

**By-laws of the European political foundation  
“Wilfried Martens Centre for European Studies”  
Adopted by General Assembly 26 April 2023**

On 13 September 2007, the following individuals, representing the interests of the European People’s Party (EPP), an international non-profit association, with registered office at Rue du Commerce 10, 1000 Brussels, and registered with the Crossroads Bank for Enterprises under number 0881.780.973 and its member-parties:

- Wilfried Martens, lawyer, domiciled in 1050 Ixelles (Brussels), place Marie-José 14/10, Born in Sleidinge on 19.04.1936;
- Antonio López-Istúriz White, lawyer, domiciled in Ronda de la Sacedilla 13.1 BAJO B, 28221 Madrid, Spain, Born in Pamplona on 1.04.1970;

and the following organizations which are national political foundations/think-tanks linked to EPP member-parties:

- Constantinos Karamanlis Institute for Democracy, scientific non-profit company, 10, Vas.Sofias Ave., 10674 Athens, represented by Skilas, Pantelis, Head of the international cooperation department;
- Fundación para el análisis y los estudios sociales, foundation, calle Juan Bravo nro 3-C, 7th floor, Madrid, represented by Magaz van Nes, Juan Alejandro, Lawyer;
- Hanns-Seidel-Stiftung e.v., registered association, Lazarettstrasse 33, D-80636 München represented by Luther, Susanne, Head of the Office for Foreign Relations;
- Jarl Hjalmarson Stiftelsen, foundation, Stora Nyagatan 30, Old Town, Stockholm, Box 2080, SE-103 12 Stockholm, Sweden, represented by Gustavsson, Eva, Managing Director;
- Konrad-Adenauer-Stiftung e.V., registered association, Rathausallee 12, D-53757 Sankt Augustin, Germany represented by Weilemann, Peter , Director;
- Politische Akademie der ÖVP, registered association, Tivoligasse 73, 1120 Vienna, represented by Kroiher, Erik, Head of the International Office of Political Academy and International Secretary of ÖVP;
- Stichting Wetenschappelijk Instituut voor het CDA, foundation, Buitenom 18, 2512 XA Den Haag / The Hague, The Netherlands, represented by Van Asselt Evert-Jan, Deputy Director;
- Szövetség A Polgári Magyarorszáért Alapítvány, foundation, 1062 Budapest, Lendvay utca 28, Hungary, represented by Balog, Zoltán, Chairman of the executive board

have agreed to incorporate a Belgian non-profit organization ("*Association sans but lucratif/Vereniging zonder winstoogmerk*") pursuant to the Belgian law of 27 June 1921 on non-profit associations, foundations and European political parties and foundations. In 2017, this non-profit association was converted into a European political foundation, of which the By-laws are as follows:

## **TITLE I – NAME, REGISTERED OFFICE, OBJECT, DURATION**

### **Article 1. Name and logo**

The name of the non-profit association is: "Wilfried Martens Centre for European Studies" abbreviated as "WMCES", referred to here below as the "Centre".

The logo of the association is defined in Annex 1 to the By-laws.

### **Article 2. Registered office**

2.1. The registered office of the Centre is located in the Brussels Capital Region.

2.2. The registered office can be transferred to any other place in Belgium by a decision of the Executive Board complying with the linguistic legislation in Belgium.

2.3. By decision of the General Assembly the Centre has the right to re-register its office in any other Member State of the European Union.

### **Article 3. Object and not-for-profit purpose**

3.1. The Centre shall constitute the official think-tank of the European People's Party (EPP) and shall, in particular, serve as a common European framework for national foundations/think-tanks recognized by EPP member-parties.

In this respect, the main activities of the Centre, as a European political foundation, shall amongst others be to:

- monitor, analyse and contribute to the debate of the policy priorities of the European Union;
- organize and support seminars, training, conferences and publications on important European themes;
- collaborate with high-profile academics, journalists, experts and opinion-makers, as well as with independent centres and institutes;
- use all possible means to disseminate the results of its activities.

3.2. The Centre will realize these objectives in close cooperation with its members. It can undertake any action directly or indirectly related to the above-mentioned object or to facilitate the development or achievement thereof.

3.3. The Centre is affiliated to the EPP and will operate as its sole European political foundation in accordance with Regulation (EC) No 1141/2014 of the European Parliament and of the Council of 22 October 2014 on the statute and funding of European political parties and European political foundations.

3.4 For matters not covered by the aforementioned European Regulation, the Centre shall be governed by the provisions of book 17, title 2, book 9, titles 1 to 4 and the other applicable provisions of the Belgian Code on Companies and Associations.

#### **Article 4. Duration**

The Centre has an unlimited duration and can only be dissolved by judicial decision or a decision of the General Assembly pursuant to Article 28.

### **TITLE II – MEMBERSHIP**

#### **Article 5. Minimum Number of Members**

5.1. The Centre has at least three ordinary members. The number of ordinary members is limited to hundred (100). Additionally, the Centre can accept supporting members as non-voting members. All members have to be committed to support the objectives and purposes of the Centre.

5.2. An ordinary members' registry is kept updated at the registered office of the Centre and a copy thereof is filed with the Clerk's office of the Enterprise Court. The ordinary members are entitled to consult the member's registry at the registered office of the Centre.

#### **Article 6. Admission of Members**

6.1. Ordinary members of the Centre are **individuals** and **political foundations/think-tanks**. Every ordinary member has the right to vote. The maximum number of ordinary members representing political foundations/think tanks is fifty (50). The maximum number of ordinary members representing individuals is fifty (50).

6.2. **Individuals** are accepted as ordinary members by a simple majority vote in the General Assembly, after recommendation of the EPP Presidency to the Executive Board. The EPP Presidency must submit to the Executive Board a written proposal, at least 14 days prior to a General Assembly meeting. Individuals have a mandate of three years. The EPP Presidency will be requested to review WMCES Individual Memberships every 3 years and present its recommendations for Individual Members, to be accepted by the General Assembly.

6.3. In order for a **political foundation/think-tank** to be an ordinary member of the Centre, it must be recognized by its respective EPP member-party (Ordinary Member Party, Associated Member Party or Observer Member Party) and be engaged in promoting political information and debate and facilitating EU integration, for instance, by:

- observing, analysing and contributing to the debate on public policy issues at national or at European level;
- supporting seminars, training, conferences, publications or studies on such issues;
- serving as framework for national experts, politicians and academics to work together at national or at European level.

A political foundation/think-tank must have staff, demonstrate regular activity and issue regular financial reports.

6.4. In order to consider a new political foundation/think-tank for membership, an application must be submitted to the Executive Board. The application must be accompanied by a letter of recognition from an EPP member-party, signed by the President or Secretary General of the respective EPP member-party confirming that: (1) the applicant is considered as the official political foundation/think-tank of the respective EPP member-party, and (2) the political foundation/think-tank fulfils the criteria of Article 6.3. Only one endorsement of a foundation/think-tank per EPP member-party shall be accepted.

6.5. The General Assembly, after considering the recommendations of the Executive Board on membership applications of political foundations/think-tanks, approves their admission as ordinary members by a simple majority of the votes cast.

6.6. The Executive Board can recommend to the General Assembly the acceptance of **supporting members**. Supporting members can be individuals representing academic institutions or other relevant organizations. Supporting members do not have the right to vote. The supporting members have the right to participate in the meetings of the General Assembly as observers.

6.7. Apart from the rights and obligations that are specified in these By-laws and in the relevant provisions of the Belgian law, members do not have any additional obligations towards the Centre.

## **Article 7. Resignation and Exclusion of Members**

7.1. The membership in the Centre is terminated:

- With a statement of resignation sent to the Centre by registered letter, which shall enter into force 14 days after its reception;
- With the death of an individual member;
- With exclusion;
- With the dissolution of the member-foundation/think-tank of the Centre;
- With the dissolution of the Centre.

7.2. The exclusion of members from the Centre can be proposed to the General Assembly by the Executive Board if there is sufficient evidence that the member in question has violated the by-laws of the Centre or if a member does not participate in 2 consecutive meetings of the General Assembly or, in the case of an individual member, if the EPP Presidency withdraw its support. The Executive Board notifies to the member its proposal to the General Assembly to exclude it. The member will automatically be suspended between the date of such notification and the date of the General Assembly. The exclusion of a member can only be decided by the General Assembly if 2/3 of the members are present or represented, and 2/3 of the members present or represented is in favour of the exclusion.

## **Article 8. Partner Members**

Upon recommendation of the Executive Board, the General Assembly can accept applications of a political foundation/think-tank or similar organisation to become a Partner Member. Political foundations/think-tanks or organisations can only be accepted as a Partner Member provided they are engaged in the activities as mentioned in article 6.3. A Partner Member has the right to submit a co-operation common project proposals to the Executive Board provided this project relates to activities as described in article 6.3. The Executive Board decides at its own discretion whether or not to accept the common project proposals. Partner Members do not have any other rights than the rights mentioned in this article 8. The membership of a Partner Member can be terminated by the General Assembly, upon recommendation of the Executive Board, in particular when the cooperation between the Centre and a Partner Member has concluded.

## **TITLE III – ORGANS**

### ***SUBTITLE I - GENERAL PROVISIONS***

#### **Article 9. Statutory and Non-Statutory Organs**

9.1. The Statutory organs of the Centre are the 'General Assembly', and the 'Executive Board'.

9.2. The Non-Statutory organs are the 'Honorary Board' and the 'Academic Council'.

### ***SUBTITLE II - GENERAL ASSEMBLY***

#### **Article 10. Composition**

10.1. The General Assembly is composed by all the ordinary members of the Centre. Every new ordinary member has the right to vote (one vote per member). The President of the Centre can invite guests as observers at the General Assembly meeting.

The members of the Honorary Board and Academic Council have the right to be present at the meetings of the General Assembly without the right to vote.

10.2. The General Assembly is chaired by the President or in his absence and in agreement with the Executive Board, the most senior member of the Executive Board.

10.3 An ordinary member can grant a proxy to another ordinary member to attend the General Assembly on its behalf under the following conditions:

- (i) individual ordinary members can only grant such proxy to another individual ordinary member;
- (ii) political foundation/think-tank ordinary members can only grant such proxy to another political foundation/think-tank ordinary member;
- (iii) any ordinary member can only represent [one] other ordinary member at the General Assembly.

In order to be valid, the original executed proxy should be sent to the President not later than 14 days before the meeting of the General Assembly.

#### **Article 11. Competences**

The competences of the General Assembly are:

- amendment of the By-laws of the Centre;

- admission (upon recommendation of the Executive Board) and exclusion of members of the Centre;
- appointment and dismissal of the members of the Executive Board and determination of their remuneration if their mandate is remunerated;
- appointment and dismissal of the statutory auditor, if any, and determination of its remuneration if the mandate is remunerated;
- grant of discharge to the members of the Executive Board and to the statutory auditor, if any;
- approval of the budget and the annual accounts;
- approval of the annual program;
- dissolution of the Centre;
- exclusion of a member;
- all other competences allocated by law or the By-laws.

## **Article 12. Meetings**

12.1. The General Assembly meets at least once a year at an ordinary meeting and is convened by the Executive Board or upon request of at least 1/5 of the ordinary members. In any case, an ordinary General Assembly meeting shall be held at latest on 31 May of each year, in order to deliberate on the approval of the annual accounts of the preceding accounting year and on the discharge of the members of the Executive Board and the statutory auditor, if any, as well as on the budget for the next accounting year.

12.2. Ordinary members are convened in writing (by mail and/or e-mail), at least 28 days in advance. The convocation letter shall include date, time and location of the General Assembly meeting, as well as the agenda thereof. Each agenda item proposal, signed by 1/20 of the ordinary members, shall be added to the agenda. Such a proposal has to be sent to the Executive Board at least 14 days prior to the date of the General Assembly meeting.

12.3. The Executive Board may provide for the possibility for ordinary members to participate remotely to the General Assembly through an electronic means of communication made available to them by the Centre, except in cases where the law does not allow it. Ordinary members who participate in the General Assembly by this means shall be deemed to be present at the place where the meeting is held for the purposes of quorum and majority requirements. The electronic means of communication referred to above must enable the Centre to verify the capacity and identity of the ordinary member. The ordinary member who wishes to avail himself of this facility must at least be able to take cognisance of the deliberations directly, simultaneously and continuously during the meeting and must be able to exercise his right to vote on all the points on which the meeting is to decide. The electronic means

of communication must also allow ordinary members to participate in the deliberations and to ask questions.

12.4. The Executive Board may provide for the possibility for ordinary members to also vote by letter or electronically by means of a form drawn up by the Executive Board, which shall contain the following information: (i) the identification of the ordinary member, (ii) the number of votes to which he/she is entitled, and (iii) for each decision to be taken by the meeting in accordance with the agenda, the wording "yes" or "no" or "abstention"; the form shall be sent to the Centre and shall arrive at the registered office no later than one day before the meeting.

### **Article 13. Decisions**

13.1. Each ordinary member is entitled to one vote

13.2. Unless otherwise stated in the By-laws or in the relevant provisions of the Belgian Law, General Assembly decisions are validly taken by a simple majority of the votes cast.

13.3 For amending By-laws 2/3 majority is needed of the votes cast, of 2/3 members of the Centre being present in the vote.

13.4. In the event of a tie vote, the vote of the President shall be decisive.

13.5. The ordinary members may, unanimously and in writing, take all decisions which fall within the powers of the General Assembly, with the exception of amending the By-laws.

### **Article 14. Minutes**

14.1. Minutes of the General Assembly shall be signed by the President and by the ordinary members wishing to do so.

14.2. The minutes shall be recorded in a special register to be kept at the registered office of the Centre.

14.3. Copies or extracts of the minutes to be produced in court or elsewhere shall be signed by two members of the Executive Board.



### ***SUBTITLE III – EXECUTIVE BOARD***

#### **Article 15. Composition**

15.1. The Executive Board of the Centre is composed by a total maximum of eight members - including President and Secretary-Treasurer - and is elected by the General Assembly.

15.2. The members of the Executive Board are elected by the General Assembly as follows:

- following the recommendation of the EPP Presidency, elect maximum four physical persons, as members of the Executive Board.
- additionally, elect maximum four physical persons proposed by one or more political foundation/think-tank member/members, as members of the Executive Board.

The normal duration of the term of the Executive Board members, President and Secretary Treasurer is 3 years. All physical persons elected as members of the Executive Board will become ordinary members of the Centre.

15.3. The Executive Director and the Policy Director have a standing invitation to attend the meetings of the Executive Board without the right to vote.

15.4 If a member of the Executive Board fails to attend 3 consecutive meetings, the Executive Board may recommend to the General Assembly the replacement of this member with the election of a new member, in accordance and in the spirit of the provisions of Article 15.2.

15.5. A vote on the termination of the term of an Executive Board member will take place in the General Assembly if:

- a) the political foundation/think tank member on whose proposal the Executive Board member was appointed is excluded following the stipulation of the article 7.2;
- b) the political foundation/think tank member on whose proposal the Executive Board member was appointed withdraws its support to the member in question;
- c) the EPP Presidency decides to withdraw its support to one of the members of the Executive Board appointed on its proposal.

15.6. If a member of the Executive Board resigns or is dismissed, a new member may be elected by the General Assembly following the article 15. The new Executive Board member will complete the term of the previous Executive Board member.

## **Article 16. Competences**

The Executive Board manages the Centre and has all the competences which are not attributed to the General Assembly, including:

- ensuring the implementation of the decisions taken by the General Assembly;
- ensuring the general management of the Centre;
- drafting the annual program;
- preparing the annual accounts and the budget;
- monitoring the work of the Executive Director, the Policy Director and staff;
- the legal representation of the Centre;
- the appointment of external auditors, e.g. accountants;
- the proposal of admission and exclusion of the members of the General Assembly;
- the supervision and control of the activities and the assets of the Centre.

## **Article 17. Meetings**

17.1. The Executive Board has to convene at least twice a year. The President shall announce meetings of the Executive Board no later than 28 days prior to such meeting.

17.2. In addition, meetings of the Executive Board shall be convened if at least two members make a written request. This request must be addressed to the President.

17.3. Members of the Executive Board shall be convened by invitation (mail or e-mail), at least 14 days in advance. The invitation shall include the date, time and location of the Board meeting, as well as the agenda thereof.

17.4. Every member of the Executive Board has one vote each. The decisions of the Executive Board are taken by simple majority. In the event of a tie vote, the vote of the President is decisive. The Executive Board cannot validly deliberate unless the majority of the members are present. There shall be no voting by proxy.

17.5. The decisions of the Executive Board may be taken by unanimous written resolution of all members of the Executive Board. This procedure for written decision-making can only be applied if all members of the Executive Board sign the resolutions.

## **Article 18. Minutes**

18.1. Minutes of the Executive Board shall be signed by the President and the members of the Executive Board who wish to do so.

18.2. The minutes shall be recorded in a special register to be kept at the registered office of the Centre.

#### ***SUBTITLE IV - PRESIDENT, SECRETARY-TREASURER***

##### **Article 19. President**

The President is elected by the General Assembly following the recommendation of the EPP Presidency. The President chairs the Executive Board.

##### **Article 20. Secretary-Treasurer**

The Secretary-Treasurer is elected by the General Assembly following the recommendation of the EPP Presidency. The Secretary-Treasurer oversees the administrative and financial management of the Centre.

#### ***SUBTITLE V – EXECUTIVE DIRECTOR, POLICY DIRECTOR***

##### **Article 21. Executive Director**

The Executive Director is elected by the General Assembly for a three-year term which can be renewed, following the recommendation of the EPP Presidency. The General Assembly can dismiss the Executive Director at any time. The Executive Director is responsible for the daily management and the implementation of the activities of the Centre and accordingly, reports to the Executive Board. The Executive Board can delegate specific responsibilities and competences to the Executive Director.

The Executive Director and the Policy Director have the right to be present at the meetings of the General Assembly without the right to vote except when the Executive Director or the Policy Director are members of the General Assembly.

##### **Article 22. Policy Director**

The Policy Director is elected by the General Assembly, upon the proposal of the EPP Presidency, for a renewable three-year term. The General Assembly can dismiss the Policy Director at any time. The Policy Director is responsible for planning and developing the Centre's policy agenda and heading the Centre's research work. The Policy Director reports to the Executive Board. The Executive Board will delegate the necessary powers to the Policy Director in order for the Policy Director to be able to perform his tasks. Within the delegation of powers by the Executive Board, the Policy Director performs his/her tasks under the authority of the Executive Director.

## ***SUBTITLE VI – NON-STATUTORY ORGANS***

### **Article 23. Honorary Board**

For the purpose of enhancing the profile of the Centre, the Executive Board can nominate high-profile personalities as members of the Honorary Board.

### **Article 24. Academic Council**

For the purpose of enhancing the academic scope of the Centre and oversee the scientific standards of the research and studies, the Executive Board can nominate esteemed academics and researchers as members of the Academic Council.

## ***SUBTITLE VII – REPRESENTATION***

### **Article 25. Representation**

The Centre is validly represented - including but not limited to in administrative, financial and legal matters - by the President or the Secretary-Treasurer, acting solely or alternatively, two members of the Executive Board acting jointly. With regard to the daily management, the Centre is validly represented - including but not limited to in administrative financial and legal matters - by the Executive Director acting solely.

## **TITLE IV – FINANCES**

### **Article 26. Finances**

The activities and projects of the Centre shall be financed by subventions as specified in the budget of the European Union, fundraising activities and voluntary contributions. Members are not obliged to submit financial contributions.

### **Article 27. Accounting year and annual accounts**

27.1. The accounting year of the Centre begins on the first of January and ends on the thirty-first of December of each year.

27.2. Should the Centre meet at least two of the three criteria set out in Article 3:47, §2 of the Belgian Code on Companies and Associations then the General Assembly must appoint a statutory auditor and determine its/his/her remuneration, if any.

## **TITLE V – DISSOLUTION**

### **Article 28. Dissolution**

28.1. Any proposal for the dissolution of the Centre shall be addressed by registered letter to the ordinary members so that they receive it at least two months prior to the meeting of the General Assembly when the proposal for a decision is submitted for a vote.

28.2. The Centre can be dissolved by a decision taken by a four fifths majority of the votes cast in the General Assembly where two thirds of the ordinary members are present or represented. Should this last quorum not be met at the first meeting, then a second meeting will be convened at the latest 30 days after the first meeting which will be allowed to deliberate regardless of the number of ordinary members present or represented.

28.3 The General Assembly or the liquidators will decide on the allocation of the net assets of the Centre.

## **TITLE VI – INTERNAL REGULATIONS**

### **Article 29. Internal Regulations**

Internal regulations of the Centre shall be adopted and, if applicable amended, by the General Assembly upon proposal of the Executive Board. Internal Regulations regulate issues of internal order not mentioned in these By-laws. Also, the way of functioning of the non-statutory organs will be further detailed.

## **TITLE VII – FINAL PROVISION**

### **Article 30- Final Provision**

Matters not expressly referred to in these By-laws are subject to the provisions of the Belgian Code on Companies and Association.

ANNEX 1: LOGO



## **INTERNAL REGULATIONS OF THE EUROPEAN POLITICAL FOUNDATION “Wilfried Martens Centre for European Studies”**

### **Part 1 General regulations**

#### **1. Objective of the Internal Regulations**

- 1.1 The objective of the Internal Regulation is to establish specific guidelines for the daily operations of the Centre.
- 1.2 In case of conflicts of interpretation between an article in the Statutes and one in the internal regulations, the interpretation given to the article in the Statutes prevails.

#### **2. Language of the Centre**

- 2.1 The working language of the Centre is English.

#### **3. The Tasks, Powers and Functions of the Non-Statutory Boards**

##### The Honorary Board

- 3.1 The Honorary Board and its Chairman are nominated by the Executive Board.
- 3.2 The Honorary Board has the power to have meetings to enhance the profile and exposure of the Centre.
- 3.3 Meetings have to be approved by the Executive Board.

##### The Academic Council

- 3.4 The members of the Academic Council and its Chairman are nominated by the Executive Board for a period of 3 years.
- 3.5 The Academic Council is composed of esteemed academics and researchers.
- 3.6 The Academic Council secures and maintains the high academic standards of the Centre by reviewing the progress of the Research, publications and Studies of the Centre and giving recommendations to the Executive Board.
- 3.7 The Academic Council has a duty of promoting the Centre and its activities to the academic world.
- 3.8 The Academic Council has a maximum of 30 members.

- 3.9 The Academic Council can nominate temporary ad-hoc working groups of experts to assist in a particular research project.
- 3.10 The Executive Board can nominate Research Associates for term of two years with the possibility of being re-nominated. The Research Associates support the in-house research capacity of the Martens Centre. The Research Associates have no staff status.

#### **4. Political Auditors**

- 4.1 Political Auditors are responsible for conducting an independent appraisal of the Centre's financial activities within the limits of the council regulation (EC, Euratom) No 1605/2002 on the Financial Regulation applicable to the general budget of the European Communities.
- 4.2 The political auditors are responsible for giving assurance to the General Assembly and the Executive Board on financial aspects of the Centre.
- 4.3 The political auditors have the right to access all financial documents of the Centre which it considers necessary to fulfill its responsibility.
- 4.4 The political auditors are nominated by the General Assembly for a mandate of 2 years.
- 4.5 Political auditors are not a statutory position unlike the external auditors and hold no executive position in the Centre.
- 4.6 There is a maximum of 4 political auditors.

#### **5. Fundraising Committee**

- 5.1 The Fundraising Committee will be responsible for searching for sponsors, and donors and for their screening. The Fundraising Committee will be responsible for planning all fundraising activities in support of sponsored events and/or sponsored publications of the Wilfried Martens Centre for European Studies. The Committee will be chaired by the Chairperson appointed by the Executive Board.
- 5.2 The members of the Fundraising Committee will be proposed by the Chair of the Fundraising Committee and accepted by the Executive Board.
- 5.3 The Fundraising Committee and its Chair will be responsible to the Executive Board and all the decisions regarding the functioning of the Fundraising Committee and the sponsoring activities will be due for the approval of the Executive Board.

#### **6. Specific Guidelines**

##### Guidelines for Co-Operation

- 6.1 Centre in this section refers to Statutory and non statutory boards, auditors and the Secretariat of the Centre



- 6.2 Co-operations in the sense of the internal regulations do not imply any obligations unless specifically agreed upon.
- 6.3 To fulfill its objectives and to broaden its exposure, the Centre has the right to enter on an individual basis to specific forms of co-operation with Universities, organizations, think tanks, institutes, foundations, NGOs and other relevant organizations. Third-party organizations with which the Centre co-operates can be called Partners in daily communication, following the decision of the Executive Board. The Partners do not have any statutory rights.
- 6.4 Co-operations must be completed in order to enhance the work of the Centre.

#### Guidelines for the election of the Executive Board

- 6.5 All candidatures for a position on the Executive Board must be submitted to the Secretariat at least a week prior to the election. Only ordinary members can submit candidatures.
- 6.6 The Secretariat then informs the Executive Board of the candidatures.
- 6.7 If vote is called in the election of the Executive Board, the vote will take place with two lists simultaneously; (1) a list composing the proposals of the recommendation of the EPP Presidency, to elect maximum four physical persons, as members of the Executive Board and (2) a list composing the additional candidates to elect maximum four physical persons proposed by one or more political foundation/think-tank member/members, as members of the Executive Board.

#### Guidelines for membership

- 6.8 For the ordinary member application of a Political Foundation/Think Tank to be valid it must be submitted at least 28 days prior to the next General Assembly meeting.
- 6.9 Political foundation/Think-tank ordinary membership applicant will be invited to a General Assembly meeting to present the membership application with the agreement with the President of the Centre.
- 6.10 A political foundation/think-tank applying for ordinary membership that has no legal personality separate from an EPP Member party may, upon the recommendation of the Executive Board and the decision of the General Assembly, be invited to the meetings of the General Assembly and to the Centre regular activities as a Permanent Guest, provided that it:
  - (i) has its own staff dedicated to the activities of the political foundation/think-tank;
  - (ii) performs regular activities and
  - (iii) is recognised by an EPP Member-party as the official political foundation/think-tank of that EPP Member-party.

The said endorsement of the EPP Member-party shall be evidenced by a letter of recognition signed by the President or Secretary General of the respective EPP Member-party confirming that the applicant is considered as the official political foundation/think-tank of the respective EPP Member-party. An EPP Member party can endorse only one

application of a political foundation/think-tank for ordinary membership or Permanent Guest. The President of the Centre has a mandate to revoke the invitation to the Permanent Guest. Permanent Guests do not have any statutory rights.

#### Guidelines for Membership Suspension

- 6.11 An exclusion of a Member under article 7 of the Bylaws of Centre can only be exercised by the General Assembly once the concerned member has had a hearing on the matter of exclusion in front of the General Assembly.
- 6.12 If a member is absent at his exclusion hearing the General Assembly has the right to suspend the member at its discretion.
- 6.13 A suspended member loses his voting powers, his speaking power and the right to propose candidates for positions within the Centre until the suspension is lifted by the General Assembly.

#### Guidelines for exclusion

- 6.14 An exclusion under article 7 of the By-Laws may only be decided after a hearing of the member concerned by the General Assembly.
- 6.15 If the member does not show up for his hearing the General Assembly has the power to exclude him at its discretion.

### **Part 2 Internal Financial Regulations**

**The *'Regulations governing Political parties at European level: statute and funding (amend. Reg. (EC) 2004/2003'* prevail over the internal regulations of the Centre in case of conflict of interpretation.**

#### **1. Signatories**

- 1.1 Authorised signatories for the approval of orders and issues of cheques on behalf of Centre are:
  - The President
  - The Secretary Treasurer
  - The Executive Director
- 1.2 All payments need to be approved and signed by two signatories.
- 1.3 Authorised signatories cannot approve costs incurred by their person.

#### **2. Banking**

- 2.1 The Executive Director and/or the Secretary Treasurer are responsible for, on behalf of the Executive Board, liaison with the Centre's bankers in relation to all bank accounts and the issue of cheques.
- 2.2 Cheques/Paying in slips shall be ordered only by the Executive Director who shall make arrangements for their safe keeping.

- 2.3 All bank accounts shall be in the name of Wilfried Martens Centre for European Studies.
- 2.4 The Executive Director is responsible for ensuring that all bank accounts are regularly reconciled.

### **3. Accounts and Audit arrangements**

- 3.1 The Executive Director will keep the following documents on behalf of the Centre for a period of six years:
  - Orders
  - Invoices
  - Bank statements
  - Receipts
  - Audited accounts
- 3.2 The Treasurer will arrange for an annual audit of the Centre's accounts to be presented to the General Assembly meeting once a year.
- 3.3 The audit will be exercised by the external statutory auditor and the Internal Auditors.
- 3.4 All invoicing will be arranged through the Executive Director.

### **4. Budget**

- 4.1 The Executive Board will prepare an annual budget to be presented to the Annual General Meeting for approval.
- 4.2 Projects with a value of 50.000 Euros or more must be approved by the Executive Board prior to being executed.
- 4.3 The Executive Board when faced with a 4.2 request can take a decision outside of a scheduled meeting via mail, fax or email.
- 4.4 A decision taken by the Executive Board outside of a scheduled meeting requires a simple majority of Members in order to be valid.
- 4.5 All expenses of over 10.000 Euros outside of research proposals and expenses falling under the "restricted calls"<sup>1</sup> must go through a tender a process and be presented with three competitive offers.

### **5. Authority to place orders**

- 5.1 All substantial purchases for goods and/or services must have prior approval of the Executive Board.

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<sup>1</sup> (i.e. only possible service provider, one specific location or venue suitable for person or the service provider has been used before and it can be demonstrated that service is still the most advantageous).

## **6. Event income**

- 6.1 The Event organiser will submit the balance from the conference to the Executive Director as soon as possible after the end of the conference.

## **7. Expenses**

- 7.1 Members of the Secretariat may make claims for reimbursement of reasonable travel and subsistence when on an official Centre mission. All the requests need to be approved by the Executive Director.
- 7.2 All claims for payment of travel, subsistence and incidental expenses should be presented to the Executive Director within one month of being incurred using a Centre claim form and be accompanied by appropriate invoices.
- 7.3 Any claims for overnight accommodation must first be approved by the Executive Director.
- 7.4 Claims for work lunches or dinners by staff members must be introduced with the bill of the set lunch or dinner accompanied with the names of the people attending it and the purpose of the meal. The reimbursement if it meets the criteria must be approved by one of the authorized signatories for the claim to be executed.
- 7.5 The nature of costs spent while representing the Centre must remain reasonable and proportional to the occasion. Luxurious consumable items are not authorized.
- 7.6 No internal representation is allowed between staff members of the Centre.
- 7.7 Honorariums and financial fees paid to the Members of the Centre organs and advisory bodies should be considered exceptions and require decisions of the Executive Board.

## **8. Loans**

- 8.1 No Staff member of Centre may enter into loans or other credit on its behalf.

## **9. Inventory**

- 9.1 An inventory of all equipment owned by the Centre will be kept by the Executive Director and reported to the General Assembly.
- 9.2 The disposal of any assets must be agreed in advance by the Executive Board