

**ARTICLES OF ASSOCIATION**

**European Movement**

-November 2011-

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## **European Movement International**

### **LEGAL FORM, OBJECTS, MEANS OF ACTION, REGISTERED OFFICE, TERM**

#### **Article 1**

The "Mouvement Européen", a European association, is organised as a non-profit-making international organisation, which is governed by the provisions of section III of the Law of 27th June 1921, as amended by the Law of 2 May 2002 on non-profit-making organisations, nonprofit-making international organisations and foundations. Its English name is "European Movement". It may be established as a non-governmental association under European law as soon as there are provisions for this in Community legislation.

#### **Article 2**

The European Movement is a network of member organisations, as defined under article 6, who have come together to contribute to the establishment of a united, federal Europe founded on the principles of peace, democracy, liberty, solidarity, and respect for basic human rights.

It seeks to provide a structure to encourage and facilitate the active participation of citizens and civil society organisations in the development of a United Europe.

#### **Article 3**

In order to achieve its objective, the European Movement may use any appropriate means which will be outlined in a mission statement to be adopted by the Federal Assembly.

#### **Article 4**

The registered office of the European Movement is established in a municipality of greater Brussels. It is located for the time being at 25, Square de Meeûs, 1000 Brussels. It may be transferred to any other location in greater Brussels upon a resolution of the Board published in the annexes to the Belgian Official Journal.

The association may also set up any sub-groups or branches in any other place in Belgium or any other country upon the same requirements.

#### **Article 5**

The term of the association is not limited.

### **MEMBERSHIP**

#### **Definition**

#### **Article 6**

All the Members of the European Movement are legal entities, lawfully appointed in accordance with the law and customs of their country of origin.

The European Movement is composed of

- Member Organisations,



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- Associate Members
- Supporting Members

that share the objectives of the European Movement and wish to take part in its work.

Member Organisations are :

- the European Movement councils in the States belonging to the Council of Europe;
- European associations.

Associate members are:

- Preparatory committees of the European Movement in the States belonging to the Council of Europe;
- European organisations, research groups, institutes or similar entities composed of members of several nationalities from the States belonging to the Council of Europe.

Supporting members are:

- Organisations that share the objectives of the European Movement and wish to support it but that do not meet the requirement to become member organisations or associate members.

Associate Members which comply with the criteria to become Member Organisations will, after a period of three years, be invited to apply to become one; if they decide to keep their Associate status, they will anyway have to pay a full membership fee.

### **Admission**

#### **Article 7**

On a proposal from the Secretary General, the Board shall decide upon any application to become a Member. The decisions of the Board should then be ratified at the next Federal Assembly meeting.

#### **Article 8**

In order to be admitted as a Member of the European Movement, applicants are required to share the objectives of the European Movement, undertake to comply



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with its articles of association and take part in its activities at a European level.  
Membership is open to all entities that meet the criteria above and who:

- act entirely in favour of the European integration; or
- have a strong interest in an efficient European Union, Council of Europe and cooperation between European countries; or
- have an interest in engaging in or influencing European political decision-making institutions.

Moreover, the councils or preparatory committees of the States belonging to the Council of Europe are required:

- to try and have enough members (associations or individual members, national sections of European organizations belonging to the European Movement) to be representative of the main democratic, political, social, economic, vocational, scientific and cultural forces among the population;
- to have adopted democratic rules of operation;
- to have already conducted European activities targeting the whole of the country.

European associations are required:

- at the time of joining the Movement, to have members (organisations or individual members) in at least one fifth of the states belonging to the Council of Europe, including at least three European Union member States;
- to have adopted democratic rules of operation;
- to have conducted European actions and have a programme established at European level.

### **Resignation**

#### **Article 9**

Any Member of the European Movement wishing to withdraw from the Movement is required to advise the international Secretariat by registered post. Resignation is effective from the moment when the letter of resignation has been received.



## European Movement International Suspension

### **Article 10**

Any Member that does not comply with the provisions of these Articles of Association, particularly:

- by not fulfilling its financial obligations, or
- by no longer meeting the requirements for admission of new member organisation, associate member or corresponding members, or
- by acting inconsistently with the goals of the association, may be suspended by the Board, after the Member concerned will have had the opportunity to be heard. The suspension may be terminated by the Board or by the Federal Assembly.

Any individual person, elected to an organ of the European Movement, who acts inconsistently with the goals of the association, or in such a manner as may bring the European Movement into disrepute may be suspended upon a resolution of the Members Council adopted by a majority of two-thirds of those present and voting. The draft resolution must be submitted to the Members Council by the Board, following a simple majority vote, following a hearing at which the individual concerned will have had the opportunity to be represented. Any individual suspended from membership, consequentially loses his/her elected position.

### **Exclusion**

### **Article 11**

Any individual or Member that has been suspended by the Members Council or the Board in accordance with Article 10 may be excluded by the Federal Assembly by a resolution adopted by a two-thirds majority of those present and voting within 18 months of the decision of the Members Council or of the Board.

The individual or Member concerned will be entitled to present its defense to the Federal Assembly before the vote.

Notice of such business must be sent to all Members as well as the subject of the draft resolution at least one month before the meeting of the Federal Assembly at which its case is decided.

### **Article 12**

Members that for any reason stop being part of the European Movement shall have no rights over the share capital of the association.



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**Rights and duties**

**Article 13** All Members of the European Movement are ex officio members of the Federal Assembly.

Associate and supporting members shall be entitled to send a delegate to the Federal Assembly in an advisory capacity.

Member Organisations have a variable number of delegates defined according to the provisions of the Internal Rules, Article 10.

**Article 14** The Council in each State shall represent the international European Movement in its own country.

**Article 15** Members of the Movement shall be under the obligation of paying their fees by December 31st of the respective year; failing to do so will lead to an automatic suspension of their voting rights from the 1st of January of the following year and until the fees have been paid.

**Article 16** The use of the name "European Movement", its logo and its translation into the various languages of the European Movement shall be reserved for the sole Members of the European Movement under the conditions set in the internal rules.

## **ORGANS**

**Article 17** The organs of the European Movement are the following:  
a) the Federal Assembly;  
b) the Members Council;  
c) the Board.

## **FEDERAL ASSEMBLY**

### **Composition**

**Article 18** The Federal Assembly shall be composed of the President, the Secretary General and the Treasurer of the European Movement, and all the member organisations who shall be represented by one or more delegates with one vote each, in accordance with the provisions laid down by the internal regulations.

The members of the Board, the Presidents and the Secretaries General of the councils and associations that belong to the European Movement, the Presidents-in-



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office of Political Committees shall be invited to attend the meetings of the Federal Assembly, with the right to address the meeting. They shall have no voting rights if they have not been appointed as delegates.

The associate members of the European Movement shall have the right to be represented at the Federal Assembly by a delegate with the right to address the meeting but no voting rights.

Supporting members shall be invited by the Board but can only take the floor with the approval of the President.

### **Powers**

#### **Article 19**

The Federal Assembly shall have the full powers necessary to achieve the objectives of the European Movement, except where powers are granted to the the Board and the Members Council under the provisions of these articles of association.

Its powers include:

- on the basis of the "Appeals to the Europeans" launched at the May 1948 and 1998 Congresses in The Hague and of appeals, declarations and resolutions, establishing a Charter that will be kept up-to-date and contain the values on which the European Movement and its immediate goals are based with a view to reaching its objective.

The provisions of this Charter shall be binding for all members of the European Movement;

- approving the annual accounts and budgets;
- approving the annual activity reports and work programmes;
- giving a discharge the Board members for their administrative and financial management;
- ratifying the admission of Member Organisations by the Board, and excluding them, in accordance with Articles 7 and 11;
- co-opting members in an individual capacity, on a proposal from the Board;
- electing the President and the Treasurer of the European Movement for a three – year term of office which may be renewed once.



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- electing the six Vice-Presidents for a three-year term of office, which may be renewed once; three of whom shall be nominated by national Councils and three by international associations; this should take into consideration a balanced composition with regard to nationality, gender, political orientation and representation of civil society.
- electing the twelve members of the Board for a three-year term of office, which may be renewed once;
- convening congresses;
- setting up of a sub-organisation or a foundation;
- amending the articles of associations;
- dissolving the European Movement.
- establishing Political Committees;
- appointing the Secretary General.

### **Article 20**

The Federal Assembly may partly delegate its powers to another organ of the European Movement, on a proposal from the Board, or to such other body as it might set up in order to exercise these powers.

### **Meetings**

### **Article 21**

The Federal Assembly shall meet at least once a year on a date and at a place set by the Board. The written notification will be sent by letter, fax or email at least one month in advance and will contain the draft agenda.

An extraordinary meeting of the Federal Assembly may be agreed by the Board, or at the request of a majority of member organisations. The notice calling the meeting shall be sent two months in advance and clearly specify the topics on the agenda.

### **Decision-making**

### **Article 22**

The Federal Assembly shall validly deliberate only if one third of the Member Organisations are present or represented.

Each delegate of a member organization shall have the right to cast at least one vote.





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In the event of impediment, the delegates of a member organisations may be represented by other delegates or by an individual member. The number of votes cast by any one person cannot exceed three.

Except in cases where a set quorum and/or a qualified majority are required, resolutions shall be adopted by a simple majority of the votes cast and shall be notified to all members. In the event of a tied vote, the proposal shall be considered as rejected.

The resolutions of the Federal Assembly shall be recorded in a register kept at the disposal of European Movement members at the international Secretariat.

Voting on all the issues relating to the admission and exclusion of members as well as on all the issues relating to the persons connected with the association shall take place by secret ballot, save by unanimous resolution.

### **MEMBERS COUNCIL**

#### **Composition**

#### **Article 23**

The Members Council is composed of up to two representatives of each of the Members.

Each Member Organisation has one vote. Associate members and Supporting members do not have voting rights.

Members of the Board shall attend meetings of the Members Council with full speaking rights but without the right to vote.

#### **Meetings**

#### **Article 24**

The Members Council shall meet at least once a year, at the request of the President or  $\frac{1}{4}$  of the Members.

The written notice will be sent by letter, fax or e-mail at least one month beforehand and will contain the draft agenda.

#### **Powers**

#### **Article 25**

The Members Council shall, between meetings of the Federal Assembly:



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- review the work of the Board and the Political Committees in its implementation of the policies, projects and activities of the European Movement, and may submit reports to the Federal Assembly;
- help the Board prepare the policy and activity programme to be submitted to the Federal Assembly annually;
- suspend individuals in accordance with Article 10.

### **Decision-making**

#### **Article 26**

The Members Council can meet and deliberate with a quorum of one third of the Member Organisations.

The Members Council shall take decisions by a simple majority of the votes cast but, in the opinions submitted to the Federal Assembly, take minority votes into account. In case of a tied vote, the proposal will be rejected.

The decisions made shall be notified to all the members of the European Movement and recorded in a register kept at the disposal of members at the international Secretariat.

### **BOARD**

#### **Composition**

#### **Article 27**

The European Movement shall be managed by a Board composed of the President, Secretary General and Treasurer, six Vice- Presidents and twelve other members all elected by the Federal Assembly in accordance with article 19.

During elections, the Federal Assembly should seek to ensure that there is a fair representation of the various elements of the European Movement, in particular its youth member organisations, and a fair distribution of seats between nationality, age, gender, political orientation and representation of civil society.

In the event of the resignation of a member of the Board, he/she can be replaced by co-optation until the next meeting of the Federal Assembly which will elect the replacement.

The Board or the President may invite persons whose participation they deem useful in their work to attend Board meetings.



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### **Article 28**

The Board shall meet at least three times a year and whenever circumstances so require, on the day and at the place specified in the notice sent by the Secretary General to call the meeting.

The written notice will be sent by letter, fax or email at least 15 days beforehand and will contain the draft agenda.

The Board can meet and deliberate with a quorum of 50% of its members.

In an emergency, the Board meeting could take place via electronic means on condition that two thirds of the members participate. The minutes of the meetings carried out electronically should be approved by the Board in a meeting attended by the majority of its members.

### **Powers**

### **Article 29**

The Board has full powers to run and manage the European Movement, except where powers are granted to the Federal Assembly or the Members Council.

The Board shall prepare the meetings of the Members Council and Federal Assembly and be in charge of the implementation of agreed policies, projects and activities.

It shall be:

- accountable to the Federal Assembly and shall draw up management and activity reports of the European Movement, with the support of the Secretariat, for presentation to the Federal Assembly and Members Council;
- approve political resolutions and position papers;
- arrange the audit of the accounts relating to each financial year and submit them to the Federal Assembly for ratification;
- following discussion within the Members Council it shall propose to the Federal Assembly the activity and policy programme for the coming year and the budget relating to the income and expenditure for each financial year.
- Admit and suspend member Organisations, in accordance with Articles 7 and 11.

It shall oversee the day-to-day running of the budget.



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It shall establish the membership list, indicating the representation of each member at the Federal Assembly in accordance with the provisions of the internal regulations.

### **Article 30**

The Board shall represent the European Movement in all areas of civic life; court proceedings, both as plaintiff and defendant, shall be monitored by the Board and pursued and instructed by the President or one of the members of the Board whom he or she delegates for this purpose.

Any deed that may legally bind the Association shall, except for special delegated powers, be signed by two out of the following three persons: the President, the Secretary General and the Treasurer.

### **Decision-making**

### **Article 31**

The decisions of the Board shall be adopted by an absolute majority of its members present.

The presence of at least the majority of the Board members is required to take valid decisions.

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

The decisions taken shall be notified to all the members of the European Movement and recorded in a register kept at the disposal of members at the international Secretariat.

### **SECRETARY GENERAL**

### **Article 32**

The Secretary-General is the chief executive officer of the European Movement.

He/she shall:

- direct the activities of the European Movement in order to implement the decisions of the Members Council and the Federal Assembly;
- manage the Secretariat with responsibility for the recruitment and organisation of staff;
- coordinate the work of members of the Board between meetings;
- prepare meetings of the Board, Members Council and Federal Assembly.

The Secretary General shall serve for a three year term of office, renewable once.



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The Secretary General shall be appointed by the Federal Assembly upon a recommendation from the Board. The newly-elected Board shall begin a recruitment process following their election by the Federal Assembly to ensure that a new Secretary General can be proposed to a new meeting of the Federal Assembly within six months of the Federal Assembly meeting at which they were elected.

### **FINANCIAL YEAR, BUDGET, ACCOUNTS**

**Article 33** The financial year of the European Movement shall start on 1st January and end on 31<sup>st</sup> December.

All members shall pay an annual fee. On a proposal from the Board, the Federal Assembly shall set the amount of the fee for each category of full and associate members.

The Board shall instruct an independent firm to audit the accounts of the European Movement.

The Federal Assembly can decide on the setting up of a foundation.

### **INTERNAL REGULATIONS**

**Article 34** In pursuance of these articles of association, internal rules of the European Movement shall be adopted by the Federal Assembly under the provisions of Art. 35 paragraph 1.

### **AMENDMENT TO THE ARTICLES OF ASSOCIATION, DISSOLUTION AND VOLUNTARY LIQUIDATION**

**Article 35** No amendment may be made to these articles of association unless it has been passed at a meeting of the ordinary or extraordinary Federal Assembly by two thirds of the validly cast votes.

Any draft amendment to the articles of association must come from the Board or from at least half of the member organisations of the Federal Assembly and be notified to the members at least two months in advance. The amendments to the statutes will not take effect until the formalities required by article 50 § 3 of the law have been fulfilled, and following publication in the annexes of the Moniteur Belge\* in accordance with article 51 § 3 of the said law.



**Article 36** The voluntary dissolution of the European Movement may be decided on at any time upon a resolution of the Federal Assembly at a meeting where two thirds of its member organisations are present or represented and passed by a majority of two thirds of the validly cast votes.

However, in the event of this quorum not being reached, the Federal Assembly shall be convened again and may decide definitively and validly on his dissolution by a majority of two thirds of the validly cast votes. Any proposal to dissolve the Association must come from the Board or from at least half of the member organisations of the Federal Assembly and be submitted to the members at least two months in advance.

The Federal Assembly shall determine how the net assets of the Association shall be distributed after settling all debts and charges by allocating them, in accordance with the law, in such a manner as most closely accords with the purpose for which the association was created.

Save a resolution to the contrary by the Federal Assembly, the Board shall have full powers to liquidate the share capital.

#### **GENERAL PROVISIONS**

**Article 37** Regarding the interpretation of these articles of association, the French version published in the Belgian Official Journal is the one that shall be deemed authentic.

**Article 38** Any matter not provided for under these articles of association, particularly the publications to be made in the Belgian Official Journal except for transitional provisions, shall be governed in accordance with the provisions of the Act of 25th October 1919, as amended by the Act of 6th December 1954, granting civic personality to international associations.