## I2 Statutes (2023 Proposal)

**Proposer:** FYEG
**Agenda item:** 6. Statutory Documents

### Structure

This document is a proposed replacement to the current Statutes. Member organisations may submit amendments to the proposed document.

### Motion text

Title I – Name, registered office and duration

Title II – Disinterested goal pursued and activities constituting the object

Title III – Membership

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# Title I – Name, registered office and duration

## Article 1 – Name and mentions

The international non-profit association adopts the following name “Federation of Young European Greens”, in short “FYEG”.

### Article 2 – Registered office

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.

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.

### Article 3 – Duration of the association

The association is constituted for an indefinite period. It can be dissolved at any time.

## Title II – Disinterested goal pursued and activities constituting the object

### Article 4 – Social purpose and object

The association aims to:

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.
4. Provide a forum where young people with green sympathies from all over Europe can engage in meaningful dialogue and cultural exchanges.

It pursues this goal by carrying out the following activities:

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,

4. Educational activities such as workshops, seminars, study session, summer 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,

6. Communications and campaigns to raise awareness, propose solutions, influence behaviours, legislation and European policies that affect young people, etc.

7. To achieve its objectives, 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 goal. The association can lend its support and take an interest in all activities similar to its purpose.

8. Economic activities are incidental.

# Title III – Membership

## Article 5 – Categories of members and general conditions of admission

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

- Full members
- Candidate members
- Associate members

The association has at least five full members. Full members enjoy the full rights granted to full members by law and these statutes.

All full members are legal entities committed to respecting these statutes and established with legal personality in the country where they are founded according to local laws and customs, provided that they are admitted as such by the general assembly, acting by an absolute two-thirds majority.

## Article 6 – Register of members

The administrative board maintains a register of members at the registered office of the association. This register includes the denomination, legal form and address of the registered office of the members. The administrative board records all decisions of admission, resignation, suspension or exclusion of members in this register within 8 days of becoming aware of the decision. The administrative board may decide that the register will be kept in electronic form.

Any member may consult the register of members at the registered office of the association. To this end, they send a written request to the administrative board.

Each member communicates an email address to the association for the purpose of communicating with it. Any communication to this email address is deemed to have taken place validly. The association may use this address until the member concerned provides another email address.

## Article 7 - Liability

Members are not held responsible for commitments made in the name of the association.

## Article 8 – Conditions of admission of full members

Full members can participate in the General Assembly, they have speaking rights and voting rights.

To become a full member the organisation has to fulfil the following criteria:

- comply with the criteria for Candidate members,
- have been a candidate member for at least one year,
- apply for full membership

Before applying for full membership, Candidate members should be visited by at least one member of the Executive Committee or the Secretary-General. After the visit, the Executive Committee will review the application for full membership and advise the General Assembly about the application.

Vote on full membership is done by the general assembly, acting by an absolute two-thirds majority.

## Article 9 – Conditions of admission of candidate members

Candidate members can participate in the General Assembly, they have speaking rights but do not have voting rights.

Candidate members are organisations who have the ambition, within a certain time frame, to apply for full membership. To become a Candidate member an organisation should fulfil the following criteria:

- be active on a regional or national level,
- consist mainly of young people,
- subscribe to the statutes and political platform of FYEG,
- send an official application to the FYEG Secretariat. This application shall include its statutes, the number of individual members, age limits for its members, list of activities, budget and all other possibly relevant information.

The Executive Committee will examine the application and present it to the next General Assembly, together with a recommendation on the admission of the organisation as Candidate member.

Vote on candidate membership is done by the general assembly, acting by an absolute majority.

## Article 10 – Conditions of admission of associate members

Associate members can participate in the General Assembly, they have speaking rights but do not have voting rights.

Associate members are organisations that do not want to become a full member or do not fulfil all criteria for full membership. To become Associate member an organisation should send an official application to the FYEG Secretariat. This application shall include its statutes, number of members, age limits, list of activities, budget and all relevant information.

Vote on associate membership is done by the general assembly, acting by an absolute majority.

## Article 11 - Resignation of members

Any member of the association is free to withdraw from it at any time by sending their resignation by email to the administrative board, including the motivation

for their resignation.

The administrative board informs the next General Assembly of the resignation and its motivation. Resigning members cannot in any way claim the assets of the association or the reimbursement of the contributions paid.

## Article 12 - Suspension of members

The administrative board may propose the suspension of a member to the General Assembly. The suspension of a member is pronounced by the General Assembly by a two-thirds majority.

Suspended members may request the cancellation of their suspension at the next General Assembly by sending a signed motivation letter sent by email to the administrative board at the latest one month before the General Assembly.

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

## Article 13 - Exclusion of members

The administrative board may propose the exclusion of a member to the General Assembly. The exclusion of a member is pronounced by the General Assembly by a two-thirds majority and is only valid if the following conditions have been met:

- the proposal for exclusion is explicitly indicated in the convocation of the General Assembly,
- the member in question was heard if they so wished,
- the assembly brings together at least two-thirds of the full members, whether they are present or represented.

If this last condition is not met, a second convocation of the General Assembly will be necessary, and the new assembly deliberates and rules validly, regardless of the number of full members present. The second meeting cannot be held within fifteen days after the first meeting. The exclusion is pronounced only if it gathers two-thirds of the votes cast.

Excluded members cannot in any way claim the assets of the association or the reimbursement of the contributions paid.

## Article 14 - Membership fee

The amount of the annual membership fee is set by the administrative board, in

line with the rules adopted by the General Assembly in the IRP, without being able to exceed 10,000.00 EUR.

# Titre IV – General Assembly

## Article 15 - Composition

The 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 the rules adopted by the General Assembly in the IRP.

## Article 16 - Powers

The general assembly has the powers expressly granted to it by law or the statutes of this association.

A decision of the general assembly is required in the following cases:

- the modification of the statutes,
- the approval of the annual financial report and the budget,
- the appointment and dismissal of administrators,
- the appointment and dismissal of the executive committee,
- the decision on the compensation of the administrators for their mandate in the cases where a compensation is allocated to them,
- Admission, suspension and exclusion of members,
- the discharge to be granted to the administrators as well as, if necessary, the introduction of an action by the association against the administrators,
- the voluntary dissolution of the association,
- the transformation of the AISBL into an ASBL, into a cooperative society approved as a social enterprise and into a cooperative society social enterprise approved,
- make or accept the free contribution of a universality,
- the adoption and amendment of the IRP,

- the adoption and amendment of the Political Platform,

all other cases where the law or these statutes require it.

## Article 17 - Functioning

The administrative board summons at least one annual general assembly in the course of the 1st semester following the closing of the accounts.

The association may hold 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 request is sent via email and includes a statement signed by one fifth or the full members. In the latter case, the administrative board summons the general assembly within 30 days of the convening request. The general assembly is held no later than 45 days following the convening request.

Members are summoned to general assemblies 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 will be discussed at the general assembly must be made accessible.

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 AISBL, into a cooperative society approved as a social enterprise or into a cooperative company approved social.

## Article 18 – Attendance and voting quorums

Each member has the right to attend the general assembly. Only full members have voting rights and each full member has two votes.

Except in the cases provided for by law, the 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 that may validly deliberate, regardless of the number of full members present or represented. The second meeting is convened within the time limit indicated in these statutes.

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:

- decisions are taken by a simple majority of votes present or represented,
- null votes, blank votes and abstentions are not taken into account for the calculation of majorities,
- the vote is made in a public manner, unless a simple majority of the full members present request that the ballot be secret or unless the administrative board request that the ballot be secret,
- when the vote relates to decisions concerning individuals, the ballot is always secret.

## Article 19 – Amendments to the statutes

The 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 brings together at least two thirds of the full members, whether they are present or represented. Amendments are adopted by a two-thirds majority of the votes of the full members present or represented.

However, the modification which relates to the social 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. If two-thirds of the full members are not present or represented at the first meeting, a second meeting may be summoned that may deliberate validly, regardless of the number of full members present or represented, and adopt the modifications by a majority of four-fifths of the votes of the full members present or represented for the modifications concerning the social 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. The second meeting cannot be held less than fifteen days after the first meeting.

When the general assembly decides on amendments to the statutes, null votes, blank votes and abstentions are not taken into account for the calculation of majorities.

## Article 20 - Dissolution, free contribution of universality, transformation

The 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 disinterested goal for which the association was constituted.

The 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 approved as a social enterprise and into a cooperative society social enterprise approved, in accordance with the rules prescribed by the Code of Companies and Associations.

When the general assembly decides on the dissolution of the association, a free contribution of universality or the transformation of the ASBL association, into a cooperative society approved as a social enterprise and into a cooperative society social enterprise approved, the null votes, blanks votes and abstentions are not taken into account for the calculation of majorities.

### Article 21 – Register of minutes and publications

The decisions of the 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), 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.

Decisions regarding individuals may be brought to the attention of third parties, who demonstrate an interest, by a simple letter signed by the administrator appointed for this purpose. Decisions relating to amendments to the statutes, the appointment and dismissal of administrators and daily management delegates as well as the dissolution or transformation of the association are filed without delay with the competent company court clerk to be published in the Moniteur Belge.

## Titre V – Administrative Board

### Article 22 - Composition

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

Administrators can only be natural persons.

### Article 23 - Duration and end of the mandate

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.

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.

## Article 24 - Resignation

Any administrator who wishes to resign must notify their resignation in writing to the other members of the administrative board. In the event of the resignation of an administrator, the general assembly may be summoned to provide for a replacement. If the resignation has the effect of bringing the number of administrators to a number lower than the legal or statutory minimum, the administrator shall remain in office until replaced.

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

## Article 25 - Functioning

The administrative board is collegial. It validly takes decisions when they are taken at a meeting, respecting the attendance and voting quorums provided for in these statutes.

Decisions can also be taken remotely, as long as the decision is taken in writing and adopted unanimously.

The meetings of the administrative board are chaired by the administrator designated for this purpose.

## Article 26 - Presence and voting quorums

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

represented. Null and blank votes as well as abstentions are not taken into account for the calculation of majorities. In the event of a parity of votes, the item is put on the agenda of the next meeting of the Executive Committee. An administrator can decide to be represented by another administrator, without the latter being able to hold more than one proxy.

## Article 27 – Conflicts of interest

An administrator who, within the framework of a decision to be taken, has a direct or indirect interest of a patrimonial nature that is opposed to that of the association, must inform the other administrators before the administrative board takes the decision. Their declaration and explanations on the nature of this conflicting interest must appear in the minutes of the meeting of the administrative board that must take this decision. The administrative board is not allowed to delegate this decision.

The administrator affected by the conflict of interest described in the preceding paragraph may not take part in the deliberations of the administrative board concerning these decisions or these operations, nor take part in the vote on this point. If the majority of administrators present or represented are in a position of conflict of interest, the decision or the operation is submitted to the Executive Committee or the general assembly. In the event of approval of the decision or the operation by the latter, the administrative board may execute them. This article does not apply when the decisions of the administrative board relate to usual transactions entered into under normal market conditions and guarantees for transactions of the same nature.

An administrator who, within the framework of a decision to be taken, has an interest of a moral nature that is opposed to that of the association, must inform the other administrators before the administrative board takes the decision. If they neglect to do so, any other administrator who is aware of this conflict must communicate it to the administrative board before the debate takes place. The administrative board decides, by a vote in which the administrator in question cannot take part, whether or not the latter can participate in the debate and the vote. The decision of the body must be mentioned in the minutes of the meeting. The administrative board is not allowed to delegate this decision.

## Article 28 - Register of minutes

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 by article 31 of the statutes), and all the 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.

## Article 29 - Powers

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.

## Article 30 - Daily management

The administrative board may delegate, under its responsibility, the daily management of the association, with the use of the signature relating thereto, to one or more employees or administrators of the association.

If there are several of them, they act individually, following the limits set in the delegation order adopted by the administrative board.

The duration of the mandate of the daily management delegate is linked to the term of the employment contract for employees and the term of office for administrators.

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

## Article 31 – General representation of the association

Legal actions, both as plaintiff and defendant, are brought or supported in the name of the association by at least one administrator. The administrative board can delegate this task to a legal council and/or lawyer.

The acts that bind the association, other than those of daily management, are signed, unless there is a special delegation from the body, by two administrators, who will not have to justify their powers to third parties.

## Article 32 - Publications

The acts relating to the appointment or termination of the functions of the administrators and the persons delegated to the daily management include their surname, first names, domicile, date and place of birth.

All deeds are filed as soon as possible with the competent company court clerk, in order to be published in the Moniteur Belge.

## Article 33 - Liability of administrators

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.

# Title VI – Executive Committee

## Article 34 - Composition

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

Executive committee members can only be natural persons.

## Article 35 - Format, role and functioning

The dispositions and rules regarding the mandate, appointment, resignation, dismissal, powers, functioning and decision making of the executive committee are detailed in the Internal Rules of Procedure.

# Title VII – Internal Rules of Procedure

## Article 36 - Adoption and modification

The Internal Rules of Procedure detail provisions of the Statutes.

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.

# Title VIII – Accounts and budgets

## Article 37 - Financial year and account management

The fiscal year begins on January 1 and ends on December 31.

The administrative board prepares the accounts for the past year in accordance with the provisions of Book 3 of the Companies and Associations Code 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.

# Title IX – Dissolution and liquidation

### Article 38 - Liquidation

Except in case of judicial dissolution, only the general assembly can pronounce the dissolution of the association in accordance with Book 2, Title 8, Chapter 2 of the Code of Companies and Associations.

In this case, the 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.

### Article 39 - Allocation of remaining net assets

In all cases of voluntary or judicial dissolution, after the settlement of debts, the net assets will be assigned to another organisation that pursues a similar non-profit purpose.

## Title X – Final Provision

### Article 40 - Application of the Companies and Associations Code

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.