

ARTICLES OF ASSOCIATION

EUROPEAN MOVEMENT INTERNATIONAL

November 2022

LEGAL FORM, OBJECTIVES, MEANS OF ACTION, REGISTERED OFFICE, TERM

Article 1

The European Movement, an international non-profit association (abbreviated to AISBL) in Europe, is constituted as an international non-profit association, which is governed by the Companies and Associations Code. Its English name is “European Movement”. It will be able to constitute itself as a non-governmental association under European law as soon as European legislation opens this possibility.

Article 2:

The European Movement is a network of member organisations as defined in Article 6, which have come together to contribute to the realization of a united Europe with a federal character, based on the principles of peace, democracy, freedom, solidarity and respect for fundamental rights.

It strives to provide a structure which encourages and facilitates the active participation of citizens and civil society organizations in the development of a united Europe.

Article 3

To achieve its objective, the European Movement may use all appropriate means described in the definition of the European Movement 's mission adopted by the Federal Assembly.

To achieve its objective, the European Movement may use all appropriate means, including the following:

- a) the continued cooperation of its members in the European Movement's work
- b) conventions, conferences or symposiums
- c) the establishment of commissions or research organizations
- d) various publications such as periodicals and directories (in written form, electronic, videos, etc.)
- e) exhibitions and events intended to disseminate the results of the association's studies and work
- f) any other legal means to promote its European objectives.

Article 4:

The European Movement has its registered office in the Brussels Capital Region.

It can be transferred anywhere else in Belgium, with a simple decision of the Board, provided that such a move does not require the language of the Articles of Association to be changed according to applicable language regulations. This transfer will be published in the Annexes of the Belgian Official Journal.

If, however, the registered office is transferred to another Region, the decision made by the Board will amend the articles and will be recorded in a notarial deed.

If, as a result of the relocation of registered office, the language of the articles of association needs to be changed, only the Federal Assembly has the power to make this decision, which will be recorded in a notarial deed, subject to compliance with the rules on amendments to the Articles of Association.

The association may also establish subgroups and dependencies in any other place in Belgium or any other country by decision of the Board.

Article 5:

The association is created for an unlimited term.

MEMBERSHIP

Definition

Article 6:

All members of the European Movement are legal entities, legally constituted according to the laws and practices of their countries of origin.

The European Movement consists of:

- Member Organizations
- Associate members
- Supporting Members who share the objectives of the European Movement and wish to take part in its work.

The Member Organizations are:

- The Councils of the European Movement located in the member states of the Council of Europe
- European Associations.

The Associate Members are:

- Preparatory committees of the European Movement in the member countries of the Council of Europe
- European organizations, research groups, institutes or similar entities made up of members from states belonging to the Council of Europe.

The Supporting Members are:

- Organizations which share the objectives of the European Movement, and which wish to provide support, but which do not meet the requirements to become a Member Organization or an Associate Member.

Associate Members who meet the criteria to become Member Organizations will be invited to join after a period of three years; if they decide to keep their status of Associate Members, they will still be required to pay a full membership fee.

Admission

Article 7

Based on a proposal from the Secretary General, the Board will decide on the applications of entities wishing to become members. The decisions of the Board must be ratified at the next meeting of the Federal Assembly.

Article 8

To be admitted as a Member Organization of the European Movement, candidates must share the objectives of the European Movement, undertake to comply with its articles of association and participate in its activities at a European level. Membership is open to all entities that meet the above criteria and who:

- act fully in favor of European integration; or
- have a strong interest in an effective European Union and Council of Europe, and in cooperation between European countries; or

- are interested in engaging or influencing the work of the European institutions responsible for political decision-making.

In addition, the preparatory councils or committees of the member States of the Council of Europe must:

- strive to bring together a sufficient number of members (associations or individual members, national sections of European member organizations of the European Movement) to be representative of the main democratic, political, social, economic, professional, scientific and cultural forces of the population.
- have adopted democratic rules of operation.
- have already carried out activities of a European nature aimed at the whole country.

The International associations must:

- at the time of joining, have members (organizations or individual members) in at least 1/5 of the member States of the Council of Europe, including at least 3 member countries of the European Union.
- have adopted democratic rules of operation.
- have conducted actions and have a program established at European level.

Resignation

Article 9

Any member of the European Movement who wishes to withdraw from the Movement must notify the International Secretariat by registered letter. The resignation is effective upon receipt of the letter.

Suspension

Article 10

Any member who does not comply with the membership provisions of these Articles of Association, in particular:

- by failing to meet its financial obligations or
- by no longer meeting the admission requirements of new Member Organizations,
- by acting in a way contrary to the objectives of the association,

may be suspended by the Board, after a hearing has been held at which the member in question has been represented. The suspension procedure can be canceled by the Board or the Federal Assembly.

Any individual person, elected to a body of the European Movement, who acts contrary to the objectives of the association, or in such a way as to bring discredit to the European Movement, may be suspended by a resolution of the Members Council adopted by two-thirds of the majority of those present and who have the right to vote. The draft resolution must be submitted to the Members Council by the Board, following a simple majority vote and after a hearing has been held at which the member in question has been represented. Any individual, suspended under the provisions of this article, automatically loses the right to participate in statutory meetings and other bodies of the organization in a personal capacity or as a representative of a member for the duration of his suspension.

Exclusion

Article 11

Any individual or Member suspended by the Members Council or the Board in accordance with Article 10 may be expelled by the Federal Assembly by a resolution adopted by a majority of two-thirds of those present and having the right to vote, and this within 18 months of the decision of the Members Council or the Board.

The individual or Member concerned may defend themselves before the Federal Assembly before the vote is taken.

All Members, as well as the one who is the subject of a proposal for exclusion, will be notified of the draft resolution at least one month before the meeting of the Federal Assembly which will decide.

Article 12

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

Rights and duties

Article 13

All Members of the European Movement are automatically members of the Federal Assembly. Associate members and supporting members have the right to send a delegate to the Federal Assembly in an advisory capacity.

Member Organizations have a variable number of delegates, defined by the provisions of Article 10 of the Internal Regulations.

Article 14

The Council of each State represents the European Movement in its country.

Article 15

Members are required to pay their fees no later than December 31 of the current year; at the risk of being suspended from voting rights from January 1 of the following year, until the fees have been paid.

Article 16

The use of the title “European Movement”, its logo and its translations into the different languages of the European Movement are reserved solely for the members of the European Movement, under the conditions set in the internal regulations.

ORGANS

Article 17

The organs of the European Movement are:

- a) the Federal Assembly
- b) the Members Council
- c) the Board.

FEDERAL ASSEMBLY

Composition

Article 18

The Federal Assembly consists of the President, the Secretary General, the Treasurer of the European Movement, and all the member organizations which will be represented by one or more delegates, each having one vote, according to the procedures established in the internal regulations.

The members of the Board, the Presidents and the Secretaries General of the Councils and member associations of the European Movement, the Presidents of the Political Committees in office are invited to the meetings of the Federal Assembly with the right to speak. They do not have the right to vote if they have not been mandated as delegates.

The Associated Members of the European Movement have the right to be represented at the Federal Assembly by a delegate with the right to speak but without the right to vote.

Supporting Members may be invited by the Board, but they may only speak if the President accepts it.

Powers

Article 19

The Federal Assembly will have full powers to achieve the objectives of the European Movement, subject to the powers of the Board and the Members Council under the provisions of these articles of association.

Its powers include:

- to establish, based on the Appeals to Europeans of the Congresses held in The Hague in May 1948 and 1998 and of the appeals, declarations and resolutions, an up-to-date Charter containing the values on which the European Movement and its immediate goals are based in order to achieve its objective. The provisions of this Charter are binding for all members of the European Movement.
- approving the annual accounts and budgets.
- approving the annual activity reports and work programs.
- discharging the Board Members for their administrative and financial management.
- ratifying the admission of Member Organizations by the Board and their exclusion, in accordance with Articles 7 and 11
- co-opting individual members based on the Board's proposal
- electing the President and the Treasurer of the European Movement for a 3-year term, which may be renewed once.
- electing six Vice-Presidents for a 3-year term, which may be renewed once; three of them to be proposed by the National Councils and the other three by the International Associations. Ensuring a balance between men and women, between different nationalities, political orientations and the representation of civil society
- electing the twelve members of the Board for a 3-year term, which may be renewed once, ensuring a balance between men and women, between different nationalities, political orientations and the representation of civil society.
- convening congresses
- creating a sub-organization or foundation
- amending the articles of association

- dissolving the European Movement
- establishing Political Committees
- appointing the Secretary General

Article 20

The Federal Assembly may partially delegate its powers to another body of the European Movement, on the proposal of the Board, or to a body which it may set up for the purpose of exercising these powers.

Meetings

Article 20

The Federal Assembly meets at least once a year at a time and place determined by the Board. The convocation 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 can be decided by the Board or at the request of a majority of the member organizations. The convocation, sent 2 months in advance, must clearly specify the items on the agenda.

Any member of the Federal Assembly may participate remotely in the Federal Assembly by means of an electronic communication medium provided by the association. Any member who participates in the meeting in this way is considered present at the place where the meeting is held, for the purpose of meeting the quorum and majority requirements. The Board defines the modalities for organizing remote participation in the Federal Assembly and the modalities by which it is established that a member is participating in the Assembly through electronic communication and can therefore be considered present. The convocation to the Assembly provides a clear and precise description of the terms and procedures regarding remote participation.

Any member of the Federal Assembly may vote remotely, in electronic form, in the manner determined by the Board and described in the convocation. The quality and identity of the participants will be verified.

Decision-making

Article 22

The Federal Assembly can only deliberate validly if one third of the member organizations are present or represented.

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

In the event of impediment, the delegates of a member may be represented by other delegates or by an individual member. The number of votes cast by a one person cannot exceed 3.

Except in cases where a determined quorum and/or a qualified majority are required, decisions are made by a simple majority of the votes cast and all members will be notified of this. In the event of a tied vote, the proposal is considered rejected.

The decisions of the Federal Assembly are recorded in a register kept at the disposal of the members at the International Secretariat.

Voting on all matters related to the admission and expulsion of members and on all matters related to persons connected to the association will be by secret ballot, except by unanimous resolution.

The members of the Federal Assembly may, unanimously and in writing, take all decisions which fall within the powers of the Federal Assembly, with the exception of amending the Articles of Association.

MEMBERS COUNCIL

Composition

Article 23

The Member's Council is composed of up to two representatives of each Member.

Each Member Organization has one vote. Associate Members and Supporting members do not have a vote.

The Board members will attend the meetings of the Members Council and have the right to speak, but not the right to vote.

Meetings

Article 24

The Members Council meets at least once a year, at the request of the President or a quarter of its members.

The official convocation will be sent by letter, fax or e-mail at least one month in advance and will include the draft agenda.

The Members Council may meet remotely through electronic communication made available by the association, which will ensure the principle of collegiality. Any member participating this way is considered present for the purpose of meeting the quorum and majority requirements. The Board determines the organizational procedures for remote participation and the procedures that determine that a member may participate in a Members Council meeting through electronic communication and can therefore be considered present. The Board will provide a clear and precise description of the terms and procedures for such remote participation in the convocation.

Any member of the Members Council may vote remotely, in electronic form, in the manner determined by the Board and described in the convocation. This vote must, in any case, be cast during the Member Council meeting. The quality and identity of the participants will be verified.

The Members Council may deliberate in writing in the event of a unanimous decision.

Powers

Article 25:

Between the Federal Assembly meetings, the Members Council:

- will review the implementation, by the Board and the Political Committees of the policies, projects and activities of the European Movement, and may submit reports to the Federal Assembly
- will assist the Board in preparing the policies and the activity program to be submitted to the Federal Assembly annually.
- may suspend individuals in accordance with Article 10.

Decision-making

Article 26:

The Members Council can validly meet if one third of the Member Organizations are present or represented.

The Members Council votes on decisions by a simple majority of the votes cast but, in the notices, it submits to the Federal Assembly, it takes the minority votes into account. In the event of a tied vote, the proposal will be considered rejected.

The decisions made will 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.

THE BOARD

Composition

Article 27:

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

During the elections, the Federal Assembly will ensure a fair representation of the components of the European Movement, taking the member organizations representing young people particularly into account, and will ensure that a balance is maintained between men and women, different nationalities and ages, political orientations and representatives of civil society.

In the event of the departure of a Board member, it is possible to replace him by co-optation until the next Federal Assembly meeting, which will have to elect his replacement.

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

Meetings

Article 28:

The Board meets at least 3 times a year and whenever circumstances require it, at the time and place indicated on the convocation sent by the Secretary General.

The written convocation will be sent by letter, by fax or by e-mail at least 15 days in advance and contains the draft agenda.

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

In case of emergency, the Board meeting could be held electronically provided that 2/3 of the members participate. The Board can also meet and deliberate validly by combining members physically present at the meeting and members participating remotely. Any member participating this way is considered present for the purpose of meeting the quorum and majority requirements.

The minutes of the meetings held electronically will be approved by the Board at a meeting where a majority of its members are physically present.

Powers

Article 29:

The Board has all the powers of management and administration subject to the approval of the Federal Assembly or the Members Council.

The Board prepares the meetings of the Federal Assembly and the Members Council and ensures the implementation of the approved policies, projects and activities.

The Board:

- answers to the Federal Assembly. It draws up the activity and management reports of the European Movement with the support of the Secretariat, for presentation to the Federal Assembly and Members Council
- approves policy resolutions and position papers.
- organizes the audit of the annual accounts and submits it to the Federal Assembly
- proposes, following a debate within the Members Council, the program of activity and political orientation for the coming year, as well as the budget for each fiscal year, to the Federal Assembly.
- controls the day-to-day management of the budget.
- lists the members and indicates their representation at the Federal Assembly in accordance with the provisions of the internal regulations.
- admits and suspends members, pursuant to articles 7 and 11.

The Board may confer special and specified powers on one or more persons under its responsibility.

Article 30:

The Board represents the European Movement in all acts of civil life; legal actions, both as plaintiff and defendant, is monitored by the Board, pursued and instructed by the President or one of the members of the Board appointed by him for this purpose.

Any deed that may legally bind the Association, except for special delegations, is signed by two of the following three people: the President, the Secretary General and the Treasurer.

Decision-making

Article 31:

The decisions of the Board are made by an absolute majority of its members present. The presence of a majority of the Board members is required to make valid decisions. In the event of a tied vote, the proposal is considered rejected.

The decisions made will 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.

THE SECRETARY GENERAL – DELEGATE FOR DAILY MANAGEMENT

Article 32:

The Secretary General is the Director-General of the European Movement. He/she:

- directs the activities of the European Movement in order to implement the decisions of the Members Council and the Federal Assembly
- manages the Secretariat and is responsible for recruiting and organizing staff.
- coordinates the work of the Board members between meetings.
- prepares the meetings for the Board, the Members Council and the Federal Assembly.

The Secretary General will also be in charge of the daily management of the association.

Daily management includes both acts and decisions which do not exceed the needs of daily life of the corporation and acts and decisions which, either because of the minor interest they represent or because of their urgent nature, do not justify the intervention of the administrative body.

He/she will only represent the association in terms of daily management and within the limits set by the Board.

The Secretary General is elected for a 3-year term, which can be renewed.

The Secretary General is appointed by the Federal Assembly on the 13 recommendations of the Board. The newly elected Board will initiate a recruitment process after its election by the Federal Assembly to ensure that a new Secretary General can be proposed to the Federal Assembly within six months of the election of the Board.

Article 33 – Conflicts of interest:

When the Board is called upon to make a decision or to decide on a transaction under its jurisdiction in which a member of the Board has a direct or indirect interest of a proprietary nature that is opposed to the interest of the association, that member of the Board must inform the other members before the Board makes a decision. His statement and explanation on the nature of this conflicting interest will be included in the minutes of the Board meeting that will make this decision. The Board is not permitted to delegate this decision.

A director with a conflict of interest as defined in the first paragraph may not take part in the deliberations of the Board concerning these decisions or these transactions, nor take part in the vote on this point.

FINANCIAL YEAR, BUDGET, ACCOUNTS

Article 34:

The financial year of the European Movement starts on January 1st and ends on December 31st.

All Members pay an annual membership 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 will instruct an independent firm to audit the accounts of the European Movement.

The Federal Assembly may decide to establish a foundation.

INTERNAL REGULATIONS

Article 35:

In pursuance of the present articles of association, the internal regulations of the European Movement will be adopted by the Federal Assembly on the proposal of the Board, in accordance with the provisions of Article 36, paragraph 1.

AMENDMENT TO THE ARTICLES OF ASSOCIATION, DISSOLUTION, LIQUIDATION

Article 36:

No amendment may be made to the present articles of association unless it has been voted upon by the ordinary or extraordinary Federal Assembly and adopted by two thirds of the validly cast votes.

However, if the quorum is not reached, the Federal Assembly will be reconvened, with the same agenda and under the same conditions as the first one and will be able to deliberate validly regardless of the number of effective members present or represented.

Any proposal to amend the articles of association must come from the Board or at least half of the member organizations of the Federal Assembly and the members must be notified at least two months in advance.

Any change in the non-profit purpose of the international non-profit association and the means by which it pursues its purpose must be approved by a Royal Decree.

Amendments to the articles of association relating to the items referred to in Article 2:10, § 2, 6°, 8 and 9 of the Companies and Associations Code must be recorded in a notarial deed.

Article 37:

The voluntary dissolution of the European Movement may be pronounced at any time by decision of the Federal Assembly at a meeting where two thirds of its member organizations are present or represented and passed by a majority of two thirds of the validly cast votes. However, if the quorum is not reached, the Federal Assembly will be reconvened, with the same agenda and under the same conditions as the first one and will be able to pronounce the dissolution by a two-thirds majority of the validly cast votes. Any proposal for the dissolution of the association must come from the Board or at least half of the member organizations of the Federal Assembly and the members must be notified at least two months in advance.

In all cases of voluntary or judicial dissolution of the association, the Federal Assembly will appoint one or more liquidators and determine the method of liquidation of the association.

The Federal Assembly will determine the destination of the net assets of the association after all debts and expenses have been settled by allocating them, in accordance with the law, in such a manner that is closest to the purpose for which the association was created.

Unless otherwise decided by the Federal Assembly, the Board will have full powers to liquidate the assets.

GENERAL PROVISIONS

Article 38:

As far as the interpretation of the present articles of association is concerned, the French text, published in the Belgian Official Journal, is the correct one.

Article 39:

Everything that is not provided for in these statutes and in particular the publications to be made in the Belgian Official Journal, with the exception of optional provisions, will be regulated by the Companies and Associations Code.