I2 A1: Statutes (2023 Proposal)

Proposers FYEG

Motion text

Insert from line 13 to 14:

The international non-profit association adopts the following name “Federation of Young European Greens”, in short “FYEG” **(hereinafter referred to as “the association”)**.

This name must be mentioned on all deeds, invoices, announcements, disclosures, letters, orders, websites and other documents, whether or not in electronic form, originating from the association, immediately preceded or followed by the words “Association internationale sans but lucratif” or by the abbreviation “aisbl” together with the address of the registered office of the association and the other statements in accordance with the Belgian Companies and Associations Code of 23 March 2019 (hereinafter referred to as 'CAC').

From line 16 to 23:

The registered office of the association is established on the territory of the Brussels-Capital Region. The administrative board has the power to move the ~~seat of the association within Belgium, and in the event of a transfer of the seat to another Region, the administrative board has the power to modify the language of the statutes.~~**registered office** of the association within **the same language region in** Belgium.

If, as a result of the move of the registered office, the language of the present statutes has to be changed, only the General Assembly shall have the power to take the decision to move the registered office of the association, taking into account the requirements for a modification of the statutes.

The competent courts are the courts of Brussels.
~~Its email address is office@fyeg.org and its website is fyeg.org. The administrative board can modify the address of the website and the e-mail address. The modification is communicated to the members.~~

Insert from line 25 to 26:

The association is constituted for an indefinite period. It can be dissolved at any time**, in accordance with articles 20 and 38 of the statutes**.

In line 29:

Article 4 – ~~Social~~ Disinterested purpose and object

From line 31 to 36:

1. Build a just, feminist, diverse, inclusive, democratic and sustainable Europe~~.~~;
2. Advocate for and support youth participation in democratic processes and civil society at all levels~~.~~;
3. Empower and support young people to bring forward their perspectives and solutions~~.~~;

From line 39 to 44:

~~It pursues this goal by carrying out the following activities:~~

The object, or concrete activities, through which the association can achieve its purpose are:

1. Statutory and operational activities necessary to the functioning of the organisation~~,~~ .
2. Network activities dedicated to growing and strengthening the federation~~.~~;
3. Capacity building, training and support for its members, their members and other young people in Europe~~.~~;

From line 46 to 49:

4. camps, intercultural exchanges, etc. targeting its members, their members and other progressive youth~~.~~;
5. Political exchanges amongst its members, with its partners and other stakeholders~~,~~ .

From line 51 to 57:

6. influence behaviours, legislation and European policies that affect young people, etc.;
7. To achieve its ~~objectives,~~ **purpose**, the association may receive any material or financial assistance or contribution from legal, public or private persons, or from natural persons. The funds and materials thus collected must be used exclusively for the achievement of the ~~social~~ **disinterested** goal. The association can lend its support and take an interest in all activities

In line 59:

8. ~~Economic activities are incidental.~~

Economic activities are incidental.

Delete from line 63 to 64:

The association is made up of member organisations only and has three categories of member~~ organisations~~:

From line 68 to 69:

The association has at least five full members **at all times**.[Space]

Insert from line 90 to 91:

Members are not held responsible for commitments made in the name of the association**, insofar as all the provisions mentioned in these statutes and also in other agreements between the association and that member were thereby complied with**.

In line 98:

- ~~apply for full membership~~
- **send an official application to the secretariat of the association. This can be done by ordinary mail or by e-mail sent to the (electronic) address of the association. This application shall include its statutes, the number of individual members, age limits for its members, list of activities, budget, a signed letter of intent to become a full member including a declaration by which it undertakes to respect the disinterested purpose and the statutes of the association, and all other possibly relevant information.**

From line 100 to 104:

least one member of the Executive Committee or the Secretary-General. After the visit~~,~~ **and upon reception of the official application**, the Executive Committee will review the application for full membership and advise the General Assembly about the application. ~~Vote~~ **The General Assembly then votes on ~~full~~the membership at the next General Assembly. A candidate member is ~~done by~~accepted and thus authorised to join the ~~general assembly, acting by~~association as a full member if an absolute two-thirds majority of the votes cast is obtained. This decision of the General Assembly does not have to be motivated.**

As soon as the decision concerning the candidate member is known, the secretariat of the association shall inform it of this decision by e-mail. No appeal is possible against this decision.

From line 114 to 122:

- send an official application to the ~~FYEG Secretariat~~secretariat of the association. **This can be done by ordinary mail or by e-mail sent to the (electronic) address of the association.** This application shall include its statutes, the number of individual members, age limits for its members, list of activities, budget[Space]**, the intention to become a candidate member** and all other possibly relevant information.

The Executive Committee will examine the application and will present ~~it to~~ **the application** at the next General Assembly, together with a recommendation on the admission of the organisation as Candidate member**. The General Assembly then votes on granting the candidate membership.**

~~Vote on~~ **The decision to grant a candidate membership ~~is done by the general assembly, acting~~must be taken by an absolute majority of the votes cast. This decision of the General Assembly does not have to be motivated.**

As soon as the decision concerning the candidate member is known, the secretariat of the association shall inform it of this decision by e-mail. No appeal is possible against this decision.

From line 127 to 132:

do not fulfil all criteria for full membership. To become Associate member an organisation should send an official application to the ~~FYEG Secretariat~~secretariat of the association. **This can be done by ordinary mail or by e-mail sent to the (electronic) address of the association.** This application shall include its statutes, number of members, age limits, list of activities, budget[Space]**, the intention to become an associate member** and all relevant information.

~~Vote on~~ **The decision to grant an associate membership ~~is done~~must be taken by the ~~general assembly, acting~~General Assembly by an absolute majority of the votes cast. This decision of the General Assembly does not have to be motivated.**

As soon as the decision concerning the associate member is known, the secretariat of the of the association shall inform it of this decision by e-mail. No appeal is possible against this decision.

Insert from line 138 to 139:

and its motivation. Resigning members cannot in any way claim the assets of the association or the reimbursement of the contributions or membership fee paid.

If as a consequence of one of the above events, the number of full members of the association would fall below the number stipulated in article 5 of the present

statues, the board will immediately call an extraordinary General Assembly, with as sole agenda item to nominate additional full members to re-establish the number of full members mentioned in article 5 of the present statutes. In this case the board has the power to suspend the termination of the full membership until a replacement is found within a reasonable period of time.

Insert from line 141 to 143:

The administrative board may propose the **temporary** suspension of a member to the General Assembly. The suspension of a member is pronounced by the General Assembly by a two-thirds majority. **In its decision to temporarily suspend a member, the General Assembly also determines the duration of the suspension. A suspended member loses its voting rights.**

Insert from line 147 to 148:

Suspended members cannot in any way claim the assets of the association or the reimbursement of the contributions **or membership fee** paid.

Insert from line 161 to 162:

held within fifteen days after the first meeting. The exclusion is pronounced only if it gathers a two-thirds majority of the votes cast.

From line 166 to 168:

The amount of the annual membership fee for full members is set by the administrative board, in line with the rules adopted by the General Assembly in the ~~IRP,~~Internal Rules of Procedures (hereinafter referred to as 'IRP') and without being able to exceed 10,000.00 EUR.

Full members that fail to pay their membership fee will not have voting rights at the General assembly, unless the General Assembly explicitly votes to still grant the organisation's voting rights, this does not constitute a suspension.

From line 171 to 172:

The ~~general assembly~~General Assembly is made up of all the members of the association. It is chaired by the body designated for this purpose by the assembly, in line with

From line 189 to 191:

- the transformation of the AISBL into an ASBL, into a cooperative ~~society~~company approved as a social enterprise and into a cooperative ~~society social enterprise approved~~company,

From line 196 to 203:

Article 17 - ~~Functioning~~Convocation and functioning

The General Assembly shall be convened by the administrative board.
The administrative board ~~summons~~ **convenes** at least one annual general assembly in the course of the 1st semester following the closing of the accounts.
The association may ~~hold~~ **convene** an additional general assembly at any time by decision of the administrative board or at the request of at least one fifth of the full members~~, the~~. This request is sent via email **to the electronic address of the association** and includes a statement signed by one fifth or the full members. In the latter case, the administrative board ~~summons~~ **convenes** the general assembly within 30 days of the convening request. The general

From line 205 to 207:

~~Members are summoned to~~ **The administrative board convenes** a general assembl~~ies~~y by ordinary mail or email, ~~by the administrative board,~~ sent at least 15 days before the assembly. The convocation contains the agenda, date, time and place of the assembly. The documents that

From line 209 to 217:

~~Any proposal signed by one-twentieth of the members must be added to the agenda, provided that it is communicated to the members at least 4 weeks in advance.~~
The assembly cannot validly deliberate on points that are not mentioned on the agenda, unless a two-thirds majority of the full members present consider that the urgency prevents them from being postponed. It can never be done for the modification of the statutes, the exclusion of a member, the voluntary dissolution of the association and the transformation of the association into an ASBL, into a cooperative **company** approved as a social enterprise or into a cooperative company.
If necessary, the administrative board can convene an online General Assembly. This means that the General Assembly can be held via an electronic means of communication made available by the association, whereby all participants can communicate with each other, participate in the deliberation, ask questions and simultaneously and continuously take note of the discussions during the meeting. The members are thus deemed to be present at the place where the General Assembly is held. The association must be able to verify the capacity and identity on the basis of the electronic means of communication used.
~~The assembly cannot validly deliberate on points that are not mentioned on the agenda, unless a two-thirds majority of the full members present consider that the urgency prevents~~

~~them from being postponed. It can never be done for the modification of the statutes, the exclusion of a member, the voluntary dissolution of the association and the transformation of the association into an AISBL, into a cooperative society approved as a social enterprise or into a cooperative company approved social.~~

The convocation contains a clear and accurate description of the procedures relating to remote participation. The minutes of the General Assembly shall mention any technical problems and incidents that prevented or disrupted participation by electronic means in the General Assembly or in the vote.

Full 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.

From line 221 to 228:

Except in the cases provided for by law~~,~~ **or these statutes**, the ~~general assembly~~General Assembly deliberates validly only if an absolute majority of the full members are present or represented. If this attendance quorum is not reached at the first meeting, a second meeting must be ~~summoned~~ **convened** that may validly deliberate, regardless of the number of full members present or represented. The second meeting ~~is convened within~~ **cannot be held less than fifteen days after** **the** ~~**time limit indicated in these statutes**~~ **first meeting**.

By default and except in cases where it is decided otherwise by law or these statutes~~ and the Internal Rules of Procedure~~, the following provisions apply:

From line 238 to 247:

The ~~general assembly~~General Assembly can validly deliberate on the modifications to the statutes only if the modifications are explicitly indicated in the convocation and if the ~~assembly~~ **General A**ssembly brings together at least two thirds of the full members, whether they are present or represented. Amendments are adopted by a[Space]**n absolute** two-thirds majority of the votes of the full members present or represented. However, the modification which relates to the ~~social~~ **disinterested** goal or the object of the association can only be adopted by a majority of four fifths of the votes of the full members present or represented.[Space]If two-thirds of the full members are not present or represented at the first meeting, a second meeting ~~may~~ **must be** ~~**summoned**~~ **convened**[Space]that may deliberate validly, regardless of the number of full members present or

From line 249 to 253:

votes of the full members present or represented for the modifications concerning the ~~social~~ **disinterested**

goal or the object of the association, and with a two-thirds majority of the votes of the full members present or represented for all the other modifications **to the statutes**. The second meeting cannot be held less than fifteen days after the first meeting.

From line 259 to 260:

The ~~general assembly~~General Assembly can only pronounce the dissolution of the association under the same conditions as those relating to the modification of the object or the

From line 262 to 271:

The ~~general assembly~~General Assembly can only decide on a free contribution of universality or on the transformation of the association into an ASBL, into a cooperative ~~society~~ **company** approved as a social enterprise and into a cooperative ~~society social enterprise approved,~~ **company**, in accordance with the rules prescribed by the ~~Code~~ **Belgian CAC**. **By default, those decisions are taken by the General Assembly in accordance with article 18 of ~~Companies and Associations~~the statutes.[Space]** When the ~~general assembly~~General Assembly decides on the dissolution of the association, a free contribution of universality or the transformation of the ~~A~~AISBL association, i**nto an ASBL,** into a cooperative ~~society~~ **company** approved as a social enterprise and into a cooperative ~~society social enterprise approved,~~ **company**, the null votes, blanks votes and abstentions are not taken into account for the calculation of majorities.

From line 273 to 278:

The decisions of the ~~general assembly~~General Assembly are recorded in a register of minutes, signed at least ~~by the general representatives of the association (see the rule established~~ by ~~article 30 of~~ the ~~statutes)~~Secretary-General, as well as by all the full members and administrators who wish. This register is kept at the registered office where members can consult it by a simple written and motivated request addressed to the administrative board, but without moving the register**. The administrative board might also decide to maintain the register electronically and provide online access to all members or provide an excerpt of the register at the registered office.**

From line 288 to 290:

The association is administered by an administrative board composed of at least three ~~people,~~ **administrators**, appointed by the ~~general assembly~~General Assembly amongst the Secretary-General and members of the Executive Committee, preferably the co-spokespeople and the

From line 294 to 306:

~~The duration of the mandate is unlimited. In the event of renewal of the mandate, the outgoing administrators are eligible for re-election.~~
~~As long as the general assembly has not provided for the replacement of the administrative board at the end of the administrators' mandate, they shall remain in office pending a decision of the general assembly. The mandate of the administrators only expires by the expiry of the term, death, resignation or revocation. If the death of an administrator has the effect of bringing the number of administrators to a number lower than the legal or statutory minimum, an extraordinary general assembly is convened to provide for the replacement of said administrator.~~The duration of the mandate is unlimited. In the event of **termination** of the mandate, the outgoing administrators are eligible for re-election.

An administrator may be dismissed at any time by decision of the General Assembly, without it having to justify its decision. If necessary, the General Assembly provides for the replacement of the dismissed administrator.

Besides dismissal, the mandate of an administrator only terminates by the resignation or death of an administrator. If the death of an administrator has the effect of bringing the number of administrators to a number lower than the legal or statutory minimum, an extraordinary General Assembly is convened to provide for the replacement of said administrator.
~~Any administrator may be dismissed at any time by decision of the general assembly, without it having to justify its decision. If necessary, the general assembly provides for the replacement of the dismissed administrator.~~
As long as the General Assembly has not provided for the replacement of the **dismissed or resigned administrator**, the latter shall remain in office pending a decision of the General Assembly **concerning the appointment of a new administrator**.

From line 308 to 311:

Any administrator who wishes to resign must notify their resignation in writing to the other ~~members~~ **administrators** of the administrative board. In the event of the resignation of an administrator, the ~~general assembly~~General Assembly may be ~~summoned~~ **convened** to provide for a replacement. If the resignation has the effect of bringing the number of

From line 314 to 315:

In the event of a vacancy of a mandate, the administrator appointed by the ~~general assembly~~General Assembly to fill it, ~~finishes~~fulfils the mandate of the one they replace.

Insert from line 318 to 319:

taken at a meeting, respecting the attendance and voting quorums provided for in these statutes.

The administrative board meets minimum once per year, convocation for this meetings shall be sent by letter or electronic mail at least one day prior to the date of the meeting and shall contain the date, time and, insofar as the meeting does not take place online, the location of the meeting as well as the agenda thereof. The administrative board can also meet whenever convened by the Secretary-General, whenever the needs of the association so require or at the request of any administrator.
The meetings of the administrative board may be held by means of audio and / or video conferencing technologies, as agreed by the administrative board, allowing all participants to communicate with each other and allowing for an effective meeting between the persons concerned.

Delete from line 325 to 329:

The administrative board ~~meets when convened by the administrator designated for this purpose, whenever the needs of the association so require or at the request of an administrator.~~
~~It~~ can only rule if an absolute majority of administrators are present or represented. Decisions are taken by a simple majority of votes present or

From line 347 to 349:

position of conflict of interest, the decision or the operation is submitted to the ~~Executive Committee or the general assembly~~General Assembly. In the event of approval of the decision or the operation by the latter, the administrative board may execute

From line 364 to 369:

The decisions of the administrative board are recorded in a register of minutes signed ~~by the general representatives of the association (see the rule established~~at least by ~~article 31 of~~ the ~~statutes),~~Secretary-General and all the other administrators who so wish. This register is kept at the registered office where members can read it with a simple written and motivated request addressed to the administrative board, but without moving the register. **The administrative board might also decide to maintain the register electronically and provide online access to all members or provide an excerpt of the register at the registered office.**

From line 371 to 374:

The administrative board

~~has the power to perform all acts necessary or useful for the achievement of the purpose of the association as defined above. Are excluded from its competence the acts reserved by law or by these statutes to that of the general assembly.~~shall have the power to perform all acts necessary or useful for the **realisation** of the **objects and the disinterested goal** of the association, **except for such acts for which the General Assembly has exclusive authority under the law or in accordance with these statutes. Notwithstanding the obligations arising from functioning as a collegial board, namely consultation and supervision, the administrators may share the management tasks amongst themselves. This division of labour cannot be invoked as against third parties, even after the same has been made public. However, non-compliance with the same shall jeopardise the internal liability of the administrator(s) concerned.**

Insert from line 397 to 398:

administrators and the persons delegated to the daily management include their surname, first names, domicile, **national number,** date and place of birth.

From line 402 to 404:

~~The administrators do not contract any personal obligation in relation to the commitments of the association. They are only liable for faults committed in the execution of their mandate.~~
The administrators and daily management delegates shall be liable to the association for errors committed during the performance of their duties.
With regard to third parties, the administrators shall be liable for extra-contractual errors.
However, administrators are liable only for decisions, acts or conduct that are manifestly outside the range within which normally prudent and careful administrator, placed in the same circumstances, might reasonably differ.
The administrative board is in principle jointly and severally liable unless an administrator proves that he has reported the alleged error to the administrative board, in which case the administrator concerned is relieved of liability.
If the liability of the administrative board or its administrators is retained, it shall be limited to the liability that is mandatorily imposed under the law.

From line 407 to 408:

The administrative board is advised and supported by an executive committee composed of at least three people, appointed by the ~~general assembly~~General Gssembly.

Insert in line 414:

Title VII – Internal Rules of Procedures

From line 416 to 421:

The administrative board shall draw up all such Internal Rules of ~~Procedure detail~~ Procedures (IRP) as it may deem necessary and present these at the General Assembly for approval and for any possible amendments. Such internal regulations may not contain any provisions ~~of~~contrary to the ~~Statutes~~CAC or the statutes.
[Space]
~~Internal Rules of Procedure (IRP) are drawn up by the administrative board and presented at the general assembly for approval and for any possible amendments. The latest approved version of the IRP is available at the association's headquarters and on its website. It can be obtained with a simple written request sent to the administrative board.~~
The IRP and any amendments thereto shall be notified to the Members in accordance with Article 2:32 of the CAC, if applicable. The latest approved version of the IRP shall always be available for inspection at the registered office of the association and on the website of the association. It can be obtained with a simple written request sent to the administrative board.

From line 424 to 428:

The ~~fiscal~~financial year begins on January 1 and ends on December 31.
The administrative board prepares and closes the accounts for the past financial year in accordance with the provisions of Book 3 of the ~~Companies and Associations Code~~CAC and Book III, Title 3, Chapter 2 of the Code of Economic Law, as well as the budget of the following year and submits them for approval to the annual ~~general assembly~~General Assembly.

After approval of the financial statements by the annual General Assembly, the latter decides in a separate vote on the administrator's discharge. This discharge is only legally valid if the true state of the association is not obscured by any omission or incorrect statement in the annual accounts, and, with regard to the additional transaction under the articles of association or contrary to the law, if these are specifically indicated in the convening notice.

From line 431 to 436:

Except in case of judicial dissolution, only the ~~general assembly~~General Assembly can pronounce the dissolution of the association in accordance with Book 2, Title 8, Chapter 2 and 3 of the ~~Code of Companies~~CAC and ~~Associations~~article 20 of the statutes.
In this case, the ~~general assembly~~General Assembly

appoints one or more liquidators, determines their powers and their possible compensation, and indicates the allocation to be given to the net assets that can only be made for disinterested purposes **similar to the disinterested goal as described in article 4 of the statutes**.

From line 439 to 440:

debts, the net assets will be assigned to another organisation that pursues a similar ~~non-profit purpose~~**disinterested goal as described in article 4 of the statutes**.

From line 444 to 446:

~~Everything that is not explicitly provided for in these statutes is regulated by the Code of companies and associations, and with regard to the management of accounts, by Book III, Title 3, Chapter 2 of the Code of economic law.~~

Everything that is not explicitly provided for in these statutes is regulated by the C**AC or any changes, any replacements or (future) implementations thereof.**

Reason

Language and legally required amendments as per lawyer's proposal