



## Statutes and procedures of the European Seniors' Union (ESU) IVZW/AISBL

### PREAMBLE

ESU is dedicated to the advancement of senior citizens rights throughout Europe and the promotion of senior-related issues within the European Peoples Party, an international non-profit association with registered office at rue du Commerce – Handelsstraat 10, 1000 Bruxelles – Brussel and registered with the Belgian Crossroads Bank for Enterprises under number 0881.780.973 (“EPP”) and within the EPP member parties.

ESU adheres to the historic mission of the EPP of creating a united and federal Europe that is based on freedom, justice, solidarity, responsibility, equal opportunities and the principle of subsidiarity. ESU is convinced that for the beneficiary future of Europe the personal commitment of its citizens is of the utmost importance and therefore wants to contribute to the dissemination of the idea of a united Europe among member parties of the EPP and the public in general.

ESU shares the basic values and principles of EPP and is recognized by the EPP as the official association of senior citizens from all like-minded political parties in Europe. ESU has gathered member organizations established within and outside the European Union. To the extent that members of the ESU are senior citizens organizations from political parties that are members of the EPP, ESU is and shall remain in any event independent from the EPP in all decisions.

At the occasion of the Dublin Congress of the EPP on 5 March 2014, the Presidency of the ESU decided to take the necessary steps and decisions to transform the legal form of ESU from a non-profit association (*vereniging zonder winstoogmerk/association sans but lucratif*) under Austrian law into an international non-profit association (*internationale vereniging zonder winstoogmerk/association internationale sans but lucrative*) under Belgian law.

### NAME – OFFICE – PURPOSE - DURATION

#### Article 1

The association is named “European Seniors’ Union”, or abbreviated as “ESU”. This name must always be preceded or followed by the words “*internationale vereniging zonder winstoogmerk/association internationale sans but lucratif*” or the abbreviation “*IVZW/AISBL*”.

The association is governed by Title III of the Belgian law of 27 June 1921 on the non-profit associations, the international non-profit associations and the foundations.

## Article 2

The registered office of the association is established at rue du Commerce – Handelsstraat 10, Bruxelles - Brussel, in the Brussels judicial district.

The Presidency is authorized to transfer the registered office of the association to any location within this judicial district and to establish other offices and/or branches within or outside this judicial district.

## Article 3

The purpose of the association is to:

- defend and promote the rights and interests of senior citizens in the European Union;
- promote and foster the participation of senior citizens within all EPP member parties, the European institutions and within the society generally, in view of achieving its political objectives;
- promote and organize activities of its members at European level;
- promote and foster cooperation between senior citizens in the development of European politics, in particular in respect of the protection of the dignity of persons, and the respect for one's life;
- develop political debate, develop political strategies and take own initiatives promoting the ideas of the association;
- contribute to the realization of a free and pluralistic democracy, thus sharing the basic values and principles of the EPP based on liberty and solidarity;
- develop the relations of its members, and the inclusion of prospective members from different states and regions in Europe, in order to gain political and organizational strength in the European area.

In order to realize this purpose and in order to establish, develop, implement and promote its policies, the association shall, amongst other things, organize discussion and decision forums, events and fact-finding missions and issue publications of all sorts, always in accordance with democratic principles.

The association is authorized to undertake all actions and to enter into all transactions (including real estate transactions) which are directly or indirectly useful or necessary for the promotion and achievement of the purpose of the association.

Through their national policies, the members of the association support positions taken by the association in the context of the European Union. In the context of national responsibilities, they can maintain their own name, their identity and their freedom of action.

## Article 4

The association is established for an indefinite period.

## **MEMBERSHIP**

### **MEMBERS**

## Article 5

The number of Members is unlimited, but may not be less than two.

Members have the rights conferred to them by the by-laws and the internal regulations, including the right to participate to meetings of the Executive Committee and the Congress with voting right.

The Presidency is authorized to grant Member status to:

- a. organizations that meet the following requirements:
  - (i). the purpose of the organization is the protection of the interests of senior citizens;

- (ii). the organization is, directly or indirectly, related to a member party of the EPP and recognized as such by the relevant member party of the EPP;
  - (iii). the organization has its registered office in a member state of the European Union; and
  - (iv). the organization subscribes to and acts in accordance with article 3 of these by-laws and accepts the by-laws and internal regulations of the association.
- b. organizations or persons that (i) are in charge of the policy relating to the protection of the interests of senior citizens in a member party of the EPP, and (ii) subscribe to and act in accordance with article 3 of these by-laws and accept the by-laws and internal regulations of the association, to the extent that the relevant member party of the EPP did not set up a senior organization.

In article 5,b. by ,member party of EPP' is meant 'member or associate member of the EPP'.

- c. organizations that (i) have their registered office in a member state of the European Union and have as their main task the protection of the interests of senior citizens, (ii) are not directly or indirectly connected to a member party of the EPP, and (iii) subscribe to and act in accordance with article 3 of these by-laws and accept the by-laws of the association and internal regulations of the association.

Applications for Member status shall be submitted to the Presidency in writing.

The decision to grant or refuse Member status to an applicant is taken by the Presidency. The Presidency is allowed to grant or refuse Member status at its own discretion.

#### **Procedure for admission of new members.**

The decision on the admission of new members is a competence of the Presidency. (Art 12)

The membership application has to be addressed by written paper to the Presidency of the ESU. The application has to contain the motives for application, a statement of acceptance of the political programme and of the ESU's statutes. Each membership application has to include an English translation of the programme, the statutes and a documentation about the history, the organisation (e.g. number of members, budget, ...) and the organisation structures of the applicant. These documents are not needed, unless the association was subject of fundamental changes, when an observer applies to become full member.

The Secretary General after having examined the application submits to the Presidency the application with the result of his examination. If the Presidency decides so, a hearing of the applicant organisation can take place.

If the membership is refused, the applicant has the right to appeal in a written and/or oral way, on which will be decided during the next Presidency meeting.

#### **OBSERVERS**

##### **Article 6**

The status of Observer can be granted to an organization if the following conditions are met:

- (i) the main purpose of the organization is the protection of the interests of senior citizens;
- (ii) the organization performs activities in Europe; and
- (iii) the organization subscribes to and acts in accordance with article 3 of these by-laws and accepts the by-laws and internal regulations of the association.

Applications for Observer status shall be submitted to the Presidency in writing.

The decision to grant or refuse Observer status to an applicant is taken by the Presidency. The Presidency is allowed to grant or refuse Observer status at its own discretion. Observers can participate in meetings of the Executive Committee and the Congress without voting right.

#### **Procedure for admission of new observers.**

The decision on the admission of members is a competence of the Presidency. (Art 12)

The membership application has to be addressed by written paper to the Presidency of the ESU. The application has to contain the motives for application, a statement of acceptance of the political programme and of the ESU's statutes. Each membership application has to include an English translation of the programme, the statutes and a documentation about the history, the organisation (e.g. number of members, budget, ...) and the organisation structures of the applicant.

The Secretary General after having examined the application, submits to the Presidency the application with the result of his examination. If the Presidency decides so, a hearing of the applicant organisation can take place.

If the observer status is refused, the applicant has the right to appeal in a written and/or oral way, on which will be decided during the next Presidency meeting.

### **MEMBERSHIP**

#### **Article 7**

The annual membership fee for Members and Observers is determined by the Executive Committee. The Executive Committee decides on the annual budget with a two third majority of the votes present or represented.

The membership fee is determined and payable in accordance with the internal regulations.

If the Member has not paid the annual membership fee when due its right to vote in the Executive Committee and the Congress, as well as the right to propose candidates for the Presidency, can be suspended by the Presidency.

#### **Article 8**

The Presidency keeps a membership register at the registered office of the association. For each of the Members and Observers, this register lists the name, legal form, address of the registered office and, where applicable, the registration number in accordance with existing legislation and/or regulations. All Members and Observers may consult this register at the registered office of the association.

#### **Article 9**

A Member or Observer may resign from the association at any time. The Member or Observer gives notice to the Presidency of the decision to resign by registered letter.

A Member or Observer which resigns is obliged to fulfill its financial obligations towards the association for the year during which the resignation is submitted and for all previous years.

The Executive Committee can exclude a Member or Observer if, among others, it does no longer fulfill the conditions mentioned under respectively article 5 or article 6 of these by-laws, no longer subscribes to and/or acts in accordance with the basic values and principles or the purpose of the association, violates the by-laws or internal regulations of the association or fails to pay the

membership fee over a period of three months after having received a notice of default to that effect.

A Member or Observer that resigned or was excluded, nor its legal successors, are entitled to the assets of the association and has no right to be reimbursed for memberships fees, contributions or any other payments made to the association, unless expressly provided otherwise in these by-laws.

#### **Procedure for the exclusion of members/observers.**

The decision on the exclusion of a member or observer is a competence of the Executive Committee.

The request concerning the exclusion of a member-organisation (e.g. for political or for administrative reasons) can be submitted on proposal of the Presidency or when requested by half of the member-organisations.

From the moment the procedure for exclusion is started, the Presidency may pronounce a provisional suspension.

The request has to be justified in writing. After having heard the organisation asked to be excluded, the Executive Committee takes a decision following the rules set out in Art 17 of the statutes.

### **BODIES OF THE ASSOCIATION**

#### **Article 10**

The bodies of the association are:

- (i) the Presidency ;
- (ii) the Executive Committee; and
- (iii) the Congress.

### **THE PRESIDENCY**

#### **Article 11**

The association is managed by the Presidency, which is the management body of the association in the meaning of article 48, 6° of the Belgian law of 27 June 1921 on the non-profit associations, the international non-profit associations and the foundations. The Presidency is composed as follows:

- (i) the President;
- (ii) a maximum of twelve Vice-Presidents;
- (iii) the Secretary General;
- (iv) the Treasurer; and
- (v) the honorary Presidents

Only representatives of Members are eligible for these functions.

On the proposal of the President, the former Presidents of the association (the “Former Presidents”) can be invited to the Presidency meetings,.

To the extent practically possible, the mandates in the Presidency shall be allocated observing a balanced spread between countries of the European Union and between Members of the association.

Each Member is allowed to propose candidates for the functions of President and Vice-President.

Candidates must be nominated, in writing, to the Secretary General, fifteen days prior to the date of

the election. All Members shall be informed of the names of the candidates not less than three days prior to the relevant meeting of the Congress.

The President and the Vice-Presidents are elected by the Congress by secret ballot for a renewable term of three years. The Congress elects the President by a simple majority of the valid votes cast. The Vice-Presidents are elected in one single vote. If there are more than twelve candidates for the function of Vice-President, the twelve candidates who are best ranked, are elected. Abstentions are not considered valid votes.

The Secretary General and the Treasurer are elected by the Presidency, upon proposal by the President.

To safeguard the independency of the association, the position of President is not compatible with an employed profession by the EPP or the EPP Group in the European Parliament.

The members of the Presidency may resign at any time, by giving notice to the Presidency of this decision to resign by registered letter. The members of the Presidency can also at any time be dismissed by the Congress, with an absolute majority of the votes.

If a mandate falls vacant, the Presidency may elect a temporary replacement.

The members of the Presidency are not remunerated for the exercise of their mandate, unless decided otherwise by the Congress.

#### **Procedure for the election of the President and the Vice-Presidents.**

The Congress will elect the President and a maximum of twelve Vice-Presidents.

Nominations for the functions of President and Vice-President must be submitted by member organisations. This right can be suspended by the Presidency for those members that didn't pay their annual membership fee. The nominations must be in writing and addressed to the Secretary General at the latest fifteen days prior to the date of the election.

The nomination of a candidate President must be supported by its own member association and their national EPP party. Besides, at least two other member associations must support this nomination.

The nomination of a candidate Vice-President must be supported by its own member association and their national EPP party.

All members shall be informed of the names of the candidates not less than three days prior to the relevant meeting of the Congress.

The elections of the President and Vice-Presidents shall take place using a separate and secret ballot each, in the following order: President and Vice-Presidents. The election part of the Congress will be chaired by an Election Officer/ an Election Committee of three Congress delegates appointed by the Congress. The Election Officer/The members of the Election Committee may not be himself/themselves a candidate President or Vice-President.

Each candidate shall have the opportunity to introduce himself (five minutes) and to answer to questions. One third of the Congress delegates can initiate a debate on the candidates. The candidates shall leave the room for the duration of this debate. They can be called back at any time to answer questions.

Each election stage shall be separately held and no election stage shall proceed until the vote on the previous election has been announced by the Election Officer/Committee.

Voting in the elections is conducted as follows:

- Each Congress delegate with voting rights shall receive a ballot paper. All ballot papers shall be stamped with the ESU stamp or verified by the Secretary General's signature. Each ballot paper shall have the names of all candidates of the respective election stage printed on it.
- Each voting member shall mark up to one name on the ballot paper for the election of the President and up to twelve names on the ballot paper for the election of the maximum

twelve Vice-Presidents.

- The secrecy and anonymity of the vote shall be guaranteed by technical means such as an election booth.
- Unmarked ballot papers will be counted as abstentions and ballot papers with more marks than names, will be counted as spoilt ballot papers.
- The Election Officer/Committee shall supervise the collection of the ballot papers and the counting of the names by the tellers and shall announce the results as fast as possible.
- In the event of a dispute arising out of the elections, the Election Officer/Committee shall make a decision, which shall be binding.
- If there are more than twelve candidates for the positions of Vice-President, the twelve candidates who are best ranked, are elected.
- The President is elected by a simple majority of the valid votes cast. The best ranked candidate with a simple majority of votes is elected.
- If there is a parity of votes or none of the candidates has a simple majority of votes arising out of the election of the President, the Election Officer/Committee shall call immediately for a second ballot. If it does not bring about a decision and no candidate wishes to withdraw, (the Election Officer/Committee shall draw lots) or (President has a casting vote).

#### Article 12

The Presidency has the powers attributed to it by the law, these by-laws and the internal regulations.

Its competences consist inter alia of:

- ensuring the implementation of decisions taken by the Executive Committee and the Congress;
- preparing the annual accounts and budget;
- ensuring the representation of the association within the EPP and towards other institutions and organizations;
- monitoring the work of the Secretary General, and more in particular the budget;
- issuing statements on behalf of the association in the framework of its program further to a decision of the Executive Committee or Congress;
- deciding on the admission of Members and Observers;
- the election of the Secretary General and the Treasurer, upon proposal of the President.
- preparing the meetings and agenda of the Executive Committee and the Congress.

#### Article 13

The members of the Presidency shall meet at least two times a year, upon convocation by the President by letter, fax or email at the latest two weeks in advance, unless in case of urgency. The President shall be obliged to convene a meeting of the Presidency if requested to do so by four Vice Presidents. The meetings take place on the day and at the time and location stated in the convening notice. The notice also contains the agenda, which is determined by the President. The Presidency can only debate the items that have been included in the agenda, unless all members of the Presidency that are present unanimously agree to deliberate on additional items at that time. The Presidency can validly decide only if half of its members having voting rights are present or represented.

In case of failure to achieve this quorum, a second meeting can be convened with the same agenda, which can validly decide, regardless of the attendance quorum.

Decisions shall be taken by an absolute majority of the votes cast. Each member of the Presidency shall have one vote. In case of a tie, the President has the casting vote.

The meetings are chaired by the President.

The Secretary General shall draw up the minutes of the meetings, which shall be kept at the registered office of the association.

A member of the Presidency can give a proxy to attend and vote at a meeting of the Presidency, provided that proxies can only be given to another member of the Presidency, it being understood that a member of the Presidency shall not be granted more than two proxies for one and the same meeting.

On the proposal of the President and by decision of the Presidency, the Presidency may delegate specific powers and tasks to members of the Presidency, members of other bodies of the association or employees of the association.

On the proposal of the President, the Presidency may invite third parties and experts to meetings of the Presidency to give advice to the Presidency.

The meetings of the Presidency may also be organized by video- or teleconference.

#### Article 14

On the proposal of the President, the Presidency may approve a proposal by having all members of the Presidency sign for approval a circular setting out the proposal.

In this case, the Presidency is not required to call a meeting. The circular must include the following information:

- a statement that the text is a proposal for a decision of the Presidency;
- a statement that the decision shall only be approved if signed by all members of the Presidency;
- a statement that in order to be approved, the decision may not be amended and that no reservations may be expressed by members of the Presidency;
- a statement that all the members of the Presidency must return the document signed and with the handwritten words "read and approved";
- a statement indicating the number of days within which the signed circular must be returned to the association.

#### **The written procedure in the Presidency**

For practical reasons or due to time constraints the written procedure can be conducted by e-mail.

### **THE EXECUTIVE COMMITTEE**

#### Article 15

The Executive Committee is the general leading body of the association in the meaning of article 48, 5° of the Belgian law of 27 June 1921 on the non-profit associations, the international non-profit associations and the foundations.

The Executive Committee is the strategic political body of the association.

The Executive Committee is composed as follows:

- (i) the members of the Presidency, who shall each have one vote;
- (ii) the Members of the association, who shall to that effect designate two delegates, who shall each have one vote.

Statutory Financial auditors, Internal Auditors and Observers are entitled to attend the meetings of the Executive Committee.

On the proposal of the President, the Former Presidents can be invited to the meetings of the Executive Committee.

On the proposal of the President, the Executive Committee may invite third parties and experts to give advice to the Executive Committee.

Persons invited to attend the meetings of the Executive Committee do not have voting right.

#### Article 16

The Executive Committee has the powers attributed to it by the law, these by-laws and the internal regulations. Its powers consist inter alia of:

- ensuring unity of action by the association and influencing the achievement of European policy in the spirit of the program of the association;
- stimulating and organizing systematic relations between its Members and Observers and their respective EPP member parties,
- stimulating and organizing systematic relations with related senior citizens organizations, platforms and coordination structures;
- approval of the annual accounts and the budget;
- deciding on the exclusion of Members and Observers;
- formulating recommendations to the Congress as to amendments to the by-laws of the association;
- any powers conferred to the Congress, to the extent that such decisions cannot be postponed until the next Congress;
- discharge of the mandate of the members of the Presidency;
- any residual powers not expressly conferred to the Presidency or the Congress.

The Executive Committee may establish standing commissions and ad hoc working groups to study specific problems, and decide to dissolve them after having heard the president of the commission or working group.

#### **The procedure for the establishment of commissions and working groups (EXCO).**

Ad hoc working groups and standing commissions are set up by the Executive Committee for a specific period and have the task to prepare specific documents or study specific problems.

Working groups and commissions can be chaired only by representatives of members of ESU. The position of Chairman and Vice-Chairman of a working group is applied for by a qualifying individual and appointed by the Executive Committee. The Executive Committee may appoint one Chairman and two Vice-Chairmen for each working group or commission.

The Chairman of the working group or commission is responsible for drafting a working program.

The Chairman can appoint a Vice-Chairman to replace him in case of absence or hand them over some specific tasks.

In case of a disagreement, the Chairman decides what should be included in the final report. The Chairman shall always seek to reflect the consensus of the working group or commission.

The draft reports or reports of the working groups and commissions are submitted to the Presidency and put on the agenda of the next meeting of the Executive Committee.

#### Article 17

On the invitation of the President, the Executive Committee meets at least annually or whenever the interests of the association so require. An extraordinary meeting of the Executive Committee must be convened if a request is made to that effect by at least one-third of the Members of the association.

The Executive Committee shall be convened by letter, fax or email at the latest two weeks in advance, unless in case of urgency.

The Executive Committee can validly deliberate and decide, provided one fourth of the members of the Executive Committee are present or represented, unless otherwise provided for in these by-laws. The convening notice sets out the agenda. Meetings are held at the registered office of the association or at any other location stated in the convening notice for the meeting.

All decisions of the Executive Committee shall be taken with an absolute majority of the votes cast by the members of the Executive Committee having voting rights. In case of a tie, the President has the casting vote.

A member of the Executive Committee, or a delegate representing such member, can give a proxy to another member of the Executive Committee or delegate entitled to attend and vote at the meetings of the Executive Committee, to attend and vote on his behalf at a specific meeting of the Executive Committee. The number of votes that can be delegated to one single member of the Executive Committee or delegate entitled to vote at the meetings of the Executive Committee is limited to three.

The meetings are chaired by the President.

The Secretary General shall draw up the minutes of the meetings, which shall be kept at the registered office of the association.

## **THE CONGRESS**

### **Article 18**

The Congress is composed as follows:

- (i) the members of the Presidency, each having one vote;
- (ii) the delegates of the Members of the association that are part of the Executive Committee, each having one vote;
- (iii) a number of additional delegates of the Members of the association as follows:
  - a. each Member of the association shall have the right to designate ten additional delegates, and each delegate will have one vote.
  - b. if the country in which the Member of the association has its registered office has more than ten million inhabitants, it is entitled to one additional delegate per each ten million inhabitants.
  - c. if more than one Member of the association has its registered office in the same country, the ten delegates need to be allocated between those Members, who will decide between themselves how these delegates will be allocated on a given meeting.

Each person entitled to vote at the Congress can give a proxy to attend and vote at a specific meeting of the Congress provided that proxies can only be given to another person entitled to vote at the Congress, it being understood that such person shall not represent more than one other person on one specific meeting of the Congress.

Statutory Financial auditors, Internal Auditors and Observers are entitled to attend the meetings of the Congress.

On the proposal of the President, the Former Presidents can be invited to the meetings of the Congress.

On the proposal of the President, the Congress may invite third parties and experts to give advice to the Congress.

Persons invited to attend the meetings of the Congress do not have voting right.

#### Article 19

The Congress has the powers attributed to it by these by-laws and the internal regulations. Its powers consist inter alia of:

- deciding on the (political) program of the association;
- approving amendments of the by-laws;
- electing the President, Vice-Presidents;
- electing the Honorary Presidents, upon proposal of the President;
- appointing the Statutory Financial Auditor(s) (if applicable) and the Internal Auditors of the association;
- deciding on the dissolution of the association.

#### **Procedure for the election of Honorary Presidents**

A Honorary President is nominated by the President and elected by the Congress, at simple majority, by which he or she is considered elected.

Voting in the elections is conducted as follows:

- Each Congress delegate with voting rights shall receive a ballot paper. All ballot papers shall be stamped with the ESU stamp or verified by the Secretary General's signature. Each ballot paper shall have the names of all candidates for Honorary President printed on it.
- The secrecy and anonymity of the vote shall be guaranteed by technical means such as an election booth.
- Unmarked ballot papers will be counted as abstentions and ballot papers with more marks than names, will be counted as spoilt ballot papers.
- The Election Officer shall supervise the collection of the ballot papers and the counting of the votes and shall announce the results as fast as possible.
- In the event of a dispute arising out of the elections, the Election Officer shall make a decision, which shall be binding.
- If no simple majority can be formed (the Election Officer shall call immediately for a second ballot. If it does not bring about a decision the President has a casting vote.

#### Article 20

On the invitation of the President, the Congress meets at least every three years. An extraordinary meeting must be convened if a request is made to that effect by the Executive Committee or at the request of at least one-fourth of the Members of the association.

The Congress shall be convened by the President by letter, fax or email at the latest one month in advance, unless in case of urgency.

The convening notice sets out the agenda. Meetings are held at the registered office of the association or at the place stated in the notice of the meeting. Items that have not been included in the agenda cannot be resolved upon unless approved by the Congress with a majority of two-thirds of the votes cast.

The Congress can only validly decide if at least half of the Members of the association are present or represented.

All votes and election procedures shall be made by a simple majority of the votes cast, except for amendments of the by-laws and the dissolution of the association that require a majority of two-thirds of the votes cast. In case of a tie, the President has a casting vote.

The meetings are chaired by the President, or, in case of absence of the President, by one of the Vice-Presidents.

The Secretary General shall draw up the minutes of the meetings, which shall be kept at the registered office of the association.

#### **The procedure for the convocation of the Congress.**

The convening of the Congress is made by the president on behalf of the Presidency. The invitation must be in written form and send out by letter, fax or e-mail, giving information about the place, the date and the agenda. It has to be sent out – eventually together with the regulation of the Congress - to the member-organisations, at least one month beforehand (unless in case of urgency). The member-organisations are responsible for the information of their delegates. The President has to be informed, at least two week before the opening of the Congress, of the names and the addresses of the delegates as well as of a delegation head.

The agenda shall contain at least the following points:

- Opening of the meeting
- Finalisation and adoption of the Agenda
- Confirmation of the Quorum
- Appointment of Tellers
- Voting upon motions (program, amendments by-laws, ...)
- Reports
- Statements
- Appointment of Election Officer/Committee
- Elections of President, Vice-Presidents
- Election Honorary Presidents (if proposed by the President)
- Appointment Statutory financial Auditor(s) and maximum four Internal Auditors
- Any other business
- Closing of the meeting

#### **SECRETARY GENERAL**

##### Article 21

On the proposal of the President, the Presidency elects a Secretary General, in charge of the day-to-day management of the association, including the representation of the association within the limits of the day-to-day management. The Secretary General is elected for a renewable term of three years. The Presidency elects a Secretary General with a simple majority of the votes present or represented on the meeting.

This day-to-day management includes inter alia (i) the management of the daily business and exercise of the decisions taken by the bodies of the association; (ii) the drawing up, with the approval of the President, of agenda's for meetings of bodies, the coordination of the convening of meetings, their preparation, and the drawing up of minutes and (iii) taking care of the financial management together with the Treasurer.

The Secretary General is entitled to implement decisions of the Presidency. The Secretary General is also authorized to appoint an attorney at law to represent the association in judicial proceedings either as applicant or defendant.

The Secretary General prepares and provides the Executive Committee at the beginning of a new year with a report of the activities of the association for the ended year and a proposal for activities in the year that starts.

#### **Procedure for the election of the Secretary General and Treasurer.**

The Secretary General and the Treasurer are elected by the Presidency, upon proposal by the President.

The election of the General Secretary and Treasurer will take place at the first Presidency meeting after the Congress. Unless asked otherwise by at least 1/3thd of the Presidency members, the election will be by show of hands. The elections for both positions have to be seen as separate procedures. They are elected at simple majority, by which he or she is considered elected. In case of a tie the President has a casting vote.

If upon request of at least 1/3thd of the Presidency members the election cannot be conducted by show of hands, the Presidency members with right of vote will receive a ballot paper. If no simple majority can be formed after this secret election, the President will call for a second round.

If after this second round there is still no simple majority the election will be postponed until the next Presidency meeting. It remains the right of the President to propose a candidate.

#### **TREASURER**

##### **Article 22**

On the proposal of the President, the Presidency elects a Treasurer, in charge of the financial management of the association.

At the beginning of a new financial year the Treasurer prepares and provides, together with the Secretary General, a report on the budgetary perspectives of the association to the Presidency and the Executive Committee. The Treasurer is also responsible for organizing the funding of the association and its activities, by means of donations or any other legal means.

#### **The financial regulations.**

The necessary means for the realisation of the ESU's tasks are coming from its membership fees, incomes from manifestations, sale of brochures and publications or from other activities, gifts, allowances, allocation of funds, other incomes.

The financial year corresponds with the calendar year.

Each year the Treasurer, in cooperation with the Secretary General, has to submit the annual accounts for the ended year and the next year's budget plan to the Presidency. The Presidency must submit the annual accounts and budget to the Executive Committee for approval. The Treasurer will also, together with the Secretary General, draw up a report on the budgetary perspectives of the association to submit to the Presidency and the Executive Committee.

## **REPRESENTATION**

### **Article 23**

The association is validly represented towards third parties by:

- the President; or
- two members of the Presidency acting jointly; or
- for matters of day-to-day management and any other matters conferred to the Secretary General by the by-laws, the Secretary General; or

special proxy holders appointed by the Presidency or, for matters conferred to the Secretary General, by the Secretary General, within the limits of their powers.

## **AMENDMENTS TO THE BY-LAWS**

### **Article 24**

Proposals for modifications of the by-laws may be introduced by each Member.

Proposals must be presented in writing to the Secretary General who will transmit them to the members of the Executive Committee for deliberation at least four weeks prior to the meeting at which the Executive Committee will deliberate on those proposals.

Proposals shall be presented to the Congress for adoption only if they have obtained a two-thirds majority of the votes cast in the Executive Committee.

A modification of the by-laws needs to be approved by the Congress with a majority of two-thirds of the votes cast.

## **FINANCIAL YEAR – ANNUAL ACCOUNTS AND BUDGET – AUDITORS**

### **Article 25**

The association's financial year starts on 1 January and ends on 31 December.

At the end of each financial year, the Presidency, on the proposal of the Treasurer draws up the annual accounts for the financial year ended and establishes the budget for the following financial year in accordance with the applicable legal provisions. The annual accounts are submitted to the Executive Committee for approval.

The surplus is added to the association's assets and in no case may be paid to Members in the form of dividends or otherwise.

### **Article 26**

To the extent required by law, the Congress appoints one or more Statutory Financial Auditors assigned with auditing the accounts submitted by the Presidency and presenting a report on the accounts in accordance with the applicable legal provisions.

The Congress also appoints maximum four Internal Auditors. This appointment of the Internal Auditor(s) coincides with the elections of the members of the Presidency. The Internal auditors are appointed for a renewable term of three years.

The Statutory Financial Auditor and Internal Auditor may attend the meetings of the Executive Committee and the Congress, without voting right.

The Internal Auditors are competent to verify the accounts of the association. They have to report their findings and the proposition to discharge to the Executive Committee.

### **Procedure for the appointment of the (Internal) Auditors.**

The Congress appoints one or more Statutory Financial Auditors and maximum four Internal Auditors. Art 19 and 26 doesn't foresee in an election procedure for these positions.

The President proposes one or more Statutory Financial Auditors and maximum four Internal Auditors to the Congress.

The appointment will be by show of hands and needs a simple majority. In case of a tie the President has a casting vote.

If upon request of at least 1/3thd of the Congress delegates the appointment cannot be conducted by show of hands, the delegates with right of vote will receive a ballot paper. If no simple majority can be formed, the President will call for a second round.

## **DISSOLUTION**

### Article 27

The association may be dissolved voluntarily by a decision of the Congress with a majority of two-thirds of the votes cast.

The association is not dissolved as a result of dissolution or resignation of a Member, provided the number of Members is not less than two.

In the event of voluntary dissolution, the Congress elects the liquidator(s). In the absence of such appointment, the members of the Presidency will act as liquidators.

In the event of dissolution, the Congress decides on the disposal of the assets, with a simple majority of the votes cast. Such disposal must serve a not-for-profit purpose with similar purposes as the association.

## **INTERNAL REGULATIONS**

### Article 28

At the proposal of the Presidency, the Executive Committee can adopt internal regulations in which issues of internal order and of financial order not mentioned in these by-laws shall be set out. The internal regulations may deal in particular with the nomination and election process.

## **PROXY PROCEDURE**

### **The proxy procedure for the Presidency, Executive Committee and Congress (Art13, 17 and 18)**

A member of the Presidency, Executive Committee or Congress that following the articles 13, 17 or 18 want to give a proxy to attend and vote at the respective meetings, must inform in a written way the President before the official opening of the meeting. The document must be signed by both, as well the one who gives the proxy as the one who receives it.

For practical reasons or due to time constraints the proxy can be given by e-mail. In this case both concerned must approve the proxy and the mail has to be confirmed by the President at the latest at the opening of the meeting.

However, the member of the Presidency, Executive Committee or Congress that wants to give a proxy can decide not to fill in the name of a person who will be voting in his name. In this case the name will be filled by the President/Secretary General according to their choice.

A member of the Presidency can give a proxy to attend and vote at a meeting of the Presidency, provided that proxies can only be given to another member of the Presidency, it being understood

that a member of the Presidency shall not grant more than two proxies for one and the same meeting.

A member of the Executive Committee, or a delegate representing such member, can give a proxy to another member of the Executive Committee or delegate entitled to attend and vote at the meetings of the Executive Committee, to attend and vote on his behalf at a specific meeting of the Executive Committee. The number of votes that can be delegated to one single member of the Executive Committee or delegate entitled to vote at the meetings of the Executive Committee is limited to three.

A person entitled to vote at the Congress can give a proxy to attend and vote at a specific meeting of the Congress provided that proxies can only be given to another person entitled to vote at the Congress, it being understood that such person shall not represent more than one other person on one specific meeting of the Congress.