

Civil Society Europe Statutes

Article 1: Name

An international non-profit association (AISBL) called "Civil Society Europe" in English, abbreviated CSE, and called "Société Civile Europe" in French, abbreviated SCE, is hereby established.

This Association is governed by the Belgian law of 23 March 2019 introducing the Code for Companies and Associations.

All the acts, invoices, publications and other documents deriving from the Association will have to mention this name, preceded or followed immediately by the words "association internationale sans but lucratif" (non-profit organisation) in full.

Article 2: Head office and duration

The head office of the Association is established in the Brussels-Capital Region.

This office may be transferred to any other location in Belgium by a decision of the Association's General Assembly, which must be published in the Annexes of the Moniteur Belge (Belgian Official Gazette) and communicated to the Ministry of Justice within one month after the decision.

The Association is established for an unlimited period.

Article 3: Objectives

The Association "Civil Society Europe" is a grouping of networks of associations committed to the values of equality, solidarity, inclusiveness and democracy, who are active in the promotion of civil, political, economic, cultural, social and environmental rights, with the aim of strengthening exchanges among associations and the visibility of organised civil society at the European level.

The Association has the following objectives:

- Create an enabling environment for horizontal exchanges between civil society organisations and movements across Europe;
- Contribute to policy development on transversal issues of common interest as agreed by the members, in order to work towards the recognition of civil society organisations by decision-makers, and to promote at all relevant levels a civic space based on fundamental rights;
- Ensure the renewal of European democracy, promote transparency in decision-making and the participation of civil society organisations in European decision-making processes.

Article 4: Activities

The Association's activities to achieve these objectives are in particular of the following nature:

- Provide a common and permanent space for the pooling of experiences and good practices, knowledge and documentary resources, campaigns and other forms of collective action;
- Strengthen capacity to connect people and the diversity of their democratic forms of expression;
- Promote common agendas;
- Act for change around our shared values;
- Promoting and strengthening the political recognition of organised civil society across Europe as frontrunners for and identified with the promotion of equality, solidarity, inclusiveness and democracy;
- Working with European institutions on transversal issues as agreed by the members, especially with reference to the provisions of Article 11 of the Lisbon Treaty.

The Association may undertake any activities or actions that are directly or indirectly related to the objectives as mentioned in Article 3 or which are necessary or useful for the realisation of its goals, remaining within the limits of what is legally permissible.

Article 5: Composition

The Association is composed of:

- Full members;
- Associate members.

The full members are networks of non-profit associations, who stated their agreement with the values enshrined in Article 3, having signed these statutes and/or whose membership has been approved by the Board. They then have the related rights and obligations.

These networks must:

- Bring together member associations which are present or are represented in at least half of the countries of the European Union;
- Have a legal status in the country of registration according to national standards in force.

Associate members are:

- networks and coordinations of associations at European level which
 - are present or represented in less than half of the European Union countries;
 - whose objectives and activities are in conformity with the values and goals of the Association;
 - have a recognised status according to the national standards in force.
- networks and coordinations of associations at national level which
 - are present in a country of the European Union;
 - whose statutes and activities are in line with the values and objectives of the Association;
 - have a recognised status according to the national standards in force.
- associations at European level which
 - are present in a country of the EU;
 - whose statutes and activities are in line with the values and objectives of the association;

- have a recognised status according to the national standards in force.

Article 6: Members – rights and obligations

The rights of full members include voting rights in the Association and the right to stand as candidates to the governing bodies of the Association in accordance with these statutes. Full members have full capacity as members of the Association. They set the policies, guidelines and priorities of the Association. Full members are informed and consulted on a permanent basis and contribute to the activities of the Association. Full members are entitled to vote and are eligible for the Board. Each full member is represented by a person at the General Assembly.

Associate members contribute to the development of policies, guidelines and priorities of the Association. They are informed and consulted on a permanent basis and contribute to the activities of the Association. Associate members may participate in the General Assembly without voting.

Full and associate members pay an annual fee, the amount of which is determined by the General Assembly in accordance with the applicable provisions.

Article 7: Members – appointment, resignation, exclusion

Membership applications (full members, associate members) to the Association are addressed to the Board, which decides on their admission.

Membership is acquired following approval by the Board and involves the payment of membership fees.

The exclusion of full members may be proposed by the Board to the General Assembly, after hearing the party concerned. A two-thirds majority of members present or represented in the General Assembly decides on the issue.

The General Assembly may remove the status of associate member by a majority of the members (full members) present or represented at the General Assembly.

Any member may submit their resignation from the Association by letter to the Board.

Article 8: General Assembly

8.1. Composition and powers

The General Assembly is composed of representative(s) of the full members who each have the right to vote and of representatives of the associate members who do not have the right to vote.

The Association members who have not paid their membership contributions for the current financial year will not be allowed to vote at the General Assembly.

The General Assembly is the highest governing body of the Association. It has full powers to achieve the objective of the Association. These powers include:

- approval of annual budgets and accounts;
- setting the members' contributions on a proposal from the Board;
- appointment and dismissal of the auditor(s) and the setting of their remuneration;
- approval of specific guidelines which form the basis for the work programme and approval of the work programme on a proposal from the Board;
- approval of the annual report presented by the Board;
- approval of resolutions.

The General Assembly is also responsible for changing the statutes, excluding members, dissolving the Association in accordance with the provisions of Article 12, or any other matter required by law or the statutes.

The General Assembly shall elect every two years the members of the Board. It may revoke its members. It grants them discharge.

8.2. Meetings

The Board is responsible for convening and organising the ordinary Annual General Assembly.

An Extraordinary General Assembly may be convened by the President, by the auditor, or at the written request of two thirds of the members of the Board or at the request of one-third of the full members. The auditor must convene the General Assembly if one fifth of the Association's members so request.

It is constituted, deliberates and acts as an ordinary General Assembly.

The invitations to the ordinary Annual General Assembly and any Extraordinary General Assembly are sent to members in writing, at least four weeks in advance. These convocations mention the agenda, location, date and time of the General Assembly.

8.3. Procedures

The General Assembly may only validly deliberate if at least half of the full members are present or represented.

The members that cannot be present at the General Assembly may be represented by giving a written proxy to another member. However, each member can have only up to two proxies.

Resolutions and other decisions are adopted by a simple majority of the votes cast, except for resolutions relating to the amendment of the statutes, to the exclusion of a full member and to the dissolution of the Association, which require a two-thirds majority of the votes cast.

In case the attendance quorum is not reached, a second General Assembly may be convened within two weeks. It deliberates validly without a minimum attendance quorum.

The procedure for deliberations and decision-making at the General Assembly is set out in the internal rules.

The General Assembly is chaired by the President, who is elected from among the members of the Board, or by a Vice-President.

The deliberations of the General Assembly are recorded through minutes that are sent to members.

Article 9: Board

9.1. Composition and Powers

The Board is responsible for managing the current affairs of the Association. Its mandate is to propose and coordinate the implementation of the Association's objectives on the basis of the work programme and budget approved by the General Assembly.

It includes a minimum of 5 members and a maximum of 9 members elected by the General Assembly among the full members, for a two-year period.

The Board elects among its members a President, two Vice-Presidents and a Treasurer. It may also delegate specific tasks to one or several of its members.

The Board's powers include the preparation for submission to the General Assembly of:

- A strategy and an annual work programme;
- An annual budget and annual accounts.

The Board is also responsible for the hiring of the Director of the Association, who is in charge of the Association's daily management, and for the supervision of the Secretariat's work.

It has any other powers conferred on it by the General Assembly or provided for by law.

The Board informs the members of its activities in a transparent manner and on an ongoing and timely basis.

9.2. Procedures

Any member may submit their resignation at any time. The mandate of each member ends automatically with their resignation or their dismissal from the organisation who proposed him/her. The end of the mandate of a Board member may also be decided by a vote of the General Assembly by a two-thirds majority. Any vacancy shall be subject to a new election procedure at the next General Assembly.

The committee meets at least four times a year. The meetings of the Board are convened by the President in writing at least two weeks before the meeting. These limits may be shortened in case of emergency with the approval of a majority of members.

The meetings are chaired by the President or in their absence, by a Vice-President, or failing that, by another member designated by them or, if they cannot do so, by the members present.

The Board shall be effective only if at least a majority of its members are present. Members may also attend meetings by any electronic or telephone means.

Decisions are taken by simple majority vote of the members present.

The resolutions are recorded in a report, made available to the members of the Association at the latter's head office.

Article 10: Representation of the Association in dealings with third parties and in court

The Association is validly bound by the individual signature of the President of the Association, or a member of the Board specially appointed by the President for this purpose.

The Association is legitimately and legally represented as plaintiff or as a defendant by the President or by a member of the Board specially appointed for this purpose.

For the daily management, the Association shall be validly represented vis-à-vis third parties by the Director.

None of the aforementioned persons need to justify their powers vis-à-vis third parties.

All records pertaining to the appointment, dismissal and suspension of duties of the authorised persons to represent the Association, established within the provisions of applicable law, must be sent to the competent public authorities in order to be officially recorded and must be published, at the Association's expense, in the Annexes of the Belgian Official Gazette.

Article 11: Budgets and accounts

The financial year begins on 1 January and ends on 31 December. The management of the accounts is entrusted to the Treasurer of the Association and monitored annually by the auditor(s) appointed by the General Assembly. In accordance with applicable law, the accounts for the previous financial year and the budget for the financial year that follows are set by the Board on an annual basis and submitted to the next General Assembly for approval.

The accounts, in accordance with applicable law, are transmitted to the competent public authorities.

Article 12: Amendments to the Statutes, dissolution

Any proposal concerning a modification of the statutes or dissolution of the Association must emanate from the Board or at least two thirds of the full members.

Any request from members to amend the statutes or to dissolve the Association must be communicated to the Board so that the proposal can be sent with the document convening the General Assembly.

The Board shall bring to the attention of the members of the Association, at least two months in advance, the proposal and the date of the General Assembly called to decide on the proposal.

Any decision to amend the statutes will be taken by a two-thirds majority.

The amendments to the statutes shall be submitted to the Ministry of Justice and published in the Annexes of the Belgian Official Gazette.

If the Association is dissolved, the General Assembly will appoint two liquidators, full members or not, and will determine their powers.

The eventual net assets, after liquidation, shall be allocated to a disinterested purpose as similar as possible to that of the Association.

Article 13: miscellaneous provisions

Any other matter not provided for in the current statutes and especially the publications to be made to the Annexes of the Belgian Official Gazette, shall be determined in accordance with the Belgian law of 23 March 2019 introducing the Code for Companies and Associations.