

STATUTES

Green European Foundation

Registered office: 96, rue du Kiem L-8030 Strassen, 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, 16 June 2017 and 14 October 2022, the non-profit association (asbl) Green European Foundation, 96, rue du Kiem L-8030 Strassen, Luxembourg, registered on 29 January 2010, with Trade Register number F8270, modified its statutes as follows:

CHAPTER I. NAME – REGISTERED OFFICES – OBJECT - DURATION

The Green European Foundation does not distinguish between its members, partners and actors on the basis of their gender, gender identity or gender expression. References to one pronoun or another in the present Articles of Association do not imply any form of preference or discrimination but are merely used for the purpose of a constructive reading of the text.

ARTICLE 1 – NAME & REGISTERED OFFICE

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



At present, the registered office of the Green European Foundation is situated at 96, rue du Kiem L-8030 Strassen, Luxembourg.

The Green European Foundation is the affiliated political foundation of the European Green Party (Parti Vert Européen EUPP). The Green European Foundation engages in regular exchanges with the European Green Party and builds its strategy, objective, and work programme in complementarity with the objectives and work programme of the European Green Party.

The registered office of the Association may be relocated within Luxembourg or to another member state of the European Union, pursuant to a decision duly passed by the Board of Directors and in compliance with relevant national and European Union laws.

The competent courts are the courts of Luxembourg, or alternatively, the courts of the member state where the registered office is situated, if different from Luxembourg.

The Association is a European level political foundation funded by the European Parliament, cooperating in full autonomy with other European Green actors such as the European Green Party and the Green Group in the European Parliament.

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

The Green European Foundation as a nonprofit organization is registered by the Authority for European political parties and European foundations as a European political foundation. By this registration of the Authority the Association obtained recognition at EU level by virtue of an European legal status, which entails a series of rights and obligations.

54 This European legal status of the Association is governed by Regulation no 1141/2021 of 22
55 October 2014 on the statute and funding of European political parties and European political
56 foundations. These Articles of Association are continuously adapted to reflect the evolving legal
57 framework of the EU pertaining to European political foundations.

58 The Association holds the values on which the European Union is founded as expressed in article
59 2 of the Treaty on the European Union, in high regard and will respect these values at all time.
60

61 **ARTICLE 2 - Purpose & Object**

62 The main purpose of the Association, which is rooted in the traditions of ecology, shall be to
63 promote the work of political education and cultural dialogue in Europe and abroad with a view
64 to promoting the formation of the democratic will, political and social engagement and
65 understanding of peoples.
66

67 The Association shall devote itself in particular to the emergence of a public European political
68 sphere, to transnational dialogue and to European cooperation.
69

70 In achieving its object, the Association may thus:

71 • make an offer, accessible to all, of training and continued training, serving the cause of the
72 formation of the democratic will and taking into consideration a multitude of educational forms
73 (e.g., symposiums, seminars, congresses, publications, websites, conference analyses, excursions,
74 etc.).

75 • encourage students, artists and scientists of all disciplines and nationalities who feel
76 bound to the aims of the Association's Articles of Association and are actively engaged on a social
77 and political level. This promotion may concern both artistic and scientific training and actual
78 work and projects, including the use of new media, corresponding to the aims of the Association.

79 • carry out research and promote debates notably in the fields of ecology, democratisation,
80 the understanding of peoples, the democracy of the sexes, development collaboration, art and
81 literature, and make the results of this research available to the public.

82 • encourage European integration and international understanding through seminars and
83 studies abroad.

84 • encourage collaboration with EU and non-EU actors, in particular through the work of
85 social and political education and the promotion of projects in fields such as ecology,
86 democratisation, the understanding of peoples and the gender equity.
87
88

89 To these ends, the Association may carry out any operations and all legal acts relating directly or
90 indirectly to the achievement of its object, including, within the limits of the law, profitable and
91 commercial ancillary activities, the proceeds of which shall at all times be assigned in full to the
92 achievement of said non-profit-making aims. The Association may thus not, directly or indirectly,
93 distribute or provide any capital gain to members, founders, board members or any other person,
94 except for the not-for-profit purpose specified in the Articles of Association.
95

96 **ARTICLE 3 - Duration**

97 The duration of the Association shall be unlimited but may at any time be dissolved by a
98 resolution of the General Assembly to that effect.
99

100

101 **CHAPTER II. MEMBERS - ADMISSIONS - RESIGNATIONS - EXCLUSIONS**

102

103 **ARTICLE 4 - Members**

104 The Association shall be made up of full members and observer members.

105 Full members can be either private individuals, organisations or legal entities, of the EU and non-
106 EU countries. Observer members can only be organisations or legal entities. Organisations and
107 legal entities shall appoint a permanent representative to act as a point of

108 contact for the Association. The permanent representative must be sufficiently proficient in
109 English to be able to work with the Association. The full and observer members further commit
110 themselves to each appoint one contact person who is responsible for contacts with the
111 Association and among themselves.

112
113 In the event that an organisation has been admitted as a member of the Association but does not
114 fall into any of the above categories, the General Assembly may decide to provide for a derogation
115 from the above classification, taking into account the legal requirements for a modification of the
116 Articles of Association.

117
118 Full and observer members undertake to raise awareness of the Association and promote it on a
119 national level through their own networks.

120
121 The Association shall strive to reach gender parity, diversity and balance within the General
122 Assembly. New full and observer members shall be informed of the current distribution upon
123 submission and shall take that into account whilst appointing their permanent representative
124 and whilst addressing the General Assembly.

125
126 The Board of Directors shall maintain a membership register in electronic form at the
127 Association's registered office, including the name and address of natural persons, and the
128 corporate name, legal form and address as well the registration number and the name of the
129 register.

130 It shall write down all decisions on the admission, exit or exclusion of members, or events
131 necessitating such actions in that register within thirty days of notification. All members can
132 request a copy or access to the membership register, as well as the minutes and decisions of the
133 General Assembly and the Board of Directors, the financial documents of the Association, and the
134 consolidated text of the Articles of Association. For these purposes, the members address a
135 written request to the Board.

136 The General Assembly shall ensure that no competition arises between the individual full or
137 observer members within member organisations of a same country. The Board of Directors may
138 decide on concrete measures to that effect, to be included in the internal regulations of the
139 Association.

140 141 **ARTICLE 5 – Full members**

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

143
144 Full membership is open to:

145 • **Private individuals, insofar as that they are nominated by a Stakeholder.** Stakeholders
146 are the European Green Party and the Green Group in the European Parliament. The number
147 of full members to be nominated per Stakeholder is limited to four, insofar as the members
148 nominated by the Stakeholders will always be one less than the number of national green
149 foundation members.

150
151 • **Organisations and legal entities that are national green foundations,** approved by the
152 General Assembly in accordance with the following criteria:

- 153 - Are organisations that promote the values, vision and mission of a greener,
154 democratic and socially-just Europe, political education and debate and organise
155 national or international activities to this end.
- 156 - There is no limit to the number of national green foundations that can become full
157 members, yet their number must always be one more than the number of full
158 members nominated by the Stakeholders.
- 159 - In case the number of full members nominated by the Stakeholders exceeds the
160 number of national green foundation members, a full member nominated by the

161 Stakeholders will be temporarily suspended until the number of national green
162 foundation members is again in the majority.

163

164 Full members shall be elected by the following procedure:

165 • Any candidate shall send their written application to the Board of Directors. The Board shall
166 review these applications in accordance with the conditions for membership. Upon approval
167 by a simple majority vote, the Board will recommend the application to the General
168 Assembly, accompanied by all pertinent comments and recommendations.

169

170 • The General Assembly shall decide whether to accept the candidate as a full member during
171 its next meeting, this decision being made by simple majority of members attending this
172 General Assembly. At least half the members of the General Assembly shall be present at this
173 meeting. If the quorum is not met, the General Assembly shall decide at the following
174 meeting, regardless of the number of members present or represented.

175

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

178

179 Once the decision regarding the candidate member is known, the Board shall inform the
180 candidate member of this decision by e-mail. This decision is not open to appeal.

181

182 If the General Assembly refuses to admit a candidate member, this candidate may not reapply to
183 become a full member for at least one year from the date of refusal.

184

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

187

188 Full members can finance specific projects or the general workings of the Association with non-
189 refundable contributions.

190

191 Furthermore, the General Assembly can vote on the introduction of a membership fee with simple
192 majority, the maximum amount of which will not exceed the amount of 10.000 EUR.

193 Full members representing Stakeholders are exempt from paying a membership fee.

194

195 **ARTICLE 6 – Observer members**

196 Any legal entity or organisation that supports the aims of the Association may submit a written
197 application to the General Assembly with a view to becoming an observer member.

198 Their number shall be unlimited.

199

200 The Board of Directors can, by itself and without any other grounds, decide not to accept a
201 candidate as an observer member.

202

203 Observer members shall only have the rights and obligations defined by these Articles of
204 Association.

205

206 Observer members shall not have the right to vote.

207

208 They shall pay a membership fee equivalent to 50% of their full members' counterparts, with the
209 stipulation that this amount shall not exceed 5.000 EUR.

210 Observer members may be promoted to the full membership category by decision of the General
211 Assembly, from the date of receipt of insofar their application is in conformity with article 5 of
212 these Articles of Association and that they have been granted full membership.

213

214 ARTICLE 7 - Resignation of members

215 Resignation of members:

216 Both full members and observer members may resign from the Association at any time.

217 The resignation shall be sent to the Board of Directors by written notification and shall take effect
218 one month after the date on which the registered letter or written notification is sent.

219

220 Resigning members and their legal successors shall have no share in the assets of the Association
221 and therefore do not under any circumstances have any claim for a refund or compensation for
222 any contribution made.

223

224 If the resignation of a member causes the number of members to fall below the statutory
225 minimum or the minimum under the Articles of Association, the resignation shall be suspended
226 until a replacement has been found after a reasonable period of time.

227

228

229 ARTICLE 8 - Suspension and Exclusion of members

230 Exclusion of members:

231 A member may at any time be excluded through a special resolution of the General Assembly,
232 convened by the Board or at the request of at least one-fifth of the members, when it knowingly
233 acts contrary to the aims of the Association or damages the reputation of the Association.

234

235 In addition, a member may be deprived of its membership status insofar that it no longer meets
236 the membership criteria.

237

238 The General Assembly may only resolve to exclude a member in accordance with the attendance
239 and majority requirements laid down for an amendment to the Articles of Association, i.e. a two-
240 thirds majority of the votes cast, with abstentions not counting in the denominator or the
241 numerator, and on condition that at least two-thirds of the members of
242 the Association are present or represented.

243

244 The exclusion of a member must be included in the notice convening the meeting. The member
245 must also be heard at the General Assembly and may defend himself (with the assistance of a
246 lawyer) before the General Assembly if he so wishes. There is no provision within the Association
247 to appeal against the General Assembly decision to exclude a member.

248

249 ARTICLE 9 - EXCLUSION OF RIGHTS TO THE PROPERTY OF THE ASSOCIATION

250 Under no circumstances may the members of the Association, nor their heirs or beneficiaries, assert
251 or exercise any rights or claims to assets belonging to the Association.

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

255

256

CHAPTER III. GENERAL ASSEMBLY

257

258 ARTICLE 10 - COMPOSITION

259 The General Assembly shall be composed of full members and observer members.

260

261 If the member is a legal entity, a permanent representative shall present at the meeting the proof
262 of mandate demonstrating that he can act and vote on behalf of the member organisation.

263

264 Each full member or his permanent representative shall have one vote. Observer members don't
265 have a right to vote.

266

267 In case the permanent representative of a full member cannot attend the meeting, he may be
268 represented by other full members by written power of attorney or the member organisation can
269 appoint a temporary representative to represent the member organisation at the General
270 Assembly, taking into account the aim of striving towards gender parity. Each member may hold
271 a maximum of 1 power of attorney from another member.

272
273 The temporary representative shall present at the meeting the proof of mandate demonstrating
274 that he can act and vote on behalf of the member organisation.

275
276 Observer members and invited guests may attend the General Assembly and may, with the
277 consent of the Co-presidents, address the General Assembly.

278

279 **ARTICLE 11 - POWERS**

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

- 281 1. Amendment of Articles of Association.
- 282 2. Nomination and dismissal of Board members, as well as the determination of their
283 number.
- 284 3. Confirmation of the election of the Co-presidents, and the Treasurer of the Board of
285 Directors by the General Assembly.
- 286 4. Discharge to be granted to Board members and the registered auditor
- 287 5. Approval of budgets and annual accounts.
- 288 6. Approval of a specific operational report of the Co-presidents.
- 289 7. Approval of the action plan drawn up by the Board of Directors.
- 290 8. Acceptance and exclusion of members.
- 291 9. Establishing the annual membership fee.
- 292 10. The voluntary dissolution of the Association and the appointment of the liquidator.
- 293 11. The conversion of the Association into a cooperative society with a social purpose.
- 294 12. Approval of the internal rules as elaborated by the Board of Directors.
- 295 13. The General Assembly is also legally authorised in all cases where this is required by
296 the Articles of Association.
- 297 14. Appointment and dismissal of the registered auditor.

298

299 **ARTICLE 12 - MEETINGS**

300

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

303

304 The invitation must be sent at least 15 days before the date of the General Assembly to all
305 members by regular mail or e-mail, to the address last notified by the member for this purpose.

306

307 It shall be convened by the Board of Directors or by at least one fifth of the members of the
308 Association.

309

310 The invitation shall be accompanied by the items on the agenda, at least 15 days before the
311 General Assembly. The items will be placed on the agenda upon request by at least 2 Board
312 members, or when a proposal is signed by at least one twentieth of the members.

313

314 An Extraordinary General Assembly may be convened by the Co-presidents or at the request of
315 at least three Board members, as well as at the request of at least two fifths of all full members.

316

317 The General Assembly is chaired by the Bureau composed by the Co-Presidents who shall record
318 the voting procedures.

319

320 The meeting may be held virtually. This means that the General Assembly meetings may be held
321 by telephone or by suitable electronic means of communication agreed by the Board, provided
322 the identity of the participants can be established, in which all participants may communicate
323 with all other participants. This way, the members can effectively participate remotely in the
324 General Assembly meeting. Members can also vote remotely, either by letter, or via the website,
325 using a form made available by the Association, or via an online voting platform. In the latter case,
326 the voting results must be saved.

327
328 The members of the General Assembly Bureau may not participate in the General Assembly by
329 electronic means.

330
331 The members of the General Assembly can unanimously and in writing take all decisions that fall
332 within the competence of the General Assembly, with the exception of those that must be taken
333 by authentic deed. In that case, the convening formalities do not need to be complied with.

334

335 **ARTICLE 13 - ATTENDANCE QUORUM**

336 In order to be able to legally consider matters, at least half of the members are present or
337 represented at the General Assembly, except in cases where the law or the Articles of Association
338 stipulate otherwise. In the event that less than the minimum number of members required is
339 present or represented at the first meeting, a second meeting may be convened, as provided for
340 by these Articles of Association, at which valid deliberations and decisions may be taken
341 irrespective

342 of the number of members present or represented. This second meeting may not be held within
343 15 calendar days of the first meeting.

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

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

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

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

349

350 **ARTICLE 14 - MAJORITY**

351 In accordance with article 15 of the Act on non-profit-making organisations, the General
352 Assembly may only legally consider amendments to the Articles of Association if the object of the
353 latter is specifically mentioned in the invitation, and if the Assembly comprises two thirds of
354 members.

355 Amendments may only be adopted by a two-thirds majority of the votes of the members present
356 or represented

357

358 If two thirds of members are not present or represented at the first Assembly, a second Assembly
359 may be convened, which may consider matters irrespective of the number of members present.
360 The convocation for the second Assembly reiterates the agenda and states the date and outcome
361 of the first Assembly. The second Assembly may not be held within 30 days of the first Assembly.

362

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

365 a) The second Assembly shall only be legally constituted if at least half its full members are
366 present or represented.

367 b) The decision may only be made, at either Assembly, if voted for by a majority of – as a
368 departure from the aforesaid Act – four fifths of the votes of full members present.

369 c) If, in the second Assembly, two thirds of partners are not present or represented, the
370 decision must be approved by the civil court.

371

372 **ARTICLE 15 - MINUTES**

373 Resolutions of the General Assembly shall be recorded in minutes, signed by the Co-Presidents,
374 kept in a register of minutes, electronically or otherwise, which may be consulted by all full
375 members who shall exercise their right by reporting to the offices of the Association and
376 requesting – by appointment – to consult the minutes in question.

377
378 Any third party wishing to consult the minutes of the resolutions of the General Assembly may
379 submit a request to this effect to the Board of Directors of the Association, which may authorise
380 or refuse such consultation, by itself and with no other grounds.

381

382 **CHAPTER IV. BOARD OF DIRECTORS**

383

384 **ARTICLE 16 – COMPOSITION & APPOINTMENT**

385 The Association shall be administered by a Board of Directors, hereinafter referred to as the
386 Board, which shall consist of at least seven and not more than nine members. In any case, the
387 number of Board members shall at all times be fewer than the number of full members of the
388 Association.

389

390 Board members shall be appointed by the General Assembly, by simple majority of members
391 present, for a period of THREE (03) years. A Board member cannot be part of the Board of
392 Directors for more than four (04) consecutive mandates.

393

394 The General Assembly shall strive to reach gender parity, diversity and balance within the Board
395 of Directors. New board members shall be chosen taking into account the current distribution.

396

397 Board members are private individuals and are not nominated by any legal entity. The election
398 for new Board members is included in the Internal Procedures of the Board.

399

400 The position of members of the General Assembly, either as a natural person or as a permanent
401 representative, is incompatible with holding a position as a member of the Board. However, this
402 does not exclude the possibility to hold concurrently a position within a member organization of
403 the General Assembly.

404 In this the Board member shall execute the mandate in his own name and on his own behalf.

405

406 Individuals who are engaged in (e.g. as an advisor), or hold official functions (e.g., as a European
407 Member of Parliament) within one of the Association stakeholder entities, such as the European
408 Green Party or the Greens/European Free Alliance Group, are ineligible to hold positions of power
409 on the Board. This encompasses the role of Co-President and Treasurer.

410

411 Members of the Board shall be liable to third parties for non-contractual errors. The members of
412 the Board are in principle jointly and severally liable, unless a member of the Board demonstrates
413 that he has reported the alleged error to the Board. In that case the board member concerned is
414 discharged of liability. This report and the discussion to which it gives rise, shall be entered in the
415 minutes.

416 In the event that the liability of the Board or its members is withheld, it shall be limited to the
417 liability that is compulsory imposed by law

418

419 A Board member may be represented by, and this be able to give a proxy to, another Board
420 member at a meeting of the Board. A Board member can represent only one other Board member
421 at the time. The mandate is valid for only one meeting and will be granted by post or
422 electronically.

423

424 The Board may from time to time invite experts or other persons to attend certain meetings to
425 give advice, but they shall not have the right to vote.

426

427 A Board member's term of office shall also end by operation of law, upon his death or if he
428 becomes seriously ill and is no longer able to properly perform his duties as a Board member.
429 They may be dismissed at any time by the General Assembly, which shall decide by a two-thirds
430 majority of votes present.

431
432 Each member of the Board of Directors may themselves resign, subject to written notice given to
433 the Co-presidents of the Board of Directors.

434
435 Having resigned, the Board member shall continue to perform their duties until they can be
436 reasonably replaced.

437
438 In principle, Board members shall exercise their mandate without remuneration. However, the
439 Board of Directors can decide to attribute per diems to Board members present during
440 the meetings, the order, value and conditions of which shall be laid down in the internal
441 regulations, as approved by the General Assembly.

442

443 **ARTICLE 17 - DESIGNATION OF ROLES WITHIN THE BOARD OF DIRECTORS**

444 The Board of Directors shall elect, with a simple majority of votes, from among its members two
445 Co-presidents, together with a treasurer, all for a period of THREE (03) years, renewable twice.
446 Plurality of responsibilities shall not be permitted.

447

448 **ARTICLE 18 - POWERS AND REPRESENTATION**

449 The Board of Directors shall be empowered to perform all acts that are necessary for or conducive
450 to the realisation of the Association's purpose, with the exception of those acts for which,
451 according to law and the Articles of Association, the General Assembly has exclusive competence.
452 The Board shall manage the affairs of the Association and represent it in all acts in and out of
453 court. The Board acts as plaintiff and defendant in all legal proceedings and decides whether or
454 not to appeal.

455

456 The Board shall also supervise the day-to-day activities of the Association, as well as the work of
457 its staff.

458

459 The Board of Directors can appoint a Director in accordance with article 23 of these Articles of
460 Association.

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

463 The Board of Directors can delegate the implementation of its decisions relating to budget, work
464 programme, external representation, implementation of activities and annual audits to the Co-
465 presidents and Director.

466

467 The Board of Directors shall represent the Association with the public and European institutions,
468 unless it has delegated such responsibility to its Co-Presidents, its Treasurer or Director.

469

470 **ARTICLE 19 - MEETINGS AND DELIBERATIONS**

471 The Board of Directors shall meet at the invitation of its Co-presidents as often as required, and
472 at least twice a year and within 15 days of the request of two members of the Board of Directors
473 or at the request the Director. The invitation letter is sent to the Board members by mail or e-mail
474 at least 8 days prior to the meeting.

475

476 The Board shall be chaired by one or two Co-presidents or, in their absence, by a Board member
477 chosen by simple majority of Board members present.

478

479 The Meeting shall be held at the registered offices of the Association or at any other location
480 specified in the invitation letter. Meetings of the Board may be conducted by means of audio and

481 or video conferencing technologies agreed upon by the Board, provided that their identity can be
482 established, whereby all participants can communicate with each other allowing for an effective
483 meeting between the individuals involved. It is therefore possible to participate remotely, i.e.
484 electronically, in the Board. The Board members who are present by electronic means are deemed
485 to be present for the calculation of the quorum and the required majority vote.

486
487 The Board of Directors may only consider and rule on matters when at least half its members are
488 present at the Meeting.

489
490 Decisions shall be made by simple majority of votes present.

491
492 In the event of a tied vote, the Co-presidents or the presiding Board member shall have the casting
493 vote.

494
495 Minutes of the Meeting shall be drawn up and signed by the Co-presidents.

496
497 These minutes shall be kept in a register of minutes, which may be consulted by full members,
498 who shall exercise their right of consultation by reporting to the offices of the Association.

499
500 In exceptional cases, where the urgency of the situation and the interests of the Association so
501 require, decisions of the Board of Directors may be made with the unanimous written approval
502 of the Board members.

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

505 506 **ARTICLE 20 - CONFLICT OF INTEREST**

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

510
511 The Board member who has an opposing interest shall withdraw from the Meeting and refrain
512 from taking part in the deliberation and vote on the matter in question.

513
514 In addition to direct financial conflicts, a Board member must also disclose any significant
515 position of influence they may hold that could affect the decision-making process. This
516 encompasses not only pecuniary interests but also situations where the Board member may have
517 the power to sway decisions due to personal or professional connections, or other significant
518 influence.

519
520 The aforementioned procedure shall not apply to the usual operations that take place under the
521 conditions and subject to the securities that typically apply on the market for similar operations.

522 523 **ARTICLE 21 - Division of tasks**

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

528
529 In this regard, the Board may establish and promulgate internal regulations or bylaws, submitted
530 to the General Assembly for approval. Such internal regulations may not contain any provisions
531 that are contrary to the law or these Articles of Association, nor may they relate to matters for
532 which the law requires a provision in the Articles of Association. The internal regulations and any
533 amendment thereto shall be communicated to the members.

534

535
536 Notwithstanding the obligations arising out of collegial administration, namely consultation and
537 inspection, Board members may divide the administrative tasks among themselves.
538

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

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

545 Board members may not make decisions relating to the purchase of property, loans and financial
546 obligations that commit more than one third of the Association's budget.
547

548 The Board of Directors may not make decisions that commit the budget of the Association for
549 several years, nor the legal status of the Association, without the authorisation of the General
550 Assembly.
551

552 If these restrictions are not respected, the internal responsibility of the Board member(s) shall
553 be engaged in any case, all notwithstanding the question of enforceability against third parties.
554

555 **ARTICLE 22 - REPRESENTATION OF THE ASSOCIATION**

556 The Board of Directors shall represent the Association collegially.

557 Without prejudice to the general representative powers of the Board as referred to in the
558 previous paragraph, the Association is also represented in and out of court by two board
559 members, without the need to give evidence of a prior decision of the Board, with the exception
560 of two members fulfilling official functions within one of Stakeholders. Both persons shall act
561 jointly.
562

563 The Board of Directors may also appoint and remove representatives of the Association.

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

566 Representatives shall commit the Association within the limits of the proxy granted to them,
567 which shall be enforceable against third parties in accordance with the statutory legislation
568 relating to mandates.
569

570 Board members and persons appointed to day-to-day administration shall not enter into any
571 personal obligation relating to the undertakings of the Association. Their responsibility shall be
572 limited to the execution of their mission in accordance with the common law, the
573

574 provisions of the law and the provisions of the Articles of Association, as well as with the mistakes
575 made in their administration.
576
577

578 **Chapter VI. DAILY MANAGEMENT**

579 **ARTICLE 23 - DAILY MANAGEMENT**

581 The day-to-day administration of the Association on an internal level, together with external
582 representation in relation to this day-to-day administration, may be delegated by a simple
583 majority of votes of the Board of Directors, after prior approval of the General Assembly, to
584 Director . These persons cannot be a member of the Board.
585

586 The procedure for dismissal or termination is governed by law, in accordance with the
587 employment or cooperation agreement. The Director is paid by the Association for this activity.
588

589 The Board is responsible for supervising the Director in their role as daily manager. The Board of
590 Directors is obliged to annually report to the General Assembly on the remuneration,
591 emoluments, and other benefits granted to the Director.
592

593 In the absence of a legal definition of the concept of “day-to-day administration”, any operations
594 that have to be carried out from day to day to guarantee the smooth running of the Association
595 and which, by virtue of their lesser importance or the need to take a quick decision, do not require
596 the intervention of the Board of Directors or do not make such intervention desirable, shall be
597 deemed to be acts of day-to-day administration.
598

599 Furthermore, the following tasks will be attributed to the Director:
600

601 The Director holds ultimate responsibility for the overall management of the Association ..
602

603 The Director sets the political and strategic development of the organisation and its network,
604 following the guidelines set by the Board of Directors and the General Assembly. The Director
605 carries political, networking, and strategic work that is guiding and shaping the Association’s
606 activities in a transversal way, and is providing guidance and supervision to the Association staff
607 to this end. The Director plays a proactive role in mapping and analysing political trends and
608 emerging topics, engaging with key networks and stakeholders to increase the Association’s
609 political relevance and reach.
610

611 The Director also focuses on ensuring the sustainability of the Association’s organisational
612 resources and identifying the conditions that must be in place for long-term goals to occur.

613 The Director translates the strategy into a sound operational plan. The Director aims to ensure a
614 professional and sustainable management of human and financial resources, whilst complying
615 with the legal framework under which the Association operates.
616

617 The nomination and cessation of functions of persons charged with day-to-day administration
618 shall be recorded in minutes, listing those persons who represent the Association in matters of
619 day-to-day administration, and specifying the scope of their powers.
620

621 Acts relating to the appointment or termination of the appointment of delegates to the daily
622 management shall be published in accordance with the applicable law.
623

624 **CHAPTER VII. DISSOLUTION AND LIQUIDATION**

625 **ARTICLE 24 - VOLUNTARY DISSOLUTION**

626
627 Except in cases of judicial dissolution and dissolution by operation of law, the General Assembly
628 may at any time validly resolve to dissolve the Association if two-thirds of the members are
629 present or represented at the General Assembly. The decision to dissolve the Association must be
630 taken by a special majority of four fifths of the votes present or represented.
631
632

633 If two-thirds of the members are not present or represented at the first General Assembly
634 meeting, a second General Assembly meeting must be convened, at least eight days prior to the
635 planned General Assembly meeting. This second General Assembly meeting can validly
636 deliberate, regardless of the number of members present or represented. The second General
637 Assembly meeting may not be held less than 15 days after the first meeting. The convocation for
638 the second meeting shall include the agenda, the date and the result of the first General Assembly
639 meeting.
640

641 The General Assembly shall be convened to discuss proposals for the dissolution of the
642 Association submitted by the board or by at least one-fifth of all members.

643
644 The proposal for the voluntary dissolution of the Association must be expressly stated on the
645 agenda of the General Assembly.
646

647 In the event that two thirds of the members are not present or represented at this General
648 Assembly, a second General Assembly must be convened which will hold valid deliberations
649 regardless of the number of members present or represented. The second General Assembly
650 meeting may not be held less than 15 days after the first meeting. The convocation for the second
651 meeting shall include the agenda, and the date and results of the first General Assembly meeting.
652 The decision to dissolve the Association must still be taken by a four-fifths majority of the votes
653 present or represented.
654

655 **ARTICLE 25 - LIQUIDATION**

656 In the case of voluntary dissolution, the General Assembly deciding by simple majority, or in the
657 absence of a General Assembly, the court, appoints one or more liquidators. It also determines
658 their powers as well as the conditions of liquidation and any remuneration.
659

660 The assets will be transferred, after settlement of the liabilities, to an organisation whose purpose
661 is as similar as possible to that of the present Association and which will be designated by the
662 General Assembly.
663

664 All decisions relating to the dissolution, the terms of the liquidation, the appointment and
665 termination of the liquidator(s) and the allocation of the net assets shall be published according
666 to the law.
667

668

669 **Chapter VIII. MISCELLANEOUS PROVISIONS**

670

671 **ARTICLE 26 - FINANCING**

672 The association may be financed, inter alia, by subsidies, allowances, donations, fees, legacies and
673 other provisions of last wills and testaments, obtained both to support the general aims of the
674 Association and to support a specific project, with due regard for the provisions under Article 19
675 of the Act on non-profit-making organisations.
676

677 The Association may also raise funds in any other legal manner that complies with the Act on non-
678 profit-making organisations.
679

680 **ARTICLE 27 - FINANCIAL YEAR**

681

682 The treasurer shall keep regular accounts.
683

684 The accounts – in the same way as a budget proposal for the following year – shall be submitted
685 to the General Assembly for approval, after having been inspected by an external audit, which
686 shall apply the rules of the European Parliament for European political foundations, which shall
687 be applicable to this association in this respect.
688

688 The financial year shall begin on 1 January and end on 31 December.
689

690 **ARTICLE 28 - ALLOCATION OF ASSETS**

691 In accordance with the provisions under Article 22 of the Act on Associations, if there is provision
692 in the statutes, the decision of the General Assembly to dissolve shall also
693 determine the allocation of assets and, if the General Assembly fails to rule on this point, the
694 administrators shall allocate the assets in a way that approaches as closely as possible the object
695 in view of which the Association was created.
696

697 The General Assembly may only order the Association to be dissolved if two thirds of full
698 members are present. If this condition is not met, a second Assembly may be convened, at
699 least 30 days after the first Assembly, which shall legally consider the matter irrespective of the
700 number of members present.

701 The dissolution of the Association shall only be permitted if it is voted for by a two-thirds majority
702 of members present.

703 Any decision ordering the dissolution of the Association taken by an Assembly not comprising
704 two thirds of the members of the Association shall be subject to the approval of the civil court.

705

706 **ARTICLE 29 - APPLICABLE LAW**

707 For all unforeseen cases not provided for in these Articles of Association, the partners shall refer
708 and expressly submit to the provisions of the Act of 7 August 2023 on not-for-profit associations
709 and foundations.

710

711

712 *The present version of the Statutes shall enter into force on 1 August 2024*

713

714