

VOLONTEUROPE ASBL

*International network promoting the values and principles of
volunteering, active citizenship and social justice*

1040 Brussels

Enterprise number BCE 654.788.996

STATUTES

I. Name and duration; registered office; aims, purpose and methods

Name and duration

Art 1

The network is called “Volonteuropes” and is registered as “Volonteuropes association sans but lucratif”. The Association is founded in accordance with the applicable Belgian law on associations.

The association is founded for indefinite time.

Registered office

Art 2

The Association has its registered office at 4-6 rue de Pascale, B-1040 Brussels, Belgium. By decision of the General Assembly, it can be transferred to any other location in Belgium and additional offices can be opened abroad.

Aims, purpose and methods

Art 3

The aim of the Association is to promote volunteering, active citizenship and social justice in Europe and beyond. Its vision is of a world in which the principles of inclusiveness, collaboration, sustainability and fairness guide thinking, behaviour and practice in Europe and beyond, resulting in genuine social justice for all. The mission of the Association is work collaboratively with its members and partners to champion the role of volunteering and active citizenship as pathways for social justice in Europe and beyond.

Volonteuropes aims to achieve its purpose by all those methods necessary for the promotion of volunteering, active citizenship and social justice in Europe and beyond, in particular:

- a) By actively encouraging to encouraging decision-makers at all levels to bear in mind the interests of volunteers and active citizens in their policymaking
- b) By actively supporting a smooth flow of information and exchanges of good practices relating to matters of volunteering and active citizenship across all relevant levels and stakeholders
- c) By organising and supporting initiatives of international exchanges of volunteers, activists and professionals involved in volunteering and social justice fields

- d) By promoting policies within the EU, Council of Europe and, where relevant, internationally, which support, recognise and reward volunteering
- e) By formally advocating against any form of criminalisation, retribution or penalisation of acts of solidarity delivered by volunteers and active citizens, in Europe and beyond
- f) By engaging in all other appropriate, legal methods which champion the role of volunteering and active citizenship as pathways for achieving genuine social justice for all

II. Members

Membership

Art 4

The Association is composed of full members and associate members.

The Association is open to full and associate membership from amongst civil society, NGOs, other agencies committed to volunteering, active citizenship and social justice, and to individual professional members. Individual professional members may only apply for membership as associate members.

Members and associates may be admitted from any European country which is a member of the Council of Europe. Applicants from other countries may join as members or associates on a case-by-case basis, to be approved by the Board of Directors.

Membership is valid for a calendar year and, unless withdrawn by the member or otherwise dismissed by the Association's relevant body, automatically renews on 1 January of every year.

Rights and obligations

Art 5

The rights of full members include, but are not limited to:

- a) Nomination for the Board of Directors and General Assembly vote
- b) Joint ownership of association and the network it represents
- c) Voice in European institutions, with key European stakeholders and priority access for relevant events
- d) Contribution and access to the network for the exchange of information, best practice, research and other

The rights of associate members include, but are not limited to:

- a) Joint ownership of association and the network it represents
- b) Voice in European institutions, with key European stakeholders and priority access for relevant events
- c) Contribution and access to the network for the exchange of information, best practice, research and other

Full and associate members of Volonteurope are obliged to:

- a) Adhere to the Association's statutes
- b) Be actively involved in and promote volunteering, active citizenship and social justice
- c) Be actively committed to an inclusive, diverse and tolerant society in Europe and beyond
- d) Support the Association in the implementation of its vision and mission, as well as achieving its strategic goals and work plan
- e) Not engage in any activities which are detrimental to the interests of the Association or its members
- f) Participate actively in the Association's activities, notably, statutory meetings; in case of unavoidable non-attendance, members shall commit to entrust other members with a proxy representation and vote, where applicable

- g) Give visibility to the Association, not least mentioning its membership with the Association on their website, publications and in relevant social media
- h) Inform the Association
- i) Pay their dues in time

Admission

Art 6

Candidates for membership apply by a written request, dated and bearing a signature of the candidate's legal representative (or the professional themselves in the case of an individual professional applicant), addressed to the "Secretary General, Volonteurope", clearly identifying the type of membership they are applying for. In addition to the request, the applicant appoints a person who will formally represent the applicant and act as the contact person with the Association.

The written request for membership includes:

- a) A completed membership application form
- b) A copy of articles of association or statutes (not applicable in the case of individual professional applicants), of which at least an executive summary must be provided in English;
- c) In the case of organisational applicants, the most recent activity report, of which at least an executive summary must be provided in English
- d) In the case of individual professional applicant, their up-to-date CV, which must be provided in English

Membership requests are to be sent electronically in PDF format.

The Secretary General reviews all applications and seeks further information from candidates in case of doubt. Together with the Management Accreditation Committee (composed of at least two members of the Board of Directors), the Secretary General prepares a recommendation to the Board of Directors on whether to accept the candidate. The Board of Directors decides on the membership application by a majority of 2/3 of the votes cast.

Acceptance or rejection of applications for membership will be communicated electronically to the applicant concerned, within a maximum of one month after the decision taken by the Board of Directors.

The same procedure as above applies to applications to establish non-membership partnerships with the Association.

Changes in the membership category can be requested at any time by a member organisation, by filing a written electronic request to the Association's Secretary General.

Termination, resignation, exclusion

Art 7

Membership of the Association ends with:

- a) Resignation at a member's own request (communicated in writing to the Association's Secretary General)
- b) Dissolution of the member, in the case of organisational members
- c) Exclusion by the General Assembly
- d) Non-payment of due membership fees (unless otherwise agreed with the Association's Secretary General and its Board of Directors)
- e) Non-compliance with the provisions of these statutes, violation of operational rules or explicit/implicit rejections of any of the values represented by the Association

No member can utter or execute a claim on the assets of the Association in its capacity as a member, either during the membership or after its termination.

Membership fees

Art 8

All full and associate members pay an annual membership fee, which is set yearly by the General Assembly on the proposal of the Secretary General and the Board of Directors.

The rules regarding the payment of the membership fees and their current levels are further explained in the Association's internal operating rules.

Only full members who have paid their membership fees are eligible to vote at the meetings of the General Assembly and nominate candidates to the Board of Directors.

III. Bodies of the Association

Art 9

The Bodies of the Association are:

- a) The General Assembly
- b) The Board of Directors
- c) The Executive Board
- d) The President

IV. The General Assembly

Composition

Art 10

The General Assembly is composed of all full and associate members of the Association.

Each member can be represented by up to two delegates.

Each full member has one vote. A full member can hold proxy votes of a maximum of two other full members. Associate members can participate in the General Assembly with the right to speak but without the right to vote.

Competence, voting, resolutions

Art 11

The General Assembly is competent for:

- a) Amendment and approval of statutes
- b) Election, dismissal and discharge of the Board of Directors
- c) Election of the President, Vice-Presidents and Treasurer of the Association
- d) Appointment, discharge and dismissal of auditors
- e) Exclusion of a member
- f) Fundamental decision-making and annual strategic planning for the Association
- g) Approval of the budget and accounts

- h) Approving the levels of annual membership fees
- i) Dissolution of the Association

Decisions are taken on the simple majority of the members present or represented by proxies, except for:

- a) amendment and approval of the statutes
- b) Election, dismissal and discharge of the Board of Directors
- c) Election of the President, Vice-Presidents and Treasurer of the Association
- d) Dissolution of the Association

all of which require a 2/3 majority of members present or represented full members.

The resolutions of the General Assembly written down, and signed by the President and the Secretary General, and kept on record for consultation by members.

Meetings

Art 12

The General Assembly meets at least once a year. A notice of the meeting is to be sent by the Secretary General to all members at least one month before the date of the meeting. The notice states the date, time, venue and agenda items for the meeting.

An Extraordinary General Assembly can be convened upon the request of 1/5 of all members or whenever the interests of the Association so require.

Meetings may take place virtually and voting can be carried out online.

The President, or in their absence, one of the Vice-Presidents shall preside the meetings. If neither are present, the General Assembly shall elect a chair with simple majority of votes cast.

The Association reserves the right to invite third parties, notably partners and experts, to the meetings, without granting them voting rights.

Depending on its financial resources, the Association may be able to cover, up to designated limits, the costs of the attendance of meetings by the members of the Association.

IV. The Board of Directors

Composition, nomination and dismissal

Art 13

The Association is managed by a minimum of seven and a maximum of 10-person Board of Directors, elected by the full members either at the General Assembly or through electronic ballots if necessary.

The members of the Board of Directors are physical persons.

Each candidate to the Board of Directors must address a letter of nomination (and appointment by their organisation, in the case of organisational members), to the Secretary General and members of the Association, in which they present themselves and state the position they are standing for.

Candidates are elected by full members for a period of three years up to a maximum of three terms.

When electing the Board of Directors, members shall take into consideration as much as possible an equal regional spread of representation. No country shall be represented by more than two members on the Board of Directors.

As much as possible, the Board of Directors shall be gender balanced.

In case of resignation of a member of the Board of Directors during their mandate, the Board may co-opt a replacing member, duly informing the membership. The following General Assembly or electronic ballot must confirm this co-option or elect a new Board member.

In case of resignation of the President during their mandate, the Board of Directors decides on one of the Vice-Presidents to replace the President, taking over their title, duties, functions, duly informing the General Assembly. The following General Assembly or electronic ballot must confirm this succession or elect a new President.

Members of the Board of Directors can be dismissed by the General Assembly by a 2/3 majority of members present or represented full members, upon a proposal made by at least 1/3 of all members. The Board of Directors may also make a proposal for dismissal of one of its members, by a simple majority.

A proposal to dismiss a member of the Board must be motivated by non-fulfilment of the tasks assigned to the member of the Board or other specific reasons for dismissal, which can include:

- a) Unjustified non-attendance at three consecutive statutory meetings
- b) Engagement in activities which are detrimental to the aims, vision and mission, and reputation, of the Association
- c) The loss of link with the full member organisation which has nominated the member of the Board, in the case of organisational members
- d) Any other duly justified reason

Meetings

Art 14

The Board of Directors meets physically or virtually at least three times a year or by request of 1/3 of its members. Deliberations are deemed valid if at least a simple majority of its members are present or represented.

The decisions are taken by simple majority. If no majority can be reached, the President has the casting vote. Directors who cannot attend a meeting can be represented by another Director. Every Director can hold a maximum of one proxy.

The Board of Directors may invite third parties with the right to speak at the meetings.

The minutes of the meetings are kept by the Secretariat and made available to the Board of Directors.

Depending on its financial resources, the Association may be able to cover, up to designated limits, the costs of the attendance of meetings by the members of the Board of Directors.

Competence

Art 15

The Board of Directors has all the powers of management and administration of the Association, except for those powers which have been accorded to the General Assembly by the present statutes. The Board of

Directors prepares the internal operating rules determining the conditions and procedures for carrying out the present statutes and presents them for information to the General Assembly.

V. The Executive Board

Art 16

The Executive Board of the Association is made up by the President, the two Vice-Presidents and the Treasurer. All members of the Executive Board fulfil their tasks as stipulated in their role description included in the internal operating rules.

The Executive Board takes all urgent and necessary decisions between the regular meetings of the Board of Directors.

VI. The President

Art 17

The President of the Association steers and supervises the implementation of the annual work programme of the Association. The President presides over the meetings of the Board of Directors, the Executive Board and the General Assembly and is supported by the Secretary General.

The President oversees the signing of any actions, documentations and any other official matters done by the Secretary General. Where specifically required by external stipulations, it is the President who signs any such matters.

Legal actions involving the Association are supervised by the Board of Directors and represented by the President, or by another Board member appointed by the Board of Directors, and the Secretary General.

In case of the non-availability of the Secretary General to formally represent the Association externally (at seminars, conferences, hearings and any other relevant events), the President takes over the external representation of the Association. If the President is not available, then one of the Vice-Presidents takes over this role, followed by other members of the Board of Directors.

Together with the Secretary General, the President is appointed as one of the Association's two "Ultimate Beneficial Owners" (UBOs).

VII. Daily management and administration

The Secretary General

Art 18

The Board of Directors appoints the Secretary General as the person in charge of the daily management and administration of the Association, both internally and externally.

The Secretary General assumes the daily management of the Association, including full operational and administrative responsibility for the Secretariat, as set out in the internal operating rules.

The Secretary General formally represents the Association externally (at seminars, conferences, hearings and any other relevant events). If the Secretary General is not available, the President takes over the

external representation of the Association. If the President is not available, then one of the Vice-Presidents takes over this role, followed by other members of the Board of Directors.

The Secretary General is not a member of the General Assembly, nor of the Board of Directors, but is expected to participate in the meetings of both the General Assembly and the Board of Directors, with an advisory, reporting but non-voting role.

The Secretary General signs contracts and expenditure for the organisation within the annual budget provision adopted by the General Assembly.

The Secretary General, together with the President (or another Board member appointed by the Board of Directors), represents the Association in any legal actions concerning the Association.

Together with the President, the Secretary General is appointed as one of the Association's two "Ultimate Beneficial Owners" (UBOs).

VIII. Budget and accounts

Art 19

The social and fiscal year ends on 31 December of every year. The Board of Directors is bound to submit for the approval of the General Assembly the accounts for the past financial year and the proposed budget for the next financial year.

The Association is financed by means of membership fees, fees for services, project and operational funding, allowances, contributions (including in-kind contributions), donations, legacies and other provisions made in last wills and testaments, given for the general purpose of the Association as well as for the support of a specific project. The Association can also collect funds by all other means that are not in violation of any laws.

The income and assets of the Association must be used exclusively for the purpose of carrying out its aims and implementing its vision and mission. They may not be used, neither directly or indirectly, for giving income to its members (except for possible refunds for attendance at statutory or other events of the Association, or amounts paid for services providing that these expenses are made in the interests of the Association and with the prior approval of the Board of Directors).

IX. Amendments to the statutes

Art 20

Any proposal to amend the statutes of the Association must be made by the Board of Directors, with guidance from the Secretary General and advice from any relevant or required third party, initiated by at least 1/3 of its members. The proposal is sent to the all full members at least one month prior to the General Assembly or a scheduled online vote concerning the amendment of the statutes.

The decision to amend the statutes can only be made by a majority of at least 2/3 of the valid votes recorded during a General Assembly or an online vote convened for that purpose.

Amendments to the statutes will only take effect when fulfilling all legal conditions set by the jurisdiction where the Association is registered.

X. Dissolution and settlement of the Association

Dissolution

Art 21

The General Assembly is called to discuss the proposals for dissolving the Association by the Board of Directors or by at least 1/3 of all members. The decision to dissolve the Association is taken by at least 2/3 majority vote of the full members.

The Association is dissolved by:

- a) Insolvency, after having been declared bankrupt
- b) Sentence of a relevant court in cases mentioned by the law of the jurisdiction where the Association is registered
- c) The condition of the Association, such as non-fulfilment of its aims, vision and mission
- d) Any other external circumstance deemed valid and justified, which brings an unavoidable end to the Association's activities

Settlement

Art 23

Any final settlement related to the dissolution of the Association shall be implemented by the Secretary General, delegated by the Board of Directors, after the approval by the General Assembly.

The Association will continue to exist after its dissolution in so far as it is necessary for the settlement of its Affairs. During the settlement process the stipulations of the present statutes remain in force as much as possible.

The General Assembly stipulates the destination of the remaining possessions – after payment of all debts – on the understanding that any balance should be appropriated for an aim linked with the aims, vision and mission of the Association.

XI. General provisions

Art 24

All that is not regulated in the present statutes shall be regulated in accordance with the provisions of the law of the jurisdiction where the Association is registered.