STATUTES

GREEN EUROPEAN FOUNDATION
Registered office: Avenue des arts 7-8, 1210 Brussels, Brussels-Capital Region, Belgium. Trade Register number BCE 0893.378.512

Following the decision of its General Assembly on 20 January 2010, 19 October 2012, 9 October 2014, 21 October 2016, 16 June 2017, 14 October 2022, and 21 June 2024, and 13 October 2025 (transfer of legal seat to Belgium), the European Political Foundation (EUPF) Green European Foundation, located at Avenue des Arts 7-8, 1210 Brussels, Brussels-Capital Region, Belgium (hereinafter referred to as the Association), with Trade Register number BCE 0893.378.512, 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 nonprofit making association. The logo of the Association is:

GREEN EUROPEAN FOUNDATION

At present, the registered office of the Green European Foundation is situated at Avenue des Arts 7-8, 1210 Saint Josse Ten Noode, Belgium, in the Brussels-Capital Region.

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 Belgium 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 Belgium, or alternatively, the courts of the member state where the registered office is situated, if different from Belgium.

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.

This European legal status of the Association is governed by Regulation (EU, Euratom) n° 1141/2021 of 22 October 2014 on the statute and funding of European political parties and European political foundations, replaced by Regulation (EU, Euratom) n° 2025/2445 of 26 November 2025, as well as by Book 17, Title 2 of the Belgian Code of Companies and Associations. These Articles of Association are continuously adapted to reflect the evolving legal framework of the EU pertaining to European political foundations.

The Association undertakes to respect and to ensure that all its members respect the values of the European Union as set out in Article 2 of the Treaty on European Union, in particular respect for human dignity, freedom, democracy, equality, the rule of law, and human rights, including the rights of persons belonging to minorities.
The Association shall ensure that neither its member organisations nor their individual members are subject to restrictive measures adopted in accordance with Article 215(2) of the Treaty on the Functioning of the European Union.
The Association shall confirm such compliance annually to the Authority in accordance with Article 3(2)(d) and (e) and Article 11(6) of Regulation (EU, Euratom) n°2025/2445. No later than 30 September each year, the Association shall send the Authority an updated list of its member organisations, accompanied – where a new member organisation has joined - by the standard formal declaration set out in Annex I to the Regulation.
Any change that may cause the Association to fail to meet the registration requirements shall be notified to the Authority within four (4) weeks. Any amendment to these statutes or to the documents submitted at the time of registration shall be notified to the Authority within two (2) months.

In accordance with Article 17:7 of the Belgian Code of Companies and Associations, any European political foundation shall be subject, in addition to the provisions of Regulation (EU, Euratom) n°1141/2014, replaced by Regulation (EU, Euratom) n° 2025/2445, to the provisions of Book 17, Title 2, and Book 2, Titles 1, 2, 3, 4, 5, 6 and 8, Chapters 2, 3 and 9. Furthermore, the Green European Foundation opts, in accordance with the same article, for the application of the rules of Titles 1 to 4 of Book 9, more specifically those relating to non-profit associations. These statutes are adapted in accordance with the applicable rules.

ARTICLE 2 – PURPOSE & OBJECT

The main purpose 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 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 objective, 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, etc.).
- encourage students, artists and scientists of all disciplines and nationalities who feel bound to the aims of the Association's Articles 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 promote debates 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.
- encourage collaboration with EU and non-EU actors, 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 gender equity.

To these ends, the Association may carry out any operations and all legal acts 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. The Association may thus not, directly or indirectly, distribute or provide any capital gain to members, founders, board members or any other person, except for the not-for-profit purpose specified in the Articles of Association.

ARTICLE 3 - DURATION

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

CHAPTER II. MEMBERS - ADMISSIONS - RESIGNATIONS - EXCLUSIONS

ARTICLE 4 - MEMBERS

The Association shall be made up of full members, observer members and associate members. Full members can be either private individuals, organisations or legal entities, of the EU and non-EU countries. Observer members can only be organisations or legal entities. Organisations and legal entities shall appoint a permanent representative to act as a point of contact for the Association. The permanent representative must be sufficiently proficient in English to be able to work with the Association. The full and observer members further commit themselves to each appoint one contact person who is responsible for contacts with the Association and among themselves.

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

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

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

The Board of Directors shall maintain a membership register in electronic form at the Association's registered office, including the name and address of natural persons, and the

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

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

ARTICLE 4bis – GENDER BALANCE

The Association undertakes to promote and ensure gender balance in all its governing bodies and activities.
For the purposes of these Statutes, a body is considered "gender balanced" when the representation of each gender does not fall below 40% of its members.
The Board of Directors must be gender balanced. At each election or appointment of members of the Board of Directors, the General Assembly shall ensure that the composition of the Board of Directors complies with this requirement.

If, as a result of resignation, death or any other circumstance leading to the termination of a member's term of office on the Board of Directors, the composition of the Board of Directors no longer meets the required gender balance, the Board of Directors shall, when proposing candidates to fill the vacancy, take into account the need to restore the gender balance.

The Association has put in place the following internal mechanisms to promote gender balance and encourage the active participation of women in all its activities:

a) When selecting speakers, panel participants, authors of publications and trainers for activities organised by the Association, particular attention is paid to the balanced representation of women and men;
b) The Board of Directors establishes and periodically reviews measurable targets for gender balance in participation in the Association's activities, and reports on progress to the General Assembly at least once a year;
c) The Association actively encourages member organisations to appoint permanent and temporary representatives with a view to achieving gender parity within the General Assembly;
d) The Board of Directors may adopt additional guidelines in the rules of procedure to strengthen gender balance and the active participation of women within the Association.

The Board of Directors shall submit an annual report to the General Assembly on the composition of its governing bodies and on the application of internal mechanisms promoting gender balance.

ARTICLE 4ter – PROTOCOL AGAINST SEXUAL HARASSMENT AND GENDER DISCRIMINATION

The Association has a protocol in place to prevent, detect and combat sexual harassment and gender discrimination on an ongoing basis.

The Board of Directors shall adopt and implement a detailed protocol against sexual harassment and gender discrimination (hereinafter referred to as "the Protocol"). The Protocol shall be submitted to the General Assembly for approval.

The Protocol shall include at least the following elements:

a) Clear definitions of sexual harassment and gender discrimination, in line with European and international standards;
b) Preventive measures, including training and awareness-raising for all members of the Board of Directors, staff and, where possible, participants in the Association's activities;
c) Detection mechanisms, including confidential and accessible reporting channels enabling anyone to report cases of sexual harassment or gender discrimination;
d) Investigation procedures that ensure fairness, confidentiality, and respect for the rights of all parties involved;
e) Appropriate disciplinary and corrective measures in cases of proven sexual harassment or gender-based discrimination, up to and including the expulsion of a member in accordance with Article 8 of these Statutes or the dismissal of a member of staff;
f) Support measures for victims of sexual harassment or gender-based discrimination;
g) A mechanism for the regular review and updating of the Protocol to ensure its continued effectiveness.

The Protocol applies to all members of the Association, members of the Board of Directors, staff, consultants, volunteers, and any other person participating in activities organised by the Association or acting on its behalf.

The Board of Directors shall designate one or more independent external or internal contact points to receive reports and oversee the implementation of the Protocol. The contact point(s) shall report annually to the Board of Directors on incidents reported and measures taken, while preserving the confidentiality of the persons concerned.

The Protocol shall be made public on the Association's website. The Board of Directors shall ensure that all new members of the Board of Directors, staff members and, as far as possible, participants in the Association's activities are informed of the existence and content of the Protocol.

ARTICLE 5 – FULL MEMBERS

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

Full membership is open to:

- **Private individuals, insofar as they are nominated by a Stakeholder**. Stakeholders are the European Green Party, the Green Group in the European Parliament and the Federation of Young European Greens. The number of full members to be nominated per Stakeholder is limited to four (04) for the European Green Party and the Greens/European Free Alliance in the European Parliament, and one (01) for the Federation of Young European Greens, insofar as the members nominated by the Stakeholders shall always be one fewer than the number of national green foundation members.

- **Organisations and legal entities that are national green foundations**, approved by the General Assembly in accordance with the following criteria:
    - Are organisations that promote the values, vision and mission of a greener, democratic and socially-just Europe, political education and debate and organise national or international activities to this end.

- There is no limit to the number of national green foundations that can become full members, yet their number must always be one more than the number of full members nominated by the Stakeholders.
- In case the number of full members nominated by the Stakeholders exceeds the number of national green foundation members, a full member nominated by the Stakeholders will be temporarily suspended until the number of national green foundation members is again in the majority.

Full members shall be elected by the following procedure:

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

- The General Assembly shall decide whether to accept the candidate as a full 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. If the quorum is not met, the General Assembly shall decide at the following meeting, regardless of the number of members present or represented.

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

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

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

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

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

Furthermore, the General Assembly can vote on the introduction of a membership fee, or an equivalent contribution from a member to the work of GEF for a given budget year, with simple majority, the maximum amount of which will not exceed the amount of 10.000 EUR. Full members representing Stakeholders are exempt from paying a membership fee.

ARTICLE 6 – OBSERVER MEMBERS AND ASSOCIATE MEMBERS

Any legal entity or organisation established within the European Union that supports the aims of the Association may submit a written application to the General Assembly with a view to becoming an observer member.
Their number shall be unlimited.

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

Observer members established within the European Union shall have only the rights and obligations defined by these Articles of Association.

Observer members shall not have the right to vote.

Observer members established within the European Union shall pay a membership fee equivalent to 50% of that of full members, on the understanding that this amount may not exceed EUR 5,000. Observer members established within the European Union may be promoted to full membership by decision of the General Assembly from the date of receipt of their application, provided that the application complies with Article 5 of these Statutes.

The Association may accept as associate members organisations or legal entities established outside the European Union which support the objectives of the Association and respect the values on which the European Union is founded, as expressed in Article 2 of the Treaty on European Union.
Associate members from third countries may be admitted by decision of the General Assembly, on the recommendation of the Board of Directors, by a simple majority of the full members present or represented.

In accordance with Articles 2(2) and 2(5) of Regulation (EU, Euratom) No 2025/2445, only entities established in the following countries may be admitted as associate members: EFTA Member States, former Member States of the Union, candidate countries for accession to the Union, countries authorised to use the euro under a monetary agreement with the Union, partner countries with a stabilisation and association agreement with the Union, and European countries with a comprehensive free trade area agreement with the Union.

The Board of Directors shall verify the conditions of admission before recommending the admission of an associate member and shall review compliance on an annual basis.

In order to ensure adequate safeguards against foreign interference and to prevent associate members from imposing a course of action or blocking a majority of members from the Union, the following rules apply to associate members from third countries:

a) Associate members shall not have the right to vote at the General Assembly. They may attend General Assembly meetings as observers and, with the agreement of the co-presidents, address the General Assembly;
b) Associate members may not be elected to the Board of Directors or hold executive positions within the Association;
c) Permanent representatives of associate members may not exercise delegated executive functions within the Association's governing bodies;
d) Associate members may not, individually or collectively, impose a course of action on the Association or block a decision supported by a majority of full members from the European Union.

Associate members have the right to:

a) Receive information and publications from the Association;
b) Participate in activities, conferences, and seminars organised by the Association;
c) Submit proposals and suggestions to the Board of Directors for consideration.

Associate members are required to:

a) Comply with these Articles of Association and the Association's internal regulations;
b) Actively support the Association's objectives in their country of residence.

Associate members established outside the European Union are not required to pay membership fees, unless otherwise decided by the General Assembly.

The Board of Directors shall review annually the compliance of associate members with the conditions for admission set out in this article. If an associate member no longer complies with these conditions, the Board of Directors may recommend its exclusion to the General Assembly in accordance with Article 8 of these Statutes.

In urgent cases, in particular where a country in which an associate member is established is subject to new restrictive measures by the European Union, the Board of Directors may temporarily suspend the associate member's participation until the General Assembly decides on its exclusion.

ARTICLE 7 - RESIGNATION OF MEMBERS Both full members and observer members may resign from the Association at any time.
The resignation shall be sent to the Board of Directors by written notification and shall take effect one (1) month after the date on which the registered letter or written notification is sent.

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

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

ARTICLE 8 – SUSPENSION AND EXCLUSION OF MEMBERSA member may at any time be excluded through a special resolution of the General Assembly, convened by the Board or at the request of at least one-fifth of the members, when it knowingly acts contrary to the aims of the Association or damages the reputation of the Association.

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

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

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

ARTICLE 9 - EXCLUSION OF RIGHTS TO THE PROPERTY OF THE ASSOCIATION
Under no circumstances may the members of the Association, nor their heirs or beneficiaries, 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 - COMPOSITION

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

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

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

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

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

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

ARTICLE 11 - POWERS

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

1. Amendment of Articles of Association.
2. Nomination and dismissal of Board members, as well as the determination of their number.
3. Confirmation of the election of the Co-presidents, and the Treasurer of the Board of Directors by the General Assembly.
4. Discharge to be granted to Board members and the registered auditor
5. Approval of budgets and annual accounts.
6. Approval of a specific operational report of the Co-presidents.
7. Approval of the action plan drawn up by the Board of Directors.
8. Acceptance and exclusion of members.
9. Establishing the annual membership fee, or an equivalent contribution from a member to the work of GEF for a given budget year. The voluntary dissolution of the Association and the appointment of the liquidator.
10. The conversion of the Association into a cooperative society with a social purpose.
11. Approval of the internal rules as elaborated by the Board of Directors.
12. The General Assembly is also legally authorised in all cases where this is required by the Articles of Association.
13. Appointment and dismissal of the registered auditor.

ARTICLE 12 - MEETINGS

The Annual 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 15 days before the date of the General Assembly to all members by regular mail or e-mail, to the address last notified by the member for this purpose.

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

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

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

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

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

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

ARTICLE 13 - ATTENDANCE QUORUM

In order to be able to legally consider matters, at least half of the members are present or represented at the General Assembly, except in cases where the law or the Articles of Association stipulate otherwise.In the event that less than the minimum number of members required is present or represented at the first meeting, a second meeting may be convened, as provided for by these Articles of Association, at which valid deliberations and decisions may be taken irrespective
of the number of members present or represented. This second meeting may not be held within 15 calendar days of the first meeting.
All decisions of the General Assembly shall be taken by simple majority of members present or represented, apart from those exceptions provided for by law or by the Articles 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 - MAJORITY

In accordance with Article 9:21 of the Belgian Code of Companies and Associations, the General Assembly may only legally consider amendments to the Articles 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 of the votes of the members present or represented

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 convocation for the second Assembly reiterates the agenda and states the date and outcome of the first Assembly. The second Assembly may not be held within 30 days of the first Assembly.

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 full 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 full 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 - MINUTES

Resolutions of the General Assembly shall be recorded in minutes, signed by the Co-Presidents, kept in a register of minutes, electronically or otherwise, which may be consulted by all full members who shall exercise their right by reporting to the offices of the Association 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. BOARD OF DIRECTORS

ARTICLE 16 – COMPOSITION & APPOINTMENT

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

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

The General Assembly shall ensure gender balance on the Board of Directors, in accordance with the rules set out in Article 4bis of these Articles of Association.

When electing new members of the Board of Directors, applications shall be considered with a view to maintaining or restoring gender balance within the Board of Directors. If the current composition of the Board of Directors does not meet the required balance, priority shall be given to candidates of the under-represented gender, provided they have equal skills.
Board members are private individuals and are not nominated by any legal entity. The election for new Board members is included in the Internal Procedures of the Board.

The position of members of the General Assembly, either as a natural person or as a permanent representative, is incompatible with holding a position as a member of the Board. However, this does not exclude the possibility to hold concurrently a position within a member organization of the General Assembly.
In this the Board member shall execute the mandate in his own name and on his own behalf.

Individuals who are engaged in (e.g. as an advisor), or hold official functions (e.g., as a European Member of Parliament) within one of the Association stakeholder entities, such as the European

Green Party, the Green Group in the European Parliament or the Federation of Young European Greens, are ineligible to hold positions of power on the Board. This encompasses the role of Co-President and Treasurer.

Members of the Board shall be liable to third parties for non-contractual errors. The members of the Board are in principle jointly and severally liable, unless a member of the Board demonstrates that he has reported the alleged error to the Board. In that case the board member concerned is discharged of liability. This report and the discussion to which it gives rise, shall be entered in the minutes.
In the event that the liability of the Board or its members is withheld, it shall be limited to the liability that is compulsory imposed by law.

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

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

A Board member's term of office shall also end by operation of law, upon his death or if he becomes seriously ill and is no longer able to properly perform his duties as a 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 Co-presidents 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. However, the Board of Directors can decide to attribute per diems to Board members present during the meetings, the order, value and conditions of which shall be laid down in the internal regulations, as approved by the General Assembly.

ARTICLE 17 – DESIGNATION OF ROLES WITHIN THE BOARD OF DIRECTORS

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

ARTICLE 18 - POWERS AND REPRESENTATION

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

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

The Board of Directors can appoint a Director in accordance with article 23 of these Articles of Association.
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, work programme, external representation, implementation of activities and annual audits to the Co-presidents and Director.

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

ARTICLE 19 - MEETINGS AND DELIBERATIONS

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

The Board shall be chaired by one or two Co-presidents 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. Meetings of the Board may be conducted by means of audio and/or video conferencing technologies agreed upon by the Board, provided that their identity can be established, whereby all participants can communicate with each other allowing for an effective meeting between the individuals involved. It is therefore possible to participate remotely, i.e. electronically, in the Board. The Board members who are present by electronic means are deemed to be present for the calculation of the quorum and the required majority vote.

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 Co-presidents or the presiding Board member shall have the casting vote.

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

These minutes shall be kept in a register of minutes, which may be consulted by full 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 - CONFLICT OF INTEREST

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.

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

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 – DIVISION OF TASKS

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 Articles of Association.

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

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 - REPRESENTATION OF THE ASSOCIATION

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

The Board of Directors may also appoint and remove 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 Articles of Association, as well as with the mistakes made in their administration.

Chapter VI. DAILY MANAGEMENT

ARTICLE 23 - DAILY MANAGEMENT

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 a simple majority of votes of the Board of Directors, after prior approval of the General Assembly, to Director. These persons cannot be a member of the Board.

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

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

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.

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

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

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

The Director also focuses on ensuring the sustainability of the Association’s organisational resources and identifying the conditions that must be in place for long-term goals to occur.
The Director translates the strategy into a sound operational plan. The Director aims to ensure a professional and sustainable management of human and financial resources, whilst complying with the legal framework under which the Association operates.

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.

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

CHAPTER VII. DISSOLUTION AND LIQUIDATION

ARTICLE 24 - VOLUNTARY DISSOLUTION

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

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

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

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

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

ARTICLE 25 - LIQUIDATION

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

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

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

Chapter VIII. MISCELLANEOUS PROVISIONS

ARTICLE 26 - FINANCING

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 Association and to support a specific project, in accordance with the provisions of Book 9, Title 2 of the Belgian Code of Companies and Associations concerning donations. The Association may also raise funds in any other legal manner that complies with the Act on non-profit-making organisations.

The Association may accept donations from natural or legal persons up to the maximum amount per year and per donor as determined in Regulation (EU, Euratom) n°2025/2445. For donations above the identification threshold provided for in the Regulation, the Association shall request the identification of the donor using the Authority's form. Donations above the immediate notification threshold are immediately notified to the Authority, and those received in the six (6) months preceding the European elections are notified on a weekly basis.

The Association does not accept any anonymous donations or contributions from the budgets of political groups in the European Parliament, public authorities or companies under their influence, or from entities or persons from third countries not eligible to vote in European elections. Prohibited donations are returned within thirty days or, if this is not possible, reported to the Authority and the European Parliament.

The Association may accept contributions from its members of the Union, citizens of the Union and the affiliated European political party, up to a maximum percentage of its annual budget as determined in Regulation (EU, Euratom) n° 2025/2445, provided that they do not come from European funds received by the party. Individual contributions are permitted up to the maximum amount per year as determined in the Regulation, with no limit for elected members. Self-generated resources may not exceed the maximum percentage of the annual budget as determined in the Regulation.

The Association shall send the European Parliament and the Authority, no later than six (6) months after the end of the financial year, a list of donors and contributions, together with their nature and value, in accordance with Regulation (EU, Euratom) n°2025/2445.

ARTICLE 27 – FINANCIAL YEAR

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.

The annual accounts and other financial reports shall be sent to the European Parliament, the Authority, and the national contact point of the Member State in which the Association has its seat in an open and machine-readable format. This means that the data shall be provided in a structured, non-proprietary and machine-readable format, without prejudice to the obligation to submit documents in a format requested by the European Parliament or the Authority.

ARTICLE 28 – ALLOCATION OF ASSETS

In accordance with the provisions of the Code of Companies and Associations, if there is provision in the statutes, the decision of the General Assembly to dissolve 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 dissolved if two thirds of full 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 dissolution of the Association shall only be permitted if it is voted for by a two-thirds majority of members present.
Any decision ordering the dissolution 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 29 – APPLICABLE LAW

In all cases not provided for in these Articles of Association, the partners shall refer to and expressly submit to the provisions of the Belgian Code of Companies and Associations of 23 March 2019.

The present version of the Statutes shall enter into force on 28 February 2026.