

I2 Statutes

Proposer: FYEG
Agenda item: 9. Statutory Documents

Motion text

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STATUTES

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FEDERATION OF YOUNG EUROPEAN GREENS

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53 **Title I – Name, registered office and duration**

54 **Article 1 – Name and mentions**

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

57 **Article 2 – Registered office**

58 The registered office of the association is established on the territory of the
59 Brussels-Capital Region. The administrative board has the power to move the seat
60 of the association within Belgium, and in the event of a transfer of the seat to
61 another Region, the administrative board has the power to modify the language of
62 the statutes.

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

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

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

69 **Title II – Disinterested goal pursued and**
70 **activities constituting the object**

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

72 The association aims to:

- 73 1. Build a just, feminist, diverse, inclusive, democratic and sustainable
74 Europe.
- 75 2. Advocate for and support youth participation in democratic processes and
76 civil society at all levels.
- 77 3. Empower and support young people to bring forward their perspectives and
78 solutions.
- 79 4. Provide a forum where young people with green sympathies from all over
80 Europe can engage in meaningful dialogue and cultural exchanges.

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

- 82 1. Statutory and operational activities necessary to the functioning of the
83 organisation,
- 84 2. Network activities dedicated to growing and strengthening the federation,
- 85 3. Capacity building, training and support for its members, their members and
86 other young people in Europe,
- 87 4. Educational activities such as workshops, seminars, study session, summer
88 camps, intercultural exchanges, etc. targeting its members, their members
89 and other progressive youth,
- 90 5. Political exchanges amongst its members, with its partners and other
91 stakeholders,
- 92 6. Communications and campaigns to raise awareness, propose solutions,
93 influence behaviours, legislation and European policies that affect young
94 people, etc.
- 95 7. To achieve its objectives, the association may receive any material or
96 financial assistance or contribution from legal, public or private
97 persons, or from natural persons. The funds and materials thus collected
98 must be used exclusively for the achievement of the social goal. The
99 association can lend its support and take an interest in all activities
100 similar to its purpose.
- 101 8. Economic activities are incidental.

102 **Title III – Membership**

103 **Article 5 – Categories of members and general conditions of** 104 **admission**

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

- 107 • Full members
- 108 • Candidate members
- 109 • Associate members

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

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

116 **Article 6 – Register of members**

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

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

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

131 **Article 7 - Liability**

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

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

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

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

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

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

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

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

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

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

- 153 • be active on a regional or national level,
- 154 • consist mainly of young people,
- 155 • subscribe to the statutes and political platform of FYEG,
- 156 • send an official application to the FYEG Secretariat. This application
157 shall include its statutes, the number of individual members, age limits

158 for its members, list of activities, budget and all other possibly
159 relevant information.

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

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

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

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

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

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

175 **Article 11 - Resignation of members**

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

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

182 **Article 12 - Suspension of members**

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

186 Suspended members may request the cancellation of their suspension at the next

187 General Assembly by sending a signed motivation letter sent by email to the
188 administrative board at the latest one month before the General Assembly.

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

191 **Article 13 - Exclusion of members**

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

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

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

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

207 **Article 14 - Membership fee**

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

211 **Titre IV – General Assembly**

212 **Article 15 - Composition**

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

216 **Article 16 - Powers**

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

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

- 220 • the modification of the statutes,
- 221 • the approval of the annual financial report and the budget,
- 222 • the appointment and dismissal of administrators,
- 223 • the appointment and dismissal of the executive committee,
- 224 • the decision on the compensation of the administrators for their mandate
225 in the cases where a compensation is allocated to them,
- 226 • Admission, suspension and exclusion of members,
- 227 • the discharge to be granted to the administrators as well as, if
228 necessary, the introduction of an action by the association against the
229 administrators,
- 230 • the voluntary dissolution of the association,
- 231 • the transformation of the AISBL into an ASBL, into a cooperative society
232 approved as a social enterprise and into a cooperative society social
233 enterprise approved,

- 234 • make or accept the free contribution of a universality,
- 235 • the adoption and amendment of the IRP,
- 236 • the adoption and amendment of the Political Platform,

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

238 **Article 17 - Functioning**

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

285 However, the modification which relates to the social goal or the object of the
286 association can only be adopted by a majority of four fifths of the votes of the
287 full members present or represented. If two-thirds of the full members are not
288 present or represented at the first meeting, a second meeting may be summoned
289 that may deliberate validly, regardless of the number of full members present or
290 represented, and adopt the modifications by a majority of four-fifths of the
291 votes of the full members present or represented for the modifications
292 concerning the social goal or the object of the association, and with a two-
293 thirds majority of the votes of the full members present or represented for all
294 the other modifications. The second meeting cannot be held less than fifteen

295 days after the first meeting.

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

299 **Article 20 - Dissolution, free contribution of universality,**
300 **transformation**

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

304 The general assembly can only decide on a free contribution of universality or
305 on the transformation of the association into an ASBL, into a cooperative
306 society approved as a social enterprise and into a cooperative society social
307 enterprise approved, in accordance with the rules prescribed by the Code of
308 Companies and Associations.

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

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

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

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

328 **Titre V – Administrative Board**

329 **Article 22 - Composition**

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

334 Administrators can only be natural persons.

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

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

338 As long as the general assembly has not provided for the replacement of the
339 administrative board at the end of the administrators' mandate, they shall
340 remain in office pending a decision of the general assembly. The mandate of the
341 administrators only expires by the expiry of the term, death, resignation or
342 revocation. If the death of an administrator has the effect of bringing the
343 number of administrators to a number lower than the legal or statutory minimum,
344 an extraordinary general assembly is convened to provide for the replacement of
345 said administrator.

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

349 **Article 24 - Resignation**

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

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

358 **Article 25 - Functioning**

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

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

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

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

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

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

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

377 **Article 27 – Conflicts of interest**

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

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

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

405 **Article 28 - Register of minutes**

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

412 **Article 29 - Powers**

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

417 **Article 30 - Daily management**

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

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

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

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

429 do not justify the intervention of the administrative board.

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

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

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

437 **Article 32 - Publications**

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

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

443 **Article 33 - Liability of administrators**

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

447 **Title VI – Executive Committee**

448 **Article 34 - Composition**

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

451 Executive committee members can only be natural persons.

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

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

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

457 **Article 36 - Adoption and modification**

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

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

464 **Title VIII – Accounts and budgets**

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

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

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

471 **Title IX – Dissolution and liquidation**

472 **Article 38 - Liquidation**

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

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

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

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

483 **Title X – Final Provision**

484 **Article 40 - Application of the Companies and Associations**
485 **Code**

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

489