a period of THREE years.

Being current member of the GA is not a condition to be appointed as Board member.

They may be dismissed at any time by the General Assembly, which shall decide by a two-thirds majority of votes present.

Each member of the Board of Directors may themselves resign, subject to written notice given to the Chairperson of the Board of Directors.

Having resigned, the Board member shall continue to perform their duties until they can be reasonably replaced.

In principle, Board members shall exercise their mandate without remuneration.

Expenses incurred in the exercise of their mandate as Board member shall be reimbursed.

#### ARTICLE 17

The Board of Directors shall elect from among its members one or two Chairpersons of said Board of Directors, together with a secretary and a treasurer, all for a period of THREE years. Plurality of responsibilities shall not be permitted.

**ARTICLE 18**

The Board of Directors shall supervise the day-to-day activities of the association, as well as the work of its staff. The Board of Directors shall appoint the Secretary General.

The Board of Directors shall make strategic decisions relating to budget, programme and activities on the basis of the directives adopted by the General Assembly.

The Board of Directors can delegate the implementation of its decisions relating to budget, programme and activities to the Chairpersons and Secretary General.

The Board of Directors shall represent the association with the public and European institutions, unless it has delegated such responsibility to its Secretary General.

**ARTICLE 19**

The Board of Directors shall meet at the invitation of its Chairperson(s) as often as required, at least twice a year and within 15 days of the request of two members of the Board of Directors or at the request of the Secretary General.

The Board shall be chaired by one or two Chairperson(s) or, in their absence, by a Board member chosen by simple majority of Board members present.

The Meeting shall be held at the registered offices of the association or at any other location specified in the invitation letter.

The Board of Directors may only consider and rule on matters when at least half its members are present at the Meeting.

Decisions shall be made by simple majority of votes present.

In the event of a tied vote, the Chairperson or the presiding Board member shall have the casting vote.

Minutes of the Meeting shall be drawn up and signed by the Chairperson.

These minutes shall be kept in a register of minutes, which may be consulted by current members, who shall exercise their right of consultation by reporting to the offices of the association.

In exceptional cases, where the urgency of the situation and the interests of the association so require, decisions of the Board of Directors may be made with the unanimous written approval of the Board members.

In any event, the written decision-making process assumes prior deliberation by e-mail, videoconference or teleconference.

**ARTICLE 20**

If a Board member has an interest, directly or indirectly, which is opposed in a patrimonial manner to a decision or operation that falls within the competence of the Board of Directors, they must inform the other Board members of this before the Board of Directors makes a decision.

The Board member who has an opposing interest shall withdraw from the Meeting and refrain from taking part in the deliberation and vote on the matter in question.

The aforementioned procedure shall not apply to the usual operations that take place under the conditions and subject to the securities that typically apply on the market for similar operations.

**ARTICLE 21**

The Board of Directors shall be authorised to draw up all documents of internal administration that are necessary or useful to the aim of the association, with the exception of those that fall within the sole competence of the General Assembly, in accordance with the Act on non-profit-making organisations and these Statutes of Association.

Notwithstanding the obligations arising out of collegial administration, namely consultation and inspection, Board members may divide the administrative tasks among themselves.

Such division of tasks shall not be enforceable against third parties, even if it has been published. Nonetheless, in the event of a failure to comply, the internal responsibility of the Board member(s) concerned shall be engaged.

The Board of Directors may delegate some of its administrative powers to one or more third parties who are not Board members, without such delegation involving the general policy of the association or the competence of general administration of the Board of Directors.

Board members may not make decisions relating to the purchase of property, loans and financial obligations that commit more than one third of the association's budget.

The Board of Directors may not make decisions that commit the budget of the association for several years, nor the legal status of the association, without the authorisation of the General Assembly.

If these restrictions are not respected, the internal responsibility of the Board member(s) shall be engaged in any case, all notwithstanding the question of enforceability against third parties.

**ARTICLE 22**

The Board of Directors shall represent the association collegially. The Board of Directors may, however, appoint representatives of the association.

Only specific proxies limited to a determined legal document or to a series of determined legal documents shall be allowed.

Representatives shall commit the association within the limits of the proxy granted to them, which shall be enforceable against third parties in accordance with the statutory legislation relating to mandates.

Board members and persons appointed to day-to-day administration shall not enter into any personal obligation relating to the undertakings of the association. Their responsibility shall be limited to the execution of their mission in accordance with the common law, the provisions of the law and the provisions of the Statutes of Association, as well as with the mistakes made in their administration.

**ARTICLE 23**

The day-to-day administration of the association on an internal level, together with external representation in relation to this day-to-day administration, may be delegated by the Board of Directors to the Secretary General or to several persons.

If use is made of this option, it shall be worth specifying whether these persons are allowed to act individually or jointly or as a college, both as regards internal administration and as regards the power of external representation within the framework of this day-to-day administration.



In the absence of a legal definition of the concept of “day-to-day administration”, any operations that have to be carried out from day to day to guarantee the smooth running of the association and which, by virtue of their lesser importance or the need to take a quick decision, do not require the intervention of the Board of Directors or do not make such intervention desirable, shall be deemed to be acts of day-to-day administration.

The nomination and cessation of functions of persons charged with day-to-day administration shall be recorded in minutes, listing those persons who represent the association in matters of day-to-day administration, and specifying the scope of their powers.

#### **ARTICLE 24**

The association may be financed, inter alia, by subsidies, allowances, donations, fees, legacies and other provisions of last wills and testaments, obtained both to support the general aims of the association and to support a specific project, with due regard for the provisions under Article 16 of the Act on non-profit-making organisations.

The association may also raise funds in any other legal manner that complies with the Act on non-profit-making organisations.

#### **ARTICLE 25**

The treasurer shall keep regular accounts.

The accounts – in the same way as a budget proposal for the following year – shall be submitted to the General Assembly for approval, after having been inspected by an external audit, which shall apply the rules of the European Parliament for European political foundations, which shall be applicable to this association in this respect.

The financial year shall begin on 1 January and end on 31 December.

#### **ARTICLE 26**

In accordance with the provisions under Article 22 of the Act on associations, if there is provision in the Statutes of Association, the winding-up decision of the General Assembly shall also determine the allocation of assets and, if the General Assembly fails to rule on this point, the administrators shall allocate the assets in a way that approaches as closely as possible the object in view of which the association was created.

The General Assembly may only order the association to be wound up if two thirds of current members are present. If this condition is not met, a second Assembly may be convened, at least 30 days after the first Assembly, which shall legally consider the matter irrespective of the number of members present.

The winding-up of the association shall only be permitted if it is voted for by a two-thirds majority of members present.

Any decision ordering the winding-up of the association taken by an Assembly not comprising two thirds of the members of the association shall be subject to the approval of the civil court.

#### **ARTICLE 27**

For all unforeseen cases not provided for in these Statutes of Association, the partners shall refer and expressly submit to the provisions of the Act of 26 April 1928.