

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

- 1 Title I – Name, registered office and duration
- 2 Title II – Disinterested goal pursued and activities constituting the object
- 3 Title III – Membership
- 4 Titre IV – General Assembly
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- 6 Title VI – Executive Committee
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- 10 Title X – Final Provision
- 11 **Title I – Name, registered office and duration**
- 12 **Article 1 – Name and mentions**

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

15 **Article 2 – Registered office**

16 The registered office of the association is established on the territory of the
17 Brussels-Capital Region. The administrative board has the power to move the seat
18 of the association within Belgium, and in the event of a transfer of the seat to
19 another Region, the administrative board has the power to modify the language of
20 the statutes.

21 Its email address is office@fyeg.org and its website is fyeg.org. The
22 administrative board can modify the address of the website and the e-mail
23 address. The modification is communicated to the members.

24 **Article 3 – Duration of the association**

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

27 **Title II – Disinterested goal pursued and** 28 **activities constituting the object**

29 **Article 4 – Social purpose and object**

30 The association aims to:

- 31 1. Build a just, feminist, diverse, inclusive, democratic and sustainable
32 Europe.
- 33 2. Advocate for and support youth participation in democratic processes and
34 civil society at all levels.
- 35 3. Empower and support young people to bring forward their perspectives and
36 solutions.
- 37 4. Provide a forum where young people with green sympathies from all over
38 Europe can engage in meaningful dialogue and cultural exchanges.

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

- 40 1. Statutory and operational activities necessary to the functioning of the
41 organisation,
- 42 2. Network activities dedicated to growing and strengthening the federation,
- 43 3. Capacity building, training and support for its members, their members and
44 other young people in Europe,
- 45 4. Educational activities such as workshops, seminars, study session, summer
46 camps, intercultural exchanges, etc. targeting its members, their members
47 and other progressive youth,
- 48 5. Political exchanges amongst its members, with its partners and other
49 stakeholders,
- 50 6. Communications and campaigns to raise awareness, propose solutions,
51 influence behaviours, legislation and European policies that affect young
52 people, etc.
- 53 7. To achieve its objectives, the association may receive any material or
54 financial assistance or contribution from legal, public or private
55 persons, or from natural persons. The funds and materials thus collected
56 must be used exclusively for the achievement of the social goal. The
57 association can lend its support and take an interest in all activities
58 similar to its purpose.
- 59 8. Economic activities are incidental.

60 **Title III – Membership**

61 **Article 5 – Categories of members and general conditions of** 62 **admission**

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

- 65 • Full members
- 66 • Candidate members
- 67 • Associate members

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

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

74 **Article 6 – Register of members**

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

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

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

89 **Article 7 - Liability**

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

92 **Article 8 – Conditions of admission of full members**

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

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

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

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

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

105 **Article 9 – Conditions of admission of candidate members**

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

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

- 111 • be active on a regional or national level,
- 112 • consist mainly of young people,
- 113 • subscribe to the statutes and political platform of FYEG,

- 114 • send an official application to the FYEG Secretariat. This application
115 shall include its statutes, the number of individual members, age limits
116 for its members, list of activities, budget and all other possibly
117 relevant information.

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

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

123 **Article 10 – Conditions of admission of associate members**

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

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

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

133 **Article 11 - Resignation of members**

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

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

140 **Article 12 - Suspension of members**

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

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

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

149 **Article 13 - Exclusion of members**

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

- 153 • the proposal for exclusion is explicitly indicated in the convocation of
154 the General Assembly,

- 155 • the member in question was heard if they so wished,

- 156 • the assembly brings together at least two-thirds of the full members,
157 whether they are present or represented.

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

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

165 **Article 14 - Membership fee**

166 The amount of the annual membership fee is set by the administrative board, in
167 line with the rules adopted by the General Assembly in the IRP, without being
168 able to exceed 10,000.00 EUR.

169 **Titre IV – General Assembly**

170 **Article 15 - Composition**

171 The general assembly is made up of all the members of the association. It is
172 chaired by the body designated for this purpose by the assembly, in line with
173 the rules adopted by the General Assembly in the IRP.

174 **Article 16 - Powers**

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

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

- 178 • the modification of the statutes,
- 179 • the approval of the annual financial report and the budget,
- 180 • the appointment and dismissal of administrators,
- 181 • the appointment and dismissal of the executive committee,
- 182 • the decision on the compensation of the administrators for their mandate
183 in the cases where a compensation is allocated to them,
- 184 • Admission, suspension and exclusion of members,
- 185 • the discharge to be granted to the administrators as well as, if
186 necessary, the introduction of an action by the association against the
187 administrators,
- 188 • the voluntary dissolution of the association,
- 189 • the transformation of the AISBL into an ASBL, into a cooperative society
190 approved as a social enterprise and into a cooperative society social
191 enterprise approved,

- 192 • make or accept the free contribution of a universality,
- 193 • the adoption and amendment of the IRP,
- 194 • the adoption and amendment of the Political Platform,

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

196 **Article 17 - Functioning**

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

199 The association may hold an additional general assembly at any time by decision
200 of the administrative board or at the request of at least one fifth of the full
201 members, the request is sent via email and includes a statement signed by one
202 fifth or the full members. In the latter case, the administrative board summons
203 the general assembly within 30 days of the convening request. The general
204 assembly is held no later than 45 days following the convening request.

205 Members are summoned to general assemblies by ordinary mail or email, by the
206 administrative board, sent at least 15 days before the assembly. The convocation
207 contains the agenda, date, time and place of the assembly. The documents that
208 will be discussed at the general assembly must be made accessible.

209 Any proposal signed by one-twentieth of the members must be added to the agenda,
210 provided that it is communicated to the members at least 4 weeks in advance.

211 The assembly cannot validly deliberate on points that are not mentioned on the
212 agenda, unless a two-thirds majority of the full members present consider that
213 the urgency prevents them from being postponed. It can never be done for the
214 modification of the statutes, the exclusion of a member, the voluntary
215 dissolution of the association and the transformation of the association into an
216 AISBL, into a cooperative society approved as a social enterprise or into a
217 cooperative company approved social.

218 **Article 18 – Attendance and voting quorums**

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

221 Except in the cases provided for by law, the general assembly deliberates
222 validly only if an absolute majority of the full members are present or
223 represented. If this attendance quorum is not reached at the first meeting, a
224 second meeting must be summoned that may validly deliberate, regardless of the
225 number of full members present or represented. The second meeting is convened
226 within the time limit indicated in these statutes.

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

- 229 • decisions are taken by a simple majority of votes present or represented,

- 230 • null votes, blank votes and abstentions are not taken into account for the
231 calculation of majorities,

- 232 • the vote is made in a public manner, unless a simple majority of the full
233 members present request that the ballot be secret or unless the
234 administrative board request that the ballot be secret,

- 235 • when the vote relates to decisions concerning individuals, the ballot is
236 always secret.

237 **Article 19 – Amendments to the statutes**

238 The general assembly can validly deliberate on the modifications to the statutes
239 only if the modifications are explicitly indicated in the convocation and if the
240 assembly brings together at least two thirds of the full members, whether they
241 are present or represented. Amendments are adopted by a two-thirds majority of
242 the votes of the full members present or represented.

243 However, the modification which relates to the social goal or the object of the
244 association can only be adopted by a majority of four fifths of the votes of the
245 full members present or represented. If two-thirds of the full members are not
246 present or represented at the first meeting, a second meeting may be summoned
247 that may deliberate validly, regardless of the number of full members present or
248 represented, and adopt the modifications by a majority of four-fifths of the
249 votes of the full members present or represented for the modifications
250 concerning the social goal or the object of the association, and with a two-
251 thirds majority of the votes of the full members present or represented for all
252 the other modifications. The second meeting cannot be held less than fifteen

253 days after the first meeting.

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

257 **Article 20 - Dissolution, free contribution of universality,**
258 **transformation**

259 The general assembly can only pronounce the dissolution of the association under
260 the same conditions as those relating to the modification of the object or the
261 disinterested goal for which the association was constituted.

262 The general assembly can only decide on a free contribution of universality or
263 on the transformation of the association into an ASBL, into a cooperative
264 society approved as a social enterprise and into a cooperative society social
265 enterprise approved, in accordance with the rules prescribed by the Code of
266 Companies and Associations.

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

272 **Article 21 – Register of minutes and publications**

273 The decisions of the general assembly are recorded in a register of minutes,
274 signed at least by the general representatives of the association (see the rule
275 established by article 30 of the statutes), as well as by all the full members
276 and administrators who wish. This register is kept at the registered office
277 where members can consult it by a simple written and motivated request addressed
278 to the administrative board, but without moving the register.

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

286 **Titre V – Administrative Board**

287 **Article 22 - Composition**

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

292 Administrators can only be natural persons.

293 **Article 23 - Duration and end of the mandate**

294 The duration of the mandate is unlimited. In the event of renewal of the
295 mandate, the outgoing administrators are eligible for re-election.

296 As long as the general assembly has not provided for the replacement of the
297 administrative board at the end of the administrators' mandate, they shall
298 remain in office pending a decision of the general assembly. The mandate of the
299 administrators only expires by the expiry of the term, death, resignation or
300 revocation. If the death of an administrator has the effect of bringing the
301 number of administrators to a number lower than the legal or statutory minimum,
302 an extraordinary general assembly is convened to provide for the replacement of
303 said administrator.

304 Any administrator may be dismissed at any time by decision of the general
305 assembly, without it having to justify its decision. If necessary, the general
306 assembly provides for the replacement of the dismissed administrator.

307 **Article 24 - Resignation**

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

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

316 **Article 25 - Functioning**

317 The administrative board is collegial. It validly takes decisions when they are

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

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

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

324 **Article 26 - Presence and voting quorums**

325 The administrative board meets when convened by the administrator designated for
326 this purpose, whenever the needs of the association so require or at the request
327 of an administrator.

328 It can only rule if an absolute majority of administrators are present or
329 represented. Decisions are taken by a simple majority of votes present or
330 represented. Null and blank votes as well as abstentions are not taken into
331 account for the calculation of majorities. In the event of a parity of votes,
332 the item is put on the agenda of the next meeting of the Executive Committee. An
333 administrator can decide to be represented by another administrator, without the
334 latter being able to hold more than one proxy.

335 **Article 27 – Conflicts of interest**

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

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

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

363 **Article 28 - Register of minutes**

364 The decisions of the administrative board are recorded in a register of minutes
365 signed by the general representatives of the association (see the rule
366 established by article 31 of the statutes), and all the administrators who so
367 wish. This register is kept at the registered office where members can read it
368 with a simple written and motivated request addressed to the administrative
369 board, but without moving the register.

370 **Article 29 - Powers**

371 The administrative board has the power to perform all acts necessary or useful
372 for the achievement of the purpose of the association as defined above. Are
373 excluded from its competence the acts reserved by law or by these statutes to
374 that of the general assembly.

375 **Article 30 - Daily management**

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

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

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

384 The daily management includes both acts and decisions which do not exceed the
385 needs of the daily life of the association and acts and decisions that, either
386 because of the minor interest they represent, or because of their urgent nature,

387 do not justify the intervention of the administrative board.

388 **Article 31 – General representation of the association**

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

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

395 **Article 32 - Publications**

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

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

401 **Article 33 - Liability of administrators**

402 The administrators do not contract any personal obligation in relation to the
403 commitments of the association. They are only liable for faults committed in the
404 execution of their mandate.

405 **Title VI – Executive Committee**

406 **Article 34 - Composition**

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

409 Executive committee members can only be natural persons.

410 **Article 35 - Format, role and functioning**

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

414 **Title VII – Internal Rules of Procedure**

415 **Article 36 - Adoption and modification**

416 The Internal Rules of Procedure detail provisions of the Statutes.

417 Internal Rules of Procedure (IRP) are drawn up by the administrative board and
418 presented at the general assembly for approval and for any possible amendments.
419 The latest approved version of the IRP is available at the association's
420 headquarters and on its website. It can be obtained with a simple written
421 request sent to the administrative board.

422 **Title VIII – Accounts and budgets**

423 **Article 37 - Financial year and account management**

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

425 The administrative board prepares the accounts for the past year in accordance
426 with the provisions of Book 3 of the Companies and Associations Code and Book
427 III, Title 3, Chapter 2 of the Code of Economic Law, as well as the budget of
428 the following year and submits them for approval to the annual general assembly.

429 **Title IX – Dissolution and liquidation**

430 **Article 38 - Liquidation**

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

434 In this case, the general assembly appoints one or more liquidators, determines
435 their powers and their possible compensation, and indicates the allocation to be
436 given to the net assets that can only be made for disinterested purposes.

437 **Article 39 - Allocation of remaining net assets**

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

441 **Title X – Final Provision**

442 **Article 40 - Application of the Companies and Associations**
443 **Code**

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