

EUROPEAN CITIZEN ACTION SERVICE
(ECAS)

ARTICLES OF ASSOCIATION

EUROPEAN CITIZEN ACTION SERVICE

On 28 April 2005, the below named and undersigned have agreed to constitute an international association in accordance with title III of the Belgian Law of 27 June 1921 on non-profit organizations, international non-profit organizations and foundations, as modified (the “NPO-Law”)

Denomination: **European Citizen Action Service**

Legal status: **AISBL**

Registration number: **442.397.402**

VAT number: **BE 0442.397.402**

I. DENOMINATION AND HEAD OFFICE

Article 1

The name of the Association is:

- in English "European Citizen Action Service";
- in French "Service d'Action pour le Citoyen Européen";
- in Dutch " Actie Dienst voor de Europese Burger"

and is abbreviated to "ECAS".

The Association is an international non-profit organization ("*internationale vereniging zonder winstoogmerk*" / "*association internationale sans but lucratif*") governed by the provisions of Title III of the Law of 27 June 1921 on non-profit organizations, international non-profit organizations and foundations, as modified (the "NPO-Law")

Article 2

The legal seat of the Association is located at Avenue de la Toison d'Or 77, 1060 Brussels. It may be transferred to any other place in Belgium by a simple decision of the Board of Directors. This decision must be published in the Annexes to the Belgian State Gazette and communicated to the public service department of the Federal ministry of Justice within one month after it is taken.

Article 3

The Association is constituted for an indefinite period.

II. AIMS

Article 4

ECAS' objectives, which are scientific and philanthropic, are:

- to strengthen the European strategy of NGOs in member, applicant and Neighbourhood countries of the European Union (EU);
- to defend peoples' free movement rights and promote a more inclusive European citizenship;
- to campaign for transparency and institutional reforms to bring the EU closer to the citizen;

- to promote the enforcement of European fundamental freedoms and good governance in the EU.

ECAS supports the objectives sought by partner associations and groupings of associations set up to maintain contacts with the European Institutions in a spirit of co-operation.

Article 5

The Association may enter into any activities and undertake any actions that are directly or indirectly related to the above-mentioned objectives of the Association, or that are necessary or useful for the realization of such aims, including accessory commercial and profitmaking activities within the boundaries of what is legally permitted and of which the revenues shall be fully destined to the realization of the altruistic non-profit objectives of the Association.

III. MEMBERS – ADMISSION - EXCLUSION

Article 6

1. Members of ECAS can be:

- (i) Non-profit organizations;
- (ii) public bodies, and
- (iii) individuals

that support the objectives of the Association.

Commercial organisations cannot be granted ECAS membership.

Members of ECAS can be active at any geographical level – local, regional, national, European or international.

2. ECAS has the following categories of membership:

- **Governing Members:**
 - A Governing Member is a non-profit organization, which is an Ordinary Member of ECAS and which has committed itself to be involved and participate in the governance of ECAS in the form of being a member of the General Assembly of ECAS, and that has been accepted as Governing Member in accordance with Article 7.
 - Any member of the Board of Directors of ECAS, is, in his or her capacity as a Member of the Board of Directors, also a Governing Member of ECAS.

- Ordinary Members:
 - An Ordinary Member is (i) a non-profit organization that is not a Governing Member, (ii) a public body or (iii) an individual provided such non-profit organization, public body or individual has been accepted as Ordinary Member in accordance with Article 7.
- 3. Each member will receive a basic package of services. In addition tailor-made services may be available on a fee paying basis.
- 4. Absence from or not being represented at more than three consecutive General Assembly meetings automatically transforms the status of a Governing Member-non-profit organization to Ordinary Member as from the business day after the date of the third General Assembly meeting at which the Governing Member-non-profit organization is not present or represented.
- 5. In their capacity of members, the members are not personally liable for the undertakings of the Association.

Article 7

Admission of new members into one of the two categories mentioned in Article 6 requires submission of an application form, indicating compliance with the conditions for membership as stated in Article 6.

This application is addressed to the Chairman of the Board of Directors, who will place it on the agenda of the next Meeting of the Board of Directors.

The application is passed by the Board of Directors by a two thirds majority of the present or represented members of the Board of Directors.

The Board of Directors' decision does not need to be justified and is final and non-appealable.

Article 8

1. Members shall pay an annual membership fee to be decided annually by the Board of Directors.
2. Members of the Board of Directors acting in personal capacity are exempted from paying membership fees.
3. Members who have failed to pay their membership fee by April of any year will be assumed to have resigned as from the first day of the financial year for which the membership fee has not been paid.

4. Any member can be excluded by a decision of the Board of Directors, taken by 2/3 of the present or represented members of the Board of Directors.
5. A member excluded loses any rights defined in these statutes as of the effective date of the exclusion which shall be defined by the Board of Directors.
6. A member that has resigned from ECAS loses any rights defined in these statutes with effect from the date of the resignation.
7. No member that has resigned or has been excluded will have any rights to the assets of the Association, nor to any reimbursement of membership fees. Nor can such member claim or demand financial statements or accounts, affixing of seals, or an inventory. If such a member has any debt towards the Association, such debt shall immediately become due and payable.

IV. GENERAL ASSEMBLY

Article 9

The General Assembly is the main policy forum of the Association. It is chaired by the Chairman of the Board of Directors. It is comprised of the Governing Members.

Each Governing Member has one vote.

Article 10

The General Assembly discusses the general policy of the Association, in particular its programme and the quality of service. The following powers are explicitly reserved for the General Assembly:

- To appoint and dismiss the members of the Board of Directors based on a proposal by the Board of Directors, to grant discharge from liability;
- To appoint and dismiss an auditor or auditors, to determine his/their remuneration, and to grant discharge from liability;
- To approve the annual accounts and the budget drawn up by the Board of Directors;
- To modify the statutes;
- To voluntarily dissolve the Association and appoint one or more liquidators.

Article 11

The General Assembly meets at least once every year.

The General Assembly meets in the place, on the day and at the time decided upon by the Board of Directors.

Meetings are convened by letter, e-mail, fax or any other electronic means, at least thirty days before the date of the General Assembly meeting. The agenda is included in the convening notice. Meetings of the General Assembly can also take place under the form of conference calls or video conferences.

In exceptional circumstances, where the urgency of the matter and the interests of the Association so require, the Board of Directors can decide to hold the General Assembly meeting “virtually”, meaning by way of an online forum with access limited to Governing Members and, if applicable, invitees, and by way of remote electronic voting. In that case the convocation to the General Assembly meeting will include all information necessary to access the forum and, if applicable, cast a vote or grant a proxy. Also the convocation will contain the time period during which the forum will be open and the time period during which votes can be cast.

The Chair of the Board of Directors shall call additional General Assembly meetings if the interests of the Association so require. He must convene such General Assembly meeting upon the written request from at least one third of the Governing Members of the Association.

Article 12

Governing Members who are unable to attend may be represented at the General Assembly by another Governing Member of their choice. Any Governing Member may carry up to 3 proxies.

The General Assembly’s deliberations will only be valid if at least half of the Governing Members are either present or represented.

In case the quorum is not reached, a second General Assembly may be called on the same day or later, but without the need for the deadline for convening General Assemblies as per Article 11, on the condition that the Governing Members have been informed of this procedure in the convening notice for the meeting. There shall be no quorum requirement for this second General Assembly meeting.

Article 13

Except in cases foreseen in these statutes, resolutions are taken by simple majority of the Governing Members present or represented.

The minutes of the General Assembly meeting are signed by the Chair of the Board and any Governing Member that wishes to do so. Minutes of the meeting will be circulated to all Governing Members.

The minutes register is kept at the legal seat of the Association, where all Members may consult it, without removing it from its position.

V. AMENDMENT OF ARTICLES OF ASSOCIATION – DISSOLUTION

Article 14

Without prejudice to articles 50§3, 55 and 56 of the NPO-Law, a proposal to modify these articles of association or to dissolve the Association, must be made by the Board of Directors or by at least three quarters of the Governing Members of the Association.

The convening notice shall be delivered by letter, e-mail, fax or any other electronic means, at least thirty days before the date of the General Assembly meeting. The agenda is included in the convening notice.

The agenda of the General Assembly meeting convened to vote on the dissolution of the Association may carry only one item that refers to the proposed dissolution.

The General Assembly may only validly deliberate if at least three quarters of the Governing Members are present or represented.

In case the quorum is not reached, a second General Assembly may be called on the same day or later, but without the need for the deadline for convening General Assemblies as per Article 11, on the condition that the Governing Members have been informed of this procedure in the convening notice for the meeting. There shall be no quorum requirement for this second General Assembly meeting.

In case of dissolution, the General Assembly will appoint one or more liquidators. The Board of Directors will establish the method for liquidation of the Association. Any possible net assets after liquidation will be allocated to a private law, non-profit organisation pursuing a nonprofit aim similar to that of the Association.

VI. BOARD OF DIRECTORS

Article 15

The Association is administered by a Board of Directors comprising a minimum of 9 members. The Executive Director is an ex officio member of the Board of Directors for as long as he/she holds the function of the Executive Director.

The Board may delegate specific tasks to one or more of its members.

The General Assembly appoints members of the Board of Directors from a list of candidates proposed by the Board. Specifics as to the composition of the Board shall be set out in the internal rules of the Association.

The mandate of the members of the Board of Directors is three years which may be renewed only once.

Board Members are free to resign at any time.

In case of a vacancy, the Board of Directors may appoint a new member of the Board of Directors with full rights on a temporary basis until the next meeting of the General Assembly.

The General Assembly can dismiss a member of the Board of Directors at any time.

Acts related to the nomination, dismissal or resignation of members of the Board of Directors established according to the law are communicated to the public service of the Federal Ministry of Justice to be included in the file and are published in the annexes to the Belgian State Gazette.

Article 16

The Board of Directors elects from its members each year a Chair, a Vice-Chair, and a Treasurer.

Article 17

The Board of Directors meets at least twice a year and whenever the interests of the Association so require. Meetings of the Board of Directors can also take place in the form of conference calls or video conferences.

The meetings of the Board of Directors are convened by the Chair of the Board of Directors or by the Executive Director. Convening notices are delivered by letter, e-mail, fax or any other electronic means.

Meetings are presided by the Chair of the Board of Directors or in his absence by the Vice-Chair or in both absences by the Treasurer.

Notice must be given at least five days prior to the meeting, except in case of urgency. In case of urgency, the nature and reasons for the urgency should be specified in the convening notice. The notice must include an agenda for the meeting.

Items that are not on the agenda may only be discussed at the request of at least half of the members of the Board of Directors present or represented at the meeting.

In exceptional circumstances, where the urgency of the matter and the interests of the Association so require, the meeting of the Board of Directors can be held “virtually”, meaning by way of an online forum with access limited to members of the Board of Directors and, if applicable, invitees, and by way of remote electronic voting. In that case the convocation will include all information necessary to access the forum and, if applicable, cast a vote or grant a proxy. Also the convocation will contain the time period during which the forum will be open and the time period during which votes can be cast.

Article 18

The Board of Directors has all the powers of management and administration of the Association, notwithstanding the functions of the General Assembly.

In particular, it is in charge of examining questions submitted to it by members.

It draws up the budget and the annual accounts and determines the priorities of the Association.

It appoints an Executive Director to manage the daily business of the Association.

The Board of Directors shall have the power to approve and modify internal rules.

Article 19

A member of the Board of Directors may grant a proxy to another member of the Board of Directors in order to be represented at a specific meeting of the Board of Directors. A member of the Board of Directors can only hold one proxy.

No valid deliberation can be carried out by the Board of Directors unless at least a majority of its members is present or represented.

Unless otherwise provided in these articles of association, decisions of the Board of Directors are taken by simple majority.

If there is a tied vote, the Chair of the Board of Directors has the casting vote.

Resolutions of the Board of Directors are brought to the attention of all members of the Board of Directors. They are kept in a register at the Association's legal seat.

Article 20

Without prejudice to the general representation powers of the Board of Directors as a whole, the Association shall be validly represented vis-à-vis third parties by two members of the Board of Directors acting jointly, who will not have to justify to third parties the powers conferred to this end.

For acts within the scope of daily management, the Association is also validly represented vis-à-vis third parties by the Executive Director.

The power of representation of the Executive Director includes:

- (a) the opening and closing of all accounts with financial institutions, in Belgium or abroad, and the execution of all transactions on such accounts up to a maximum amount of EUR 25,000 per transaction and

- (b) the negotiation and signing of contracts up to a maximum of EUR 25,000 per contract. Contracts above this amount can be signed by the Executive Director acting alone based on a resolution of the Board of Directors for the specific contract.

For acts within the scope of their specific powers, the Association is also validly represented by special attorneys-in-fact appointed by the Board of Directors.

In legal proceedings, the Association is represented by the Chair, by another member of the Board of Directors appointed to that end by the Board of Directors or if so instructed by the Board of Directors, by the Executive Director. Legal proceedings are supervised by the Board of Directors.

Acts related to the appointment, dismissal or resignation of persons with authority to represent the Association are communicated to the public service of the Federal Ministry of Justice to be included in the file and are published, at the Associations' expense, in the annexes to the Belgian State Gazette.

Article 21

The Board of Directors decides on the creation of one or more advisory groups or committees to assist the Board of Directors in carrying out its functions.

VII. BUDGETS AND ACCOUNTS

Article 22

The financial year runs from 1 January until 31 December of the same calendar year.

In the event that the Association meets the thresholds set out in Article 53 §5 of the NPO-Law, the General Assembly shall appoint one or more auditors for a period of three years in charge of auditing the financial situation, the annual accounts and the regularity of the transactions to be reflected in the annual accounts of the Association in light of the law and these statutes.

Annual accounts are kept at the disposal of the Members that may consult them at the legal seat of the Association without removing them.

Every year the Board of Directors must submit the annual accounts of the preceding year and the budget for the following year to the General Assembly for approval.

According to Article 51 of the NPO-Law, the accounts are deposited, in the name of the Association, with the clerk's office of the competent commercial court.

VIII. GENERAL PROVISIONS

Article 23

The Association may receive gifts and loans from the institutions of the EU and non-profit organizations and foundations, provided that it does not affect its independence and the Association remains free to set its own priorities.

Article 24

Anything not provided for in these statutes shall be regulated according to the provisions of the NPO-Law.