

VOLONTEUROPE ASBL

STATUTES

B-1040 Brussels

Enterprise number BCE 0743.517.173

CHAPTER 1: NAME, DURATION, REGISTERED OFFICE, TERM

Article 1

The Association is designated a not-for-profit Association.

The name of the Association is 'VOLONTEUROPE'.

Article 2

The registered office is in the Brussels-Capital region, at rue de Pascale, 4-6, 1040 Brussels.

The registered office may be transferred to any other location in Belgium or abroad by a simple decision of the Board of Directors.

Any change is promulgated in the annex of the Belgian Official Journal by the Board of Directors.

If by changing the location of the registered office, the Statutes require to be modified, only the Assembly General has the power to take this decision, respecting the prescribed rules for the modification of the Statutes.

Article 3

The Association is constituted for an indeterminate duration. It can be dissolved at any time.

CHAPTER 2: OBJECTIVES

Article 4

The Association has a not-for-profit goal. The objective of the Association is to promote volunteering, active citizenship and social justice in Europe and beyond.

The vision of the Association is a world where the principles of inclusion, collaboration, sustainability and equality guide the thinking and the practices in Europe and beyond. The Association wishes for social justice for all.

The mission of the Association consists of working, in collaboration with its members and partners, for the defence of volunteering and of citizens' action as a way of bringing social justice to the world. In order to achieve its objectives, the Association can use all legal means at its disposition, independently and with its members in Belgium and abroad, including to:

- a) Actively encourage political decision-makers to protect and improve the interests of volunteers and active citizens all over the world;
- b) Support exchange of information and good practice relative to all the aspects, specific or general, which involve volunteering and active citizenship;
- c) Promote to the European Institutions, the Council of Europe and to all the national or international institution, policies which support, recognise and reward volunteering;
- d) Organise and support any initiatives of international exchanges of volunteers and generally any person involved in social action and volunteering;
- e) Lobby against any form of criminalisation, penalisation or retaliation of or against acts of solidarity by volunteers and active citizens across the world;
- f) Engage in any legal means to defend the role of volunteering and active citizenship as a means of improving universal social justice.

In addition, the Association can organise operations of collective interest and offer individual services which are in agreement with its objectives.

It can accomplish any act that is in line with its objectives, directly or indirectly. It can notably lend its assistance to and be interested in any activity which is similar to its objectives.

CHAPTER 3: MEMBERS

Article 5

The Association is composed of Full Members and Associate Members. The number of Full Members cannot be less than two. Only Full Members enjoy all the rights accorded to associates by law and by the current Statutes.

The Full Members and the Associate Members will come from civil society, non-governmental organisations and from other Associations with similar objectives.

The Association is also open to any individual but these individuals must join as Associate Members.

Full Members are:

1. The signatories;
2. Any person admitted as a Full Member by the Board of Directors and members of a non-governmental organisation or another Association which promotes volunteering, social action or social justice.

Associate Members are:

Persons who, without prejudice of articles 5, 6 and 7 of the Statutes, wish to support the Association or participate in its activities and who agree to support the Statutes and the decisions taken in accordance with them.

Affiliation is valid for a calendar year and will be automatically renewed on the 1st of January each year, unless a member resigns or is excluded by the competent structures of the Association.

Article 6

The rights of Full Members include, although the list below is not exhaustive:

- a. The right to vote at the General Assembly, and in particular to vote for resolutions foreseen in article 12;
- b. The right to examine the assets of the Association and to act in the interests of the objectives of the Association and the network it represents;
- c. The possibility of asking questions of the European Institutions in the framework of the objectives of the Association;
- d. Priority access to the key events organised by the Association and those in which the Association is invited to participate;
- e. Priority access to the network of exchange of information, notably to the research done by other members of similar Associations.

The rights of Associate Members include, although the list below is not exhaustive:

- a) The right to examine the assets of the Association and to act in the interests of the objectives of the Association and the network it represents;
- b) The possibility of asking questions of the European Institutions in the framework of the objectives of the Association;
- c) Priority access to the network of exchange of information, notably to the research done by other members of similar Associations.

The Members, Full or Associate, are required to:

- a. Adhere to the Statutes of the Association;
- b. Be actively involved in volunteering, active citizenship or social justice and to promote these;
- c. Be actively involved in actions to improve society and to make it more open and tolerant in Europe or the rest of the world;
- d. Support the Association in its development and mission, as well as the realisation of its strategic objectives and in the implementation of its action plan;
- e. Engage in no activity which would be prejudicial to the interests of the Association or to any of its members;
- f. Actively participate in the activities of the Association, notably in its statutory meetings and in the case of absence from meetings, to agree to receive a proxy from another member in order to represent them and if necessary to participate in the voting process;
- g. Contribute to the visibility of the Association, mentioning its affiliation to the Association on its website, in its publications or on social media;
- h. Keep the Association informed and exchange information with it;
- i. Pay its fees in time.

The admission of new members is decided only by the Board of Directors.

Article 7

A request to be a Full or Associate Member can be made by any person by written request, dated and signed either by the person or by the legal representative of the candidate. Requests should be made to the Secretary General of the Association. The request should make clear the type of affiliation requested (Full or Associate). If the request is made by an Association, the request should be signed by a representative acting as an interlocutor of the Association.

The requests should be made electronically as a PDF.

In order to be considered, the request should include:

- a. A form requesting affiliation duly completed;
- b. A copy of the Statutes of the Association (not applicable if the candidate is an individual).
The principal elements of the Statutes should be translated into English;
- c. If possible, a copy of the last activity report. A summary should also be supplied in English;
- d. If the candidate is an individual, a recent curriculum vitae in English.

The Secretary General will examine all the requests and, if necessary, will ask for complementary information. He will prepare thereafter a recommendation to the Board of Directors in collaboration with the Managing Committee for Accreditation (composed of at least two members of the Board of Directors). The Board of Directors will agree by a majority of 2/3 the candidature of the new member.

The Board of Directors will communicate its decision electronically to the candidate at the latest in the month following the decision.

An identical procedure will be applied to requests for partnerships with an Association which is not a Member.

Article 8

The Full and Associate Members are free at any time to resign from the Association by addressing their resignation to the Secretary General.

The Full or Associate Member which does not pay its membership fees due in the month after the fee demand is sent out (unless there has been an agreement with the Secretary General or the Board of Directors of the Association) will be considered as having resigned.

In the case of the dissolution of an Association, its affiliation to the Association will automatically terminate.

The exclusion of a Full or Associate Member can only be decided by the General Assembly. Members who are guilty of breaking the Statutes or laws, who break the operational rules of the Association or who reject implicitly or explicitly the values of the Association will be excluded. The Board of Directors can suspend, until a decision of the General Assembly has been taken, members who are in serious breach of the Statutes or the laws.

Members who have resigned, are suspended or excluded, as well as the legal heirs of these members or having the rights of a deceased member, have no rights to the funding of the Association.

They cannot claim or require account statements, fixation of seals, inventories, or reimbursement of fees paid.

Article 9

The Association should keep a register of Full Members to be the responsibility of the Board of Directors.

The register includes the family name, first name and place of residence of the Members, or if it is an Association, the legal form and address of the place of registration. The Board of Directors will register all the decisions about admission, resignation or exclusion of members in this register in the eight days following the decision. The Board of Directors can decide if this register is to be held electronically.

All the members can consult the register of members at the place of registration. In order to do this, they should address a written request to the Board of Directors, in which they request a date and a time when they wish to consult the register. The register cannot be moved.

The Association should, in the case of an oral or written request to consult the register, without delay give access to the register to the Members, to authorities, administrations and services, including the appropriate prosecutors, registries and courts, the tribunals and all the jurisdictions and civil servants and should supply to these institutions copies or extracts of the register which they deem necessary.

CHAPTER 4: MEMBERSHIP FEES

Article 10

The Full and Associate Members will pay an annual membership fee. The amount of this fee is fixed each year by the General Assembly through a proposal of the Board of Directors.

CHAPTER 5: GENERAL ASSEMBLY

Article 11

The General Assembly consists of all the Full Members and is chaired by the President of the Board of Directors.

The Associate Members may be invited to the General Assembly. They have a right to speak at the General Assembly but not a right to vote. Each Member can be represented by a maximum of two delegates.

Article 12

The General Assembly is the overarching power of the Association. It possesses the powers expressly recognised by the law or the current Statutes.

The General Assembly is competent to (this list is not limited):

- a. Changes to the Statutes;
- b. The election, the revocation and the discharge of the Members of the Board of Directors;
- c. The designation, the revocation and discharge of the auditors;
- d. The exclusion of a Member;
- e. The fundamental decision-making process and the annual strategic planning process of the Association;
- f. The approval of the budget and the accounts;
- g. The approval of any increase to the membership fees;
- h. The dissolution of the Association.

The decisions of the General Assembly will be taken by a simple majority of the members present or represented, with the exception of:

- a. Changes to the Statutes;
- b. The election, revocation and discharge of the Board of Directors;
- c. The dissolution of the Association.

These decisions require a majority of 2/3 of the votes cast to be valid.

In addition, in order to be valid, a decision to change the fundamental purpose of the Association, will have to be voted by a 4/5 majority of the members present or represented.

Any modification to the Statutes has to be lodged with the court registry of the place in which the Association is registered. The same applies to any nomination, resignation or revocation of any Director.

A minute will be taken at each General Assembly. It will be signed by the President and the Secretary of the Assembly and kept for potential consultation by the members of the Association.

Article 13

At least one General Assembly should be held each year six months from the date of closure of the previous financial year.

The Association can come together in an Extraordinary General Assembly at any moment through a decision of the Board of Directors and on the request of at least a fifth of Full Members. The Board of Directors, or if necessary, the Secretary General, should convoke the General Assembly in the twenty days following the request and the General Assembly should take place at the latest on the fortieth day following the request, unless there is a statutory disposition launched against the request.

The meeting should take place on the day, hour and place mentioned in the convocation.

The General Assemblies can be run electronically and the votes can be cast on line.

The President will chair the meeting. If he or she is absent, the Assembly should elect a chair with a simple majority of votes.

Third parties can attend the General Assembly, notably the partners or experts. However, they do not have the right to vote.

The Members may receive a financial recompense on the occasion of their participation in the General Assembly if the financial resources of the Association allow. The amount of this recompense will be proposed by the President of the Assembly and voted by the Members.

Article 14

The General Assembly is convoked by the Board of Directors by email or mail and addressed to each Full Member at least one month before the Assembly and signed by a Director in the name of the Board of Directors.

The agenda is mentioned in the convocation.

Other than in cases foreseen by law, the Assembly can validly deliberate points not mentioned in the agenda.

Any proposition signed by one fifth of the Members can be added to the agenda.

Article 15

Any Full Member can be represented by another Full Member to whom they give a written proxy. Any Member can only have 2 proxies.

Article 16

All the Full Members have an equal voting right at the General Assembly, each having one vote.

Article 17

The General Assembly may only deliberate the dissolution of the Association or a change to the Statutes, conforming to the law.

CHAPTER 6: ADMINISTRATION

Article 18

The Association is administered by a Board of Directors composed of a minimum of seven Administrators or a maximum of ten Directors. If and while the Association has fewer than three members, the Board of Directors can be composed of two Directors.

If and while the Association has fewer than seven members but more than two, the Board of Directors can be composed of less than seven Directors.

If the Board of Directors has only two members, any provision granting a Board Member a casting vote is automatically nullified.

The Directors are elected from the Full Members by the General Assembly for a period of three years. The Directors can only serve a maximum of three mandates.

Candidates for the Board of Directors should address a letter presenting their candidature to the members of the General Assembly in which they should present themselves and describe their motivation. If the candidate represents another Association, he or she should also supply a letter from the Association designating him or her as a candidate for the Board of Directors.

The Board of Directors should keep in mind regional representation. If possible, the Board of Directors should not have more than two Directors of the same nationality. In the same way, if possible, the Board of Directors should respect gender balance.

Article 19

In the case of a Director vacating his or her place before the end of his or her mandate, the Directors have the right to co-opt a new Director.

The first General Assembly which follows should confirm the mandate of the co-opted Director; when confirmed, the co-opted Administrator should complete the mandate of his or her predecessor, except if the General Assembly decide otherwise. If there is no confirmation, the mandate of the Administrator will finish at the General Assembly, without prejudice to the composition of the Board of Directors up until that time.

The members of the Board of Directors can be revoked by the General Assembly by a two thirds majority of the Full Members present or represented and this following a proposal by at least a third of the Members. The Board of Directors can equally revoke one of its members by a simple majority.

The proposal to revoke a Member of the Board of Directors should be motivated by the non-performance of a task assigned to the Member of the Board of Directors or by other specific motives which can include:

- a) Unjustified non-participation in three consecutive statutory meetings;
- b) Engagement in activities which are prejudicial to the objectives, vision, mission and reputation of the Association;
- c) Loss of contact with the affiliated Association which designated the Board Member in the case of an organisation member;
- d) Any other justified motive.

Article 20

The Board will designate from among its Members, a President, two Vice-Presidents and, if necessary, a Treasurer and a Secretary.

If the President impedes this, his or her functions should be taken over by the oldest of the Administrators present.

Article 21

The Board of Directors meets at the behest of the President or of two Administrators. It can only legally meet if a majority of its Members are present. Its decisions are made by a majority of those voting in person or represented, the President or his or her replacement, has, in the case of a tie, has the casting vote.

The Board of Directors' meetings can take place virtually and the votes can be cast on line.

Article 22

The Board of Directors has the most extensive power in order to administer and manage the Association. Acts reserved for the law are out with its competence or the current Statutes which are reserved for the General Assembly.

It can, for example, without this being an exhaustive list, make and pass all acts and contracts, open and manage bank accounts, deal with, compromise, acquire, exchange, sell any goods, furniture or properties, mortgage, borrow, conclude leases, accept legacies, subsidies, donations and transfers, renounce all its rights, represent the Association in the courts, both as defendant and complainant. It can also appoint and dismiss the staff of the Association.

Article 23

The Board of Directors will delegate the day to day management of the Association, both internal and external, with a signature to this effect, to a Secretary General.

The Secretary General will manage the Association on a day-to-day basis, including full operational and administrative responsibility for the Secretariat, as the internal operating rules state.

The Secretary General formally represents the Association externally (at seminars, conferences, auditions and other important events). If the Secretary General is not available, the President may assume the external representation of the Association. If the President is not available, one of the Vice-Presidents may assume this role, followed in turn 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 he or she is expected to participate in the General Assembly and the meetings of the Board of Directors, in the role of a consultant and reporter but without the right to vote.

The Secretary General will sign the contracts and payments for the organisation in the framework of the annual budget, as adopted by the General Assembly.

The Secretary General and the President (or another member of the Board designated by the Board of Directors) will represent the Association in any legal action that concerns the Association.

Article 24

Legal actions, whether as defendant or complainant, are brought by or seconded in the name of the Association by the Board of Directors, represented by the President.

Article 25

Any actions in which the Association engages, other than day to day management, are signed, at least by a special delegation of the Board, or by the President of the Board, or by two Directors, who do not have to justify their powers to a third party.

Article 26

Whenever the Board of Directors is called to take a decision or pronounce about something relevant to its competence in which a Director has a direct or indirect interest of a personal kind which is in conflict with the interest of the Association, this Director should inform the other Directors before the Board of Directors takes a decision. His or her declaration and explanation about the nature of this interest should figure in the minutes of the meeting of the Board of Directors which is to take the decision. The Board of Directors is not permitted to delegate this decision.

Article 27

The Administrators should not, because of their obligations, undertake any personal contracts and have no responsibility beyond their mandate. In as far as the financial resources of the Association allow and within limits fixed by the Board of Directors, the costs of participation in the Board of Directors meetings may be reimbursed to the Administrators. The mandate of the Administrators will, however, be undertaken free of charge.

CHAPTER 7: MISCELLANEOUS PROVISIONS

Article 28

The financial year starts of 1st January and closes on 31st December. As an exception, the first year can begin now and close on 31st December 2020.

Article 29

Unless the law requires otherwise, the General Assembly can designate, a commissioner, Member or not, to verify the accounts of the Association and to present to it an annual report. The General Assembly will determine the length of his or her mandate.

Article 30

If the Association is dissolved, the General Assembly will designate the liquidator or liquidators, determine their powers and decide what to do with the Association's net assets.

In all cases of voluntary or legal dissolution, at whatever time or for whatever reason this happens, the net assets of the dissolved Association should be offered for a not for profit cause within an Association which shares the same objectives.

Article 31

Anything not foreseen in the current Statutes is regulated by law and notably the Code of Companies and Associations.

FINAL PROVISIONS

- 1) The registered address is: rue de Pascale 4-6, 1040 Brussels
- 2) The General Assembly today elected as Administrators
 - Mrs Oonagh AITKEN
 - Mr David LOPEZ
 - Mr Constantin DEDU
 - Mr Davide PESCE
 - Miss Cara BATTRICK

Further qualified below, the following are designated and accept the mandate.

- 3) The Administrators are designated as:
 - President and representative of the Association: Mrs Oonagh AITKEN
 - Vice-Presidents of the Association: Mr David LOPEZ and Mr Constantin DEDU
 - Secretary of the Association: Miss Cara BATTRICK
 - Treasurer of the Association: Mr Davide PESCE
 - Secretary General, designated in line with Article 23: Mr Piotr SADOWSKI

The founders, by virtue of the annexed powers of attorney, mandate Mr Piotr SADOWSKI to sign these statutes.

Mandate is given to PME-Conseils SA (RPM Brussels 0431 475 103) represented by Christophe Somers, administrator, to sign and file this resolution for publication in the annexes to the Belgian Official Gazette.

Done in Brussels, on 4 December 2019, in triplicate.



PIOTR SADOWSKI