

A3 Statutes

Organization: CDN

Resolution date: 02/15/2010

Motion text

1 **Statutes**

2 The founder institutes hereby the Statutes for the Association and that in the
3 following
4 manner:

5 **Title 1: Basic Act**

6 Article 1 – Form -Denomination

7 The form of the Association is an international association with none lucrative
8 objective
9 (with international benefits), in compliance to the laws and is being named as
10 the
11 Cooperation and Development Network of Eastern Europe, in short the CDN.

12 In all acts, bills, announcements, publications and other pages issued by the
13 International Association having none lucrative objective a designation of the
14 Association must be mentioned with above or further added wording “International
15 Association without a lucrative objective” or the abbreviation IALO (AISBL) as
16 well as
17 its’ seat address.

18 Article 2 – Social Seat

19 Social seat of the Association is set to be in Belgium in Ixelles (1050
20 Brussels) at rue
21 Wiertz, 31, in the Brussels township.

22 The seat can be transferred in other regions in Belgium according to a Decision
23 of
24 simple majority of present or represented members of the Administration Council.
25 However, in no way can the seat be transferred abroad.

26 Every Act on stating transfer of the Association seat must be submitted (“in
27 extensor”)
28 to the Association’s file kept at the Commercial Tribunal, into the
29 Association’s Registry
30 and should be published in Annexes of Belgian Monitors Supervisors.

31 Article 3 Objective – Activities

32 As non-profiting Association with none lucrative objective, it has the following
33 strategies
34 of international benefit:

- 35 - Promotion of ecology (in its broad sense: environment, social and political
36 ecology) and the stability with the young Europeans, using all non-violent means
37 at the disposal.
- 38 - Encouragement for realization of ecology studies and reflections in various
39 forms (in its broad sense) with the young democrats of the whole Europe,
40 accentuating Eastern Europe (European countries non-members of European Union).
- 41 - To unite the young people of various European nations, to establish and favor
42 dialogues on regional and national differences
- 43 - To coordinate joint actions of organizations members towards development and
44 cooperation of young people and groups in Europe, aiming to bring together
45 European nations
- 46 - To promote objectives of joint "green" actions at the international level
- 47 - To defend rights of men and women, rights of minorities, equality of genders
48 and
49 the democracy, as well as the means for democratic action
- 50 - To promote long lasting development in Eastern Europe.

51 The objectives quest shall specifically be executed through following
52 activities:

- 53 A. Activities in exchanging
54 B. Seminars and reunions for studies
55 C. Training programs
56 D. Campaign on sensitiveness efforts
57 E. Meetings
58 F. Study visits
59 G. Support to organizations members and partners

60 The Association can execute any act relating directly or indirectly to its
61 objectives. It can namely assist and get involved in all activities following
62 objectives being similar to own ones.

63 Article 4 – Members

64 The Association is open to Belgian and foreign persons.

65 The Association is composed of factual members and members supporters. The
66 factual members are called the "members" while members supporters are called
67 "partners". Only the members will have full associates' rights assured by the
68 Law and present Statues.

69 Number of members is not limited, while the minimum is set to be two (2). As
70 members are also considered the initiators of founding acts as well as all other
71 persons subsequently admitted with title of member, whose terms, when necessary,
72 will be renewed.

73 The General Assembly can admit acceptance of partners, which will take part in
74 the realization of the Association's goals. They would be invited to participate
75 to Assembly, where their voting right would be a consultative one.

76 The General Assembly can be composed of various committees.

77 Article 5

78 Admission of new members (factual ones and supporters) is conditioned through
79 following clauses:

80 5.1 To be a member or partner of the CDN, an organization should send a
81 recommended letter to the Secretariat with enclosed Statutes of their
82 organization, with all useful information referring namely to their juridical
83 ranking, to number of members, age limit and activity type.

84 5.2 An organization of young people not founded in time prior to the 1st January
85 2007 in one of the countries that are not members of European Union can become
86 member of the CDN through an application procedure whose standards are specified
87 in the point 5.1, namely following two-thirds majority in favor of their
88 admission during the General Assembly. Organization of young people being
89 already established before the 1 st January 2007 in a country that was member of
90 European Union, can become partner of the CDN through standard application
91 specified in point 5.1, after two-thirds of Assembly General had voted in favor
92 of their acceptance.

93 5.3 The factual members and partners must respect the Statutes, decisions taken
94 by the General Assembly and the CDN political program.

95 5.4 The factual members and partners of the CDN have equal right to participate
96 to events organized by the CDN.

97 Members (of various categories) can give their resignation under following
98 conditions:

99 The factual members and partners are free to withdraw at any time from the
100 Association by presenting their written request to the President.

101 The members having resigned have none right relating to CDN property, nor can
102 they request refunding of any of their contribution fees.

103 Administration Council can propose expulsion of an Association member, having
104 previously heard the defense of the member contender. The expulsion Decision can
105 be pronounced by the General Assembly with two third majority of present or
106 represented members.

107 The Administration Council can reschedule the case of the member contender until
108 the Decision of the General Assembly.

109 Member (factual one or partner) can be deferred for duration of a year according
110 to proposition of the Administration Council or upon proposition of the majority
111 of the General Assembly, in case when member in question has not settled payment
112 of annual fee contribution.

113 A member or partner can be expelled if he does not respect the CDN Statutes.

114 A member who stops participating in Association's activities (due to death or
115 otherwise), does not have any right to social funds.

116 Article 5bis

117 Members and partners pay fixed contribution, being fixed annually by General
118 Assembly upon proposition of the Administration Council and pursuant to
119 financial means of the members.

120 Members and partners must pay their contribution fee for the current year by the
121 month of September. In case of payment failure, rights of member or partner in
122 question will be temporary suspended by the General Assembly, until payment of
123 the contribution fee is settled.

124 **Title 2: Organization**

125 Chapter 1 – Managing (Administration Governing – Representation)

126 Article 6 – General Assembly (General Managing Body)

127 The General Assembly has full power enabling realization of objectives and
128 activities of the Association.

129 All factual members and partners are its constituents, so that supporters
130 members can be present with only consultative prerogatives.

131 Particularly, the following processes are essential for its functioning:

- 132 a) Approval of budget and accounts
- 133 b) Election, revocation, discharge of administrators and if required, exclusion
134 of
135 accounts' supervisors or examiners
- 136 c) Statutes modifications
- 137 d) Approval of acts for interior order
- 138 e) Closing down of the Association
- 139 f) Exclusion of members
- 140 g) Approval of Annual Report of Administration Council

141 Article 7

142 7.1 General Assembly gathers every year, when suited at the social seat or at
143 other place as set in convocation, under presidency of the President of
144 Administration Council, or in case of his absence or prevention, under the
145 Secretary's presidency.

146 Convocations for General Assembly are sent in written form by the Secretariat in
147 the sufficient time limit before the General Assembly so that the participants
148 can contribute to the Agenda (submit propositions, functional points etc.), in
149 order that accompanying documents are at the disposal (via web site) to
150 participants in such time limit allowing its reading prior the meeting.

151 Convocations are sent by post, fax, electronic mail or other communication means
152 at least 15 (fifteen) days before the General Assembly, with included Agenda.

153 7.2 Extraordinary General Assembly could be summoned upon request of the
154 Administration Council or by request of third of factual members under
155 hereinafter set conditions:

156 Invitation to extraordinary General Assembly must be sent to all members at
157 least one month before General Assembly with enclosed General Assembly Agenda.

158 7.3 The CDN will cover all costs relating to the General Assembly (voyage,
159 accommodation, meals and visas) for designated person of an organization
160 member). If an organization submits request to adhere, the CDN will cover the
161 same costs for one representative of such organization requesting the
162 partnership, when financial conditions would allow it and if the report of the
163 Executive Committee is
164 positive one. The CDN will preserve right to cover costs of voyage within limits
165 being specified in the convocation for the General Assembly and in compliance to
166 Decision of the Administration Council. The CDN is not obliged to cover costs of
167 another designated person of the organization member or to cover costs of one
168 designated person of the organization partner. The CDN should try to ensure
169 funds to provide for costs of one designated person of organization partner and
170 of another designated person of the organization member.

171 7.4 In case of lack of financial means to comply to articles 7.1, 7.2 and 7.3 of
172 General Assembly organization, the CDN Administration Council would be then
173 obliged to inform by written all organizations members and partners about causes
174 of such situation and to request suggestions and propositions or a postponement
175 for a year.

176 7.5 The organization members of the CDN have right to designate two members with
177 voting prerogatives during the General Assembly and have full right to assign
178 their candidate for any group of organization or to propose amendments for any
179 document of CDN organization. The genders' equality should be assured.

180 Article 8

181 8.1 Excluding the stipulations that are contrary to the present Statutes, the
182 deliberation of the General Assembly will be valid only when half of members or
183 their representatives are present.

184 8.2 Each member can be represented at the General Assembly by one or two
185 delegates or else by another member or a third party, with assured special
186 authorization.

187 Article 9

188 Excepting cases previewed by these Statutes, simple majority presented or
189 represented members is sufficient to bring resolutions. All members are informed
190 by electronic mail about the brought resolutions.

191 Article 10 – Administration Council (Administration Body)

192 1. The Association is governed by a Council composed of at least three
193 Administrators. None maximum has been foreseen. Administrators must come from at
194 least three different countries. However, no more than two Administrators can
195 come from the same country. The General Assembly has right to decide on
196 exceptional cases.

197 Beside this, three quarters of Administrators must come from organizations
198 members, while at least one third of Administrators must be of feminine gender
199 and at least three quarters of Administrators must be younger than thirty.

200 2. The Council has at their disposal all governing and administrative
201 authorities as to contribute to the General Assembly.

202 3. The Council chooses from own members a President, a Secretary and a Treasurer
203 (and eventually a Vice-Presidents etc).

204 4. The Administration Council can, out of two-thirds majority, assign one or
205 several persons, members or not of the Administration Council, for daily
206 managing and representation of the Association in matters of the daily managing.
207 The persons in charge of daily managing can perform individually. Such an
208 arrangement is set as to face third persons in the conditions previewed by the
209 law. Any restriction relating to the representation authorities, being accorded
210 to the person in charge of daily
211 managing; for the daily managing functioning; can not be questioned by third
212 parties, even if published. The person in charge of daily managing will have a
213 title of "Designated Administrator \ Secretary" or a title of "General
214 Director", as long this person is member or not of the Administration Council.
215 He could equally have a title of the "Network Coordinator and\or "Office
216 Coordinator".

217 5. The Administration Council can assign several persons for the daily managing.
218 In such case, they should act jointly, excluding affairs relating to accounts,
219 for which a signature of one person in charge of daily managing is sufficient.

220 6. The Administration Council can establish a whole consultative center or any
221 equivalent if evaluated as useful, whose role would be to counsel or advise the
222 Administration Council on issues of particular cases.

223 7. Identity of one or more delegates for daily managing shall be forwarded to
224 the Commercial Tribunal Registry and should be published in Annexes of Belgian
225 Monitors Supervisors.

226 8. Beside this, the Council can, within its responsibilities, entrust special
227 and particular authorities to one or several persons.

228 9. The responsibilities of members of Administration Council shall be specified
229 by the regulations and internal procedures of the CDN. Members of the
230 Administration Council have no right to vote during the General Assembly, except
231 when they are in fact the only member of their organization who is member of the
232 CDN, being present at the General Assembly.

233 Article 11- Nominations

234 The Administrators are named by the General Assembly for a mandate that ends
235 during the next ordinary General Assembly, with a possibility of double renewal.

236 In case of vacation during their mandates, the Administration Council can assign
237 a replacement person who will act until mandate termination of the person he is
238 replacing. The Administrators can be revoked by the General Assembly in session
239 with two-thirds majority of factual and represented members.

240 Article 12 - Meetings

241 The Council gathers twice a year or upon special convocation of two-thirds of
242 factual members.

243 The convocation is transmitted by post, fax, electronic mail and all other
244 communication ways.

245 One Administrator can be represented by another Administrator.

246 The Council can deliberate constructively only when at least two-thirds of its
247 factual or represented members are present. Its resolutions are brought with
248 simple majority of present or represented members. In case of voice divergences,
249 the vote of the President will be decisive.

250 Article 13 – Conflict of interests

251 If Administrator has directly or indirectly an opposing interest of patrimonial
252 nature towards a decision or an operation relating to the Administration
253 Council, he has to pass it to other Administrators before deliberation at the
254 Administration Council. His statement, as well as reasons justifying the
255 contrary interest of the head of the Administrator in question, should be stated
256 in the Minutes of the Administration Council who is to bring Decision. Beside
257 this, he should inform eventual supervisors about it. The Administration Council
258 describes in Minutes the disposition of Decision or operation with a
259 justification for the taken Decision as well as the patrimonial
260 consequences for the Association. The Managing Report should contain the
261 complete Minutes. The Administrator in question cannot deliberate on session of

262 the Administration Council relating to operation or Decision in question, nor
263 can he take part in the voting. This article will not apply when decisions of
264 the Administration Council relate to usual operations taken in normal conditions
265 for the operations of the same nature.

266 Article 14 - Representation

267 With exception of special authorization, any act inducing the Association,
268 signed by a delegated Administrator or by General Director acting alone, or by a
269 member of the Administration Council having particular authorization, does not
270 have to be justified to third parties, not even if demanded through announce.

271 The juridical actions in demanding or defending cases are to be followed by
272 Administration Council being represented by a designated Administrator or the
273 General Director acting alone or by a member of the Administration Council
274 having special authorization.

275 Chapter 2: Book Keeping

276 Article 15 - Financial Year and Balance Sheets

277 The financial year terminates on the 31 st December. As for book keeping use,
278 the first financial year begins on this day and will terminate on the 31 st
279 December 2010.

280 With caution of application of stipulations of the Belgian Law dated seventeenth
281 July, year thousand nine hundred seventy seven relating to the book keeping of
282 companies, in cases previewed by articles 53 § 3 of the Law, the Administration
283 Council is expected to submit Balance Sheets for the past financial year and
284 following Financial Year Budget for approval of the General Assembly to convene
285 during the next assembly.

286 Article 16 - Control

287 In the case previewed by article 53 § 5, the Administration Council will confer
288 financial control of the Association to one or several supervisors according to
289 own choice.

290 **Title 3 : Modifications and Dissolution**

291 Article 17

292 Without legal imposing, every proposition having for objective a modification of
293 statutes or dissolution of the Association should originate from Administration
294 Council or from at least (2/3) two-thirds of factual Association members.

295 The Administration Council is to inform members of the Association at least two
296 moths in advance prior to date of General Assembly which is to deliberate about
297 given proposition.

298 The General Assembly can properly perform only if two-thirds of members are
299 gathered, having deliberative, present or represented voting rights.

300 Nonetheless, if that General Assembly does not gather two-thirds of the
301 Association members, a new General Assembly will be convoked in the same
302 conditions as above designated, which will then definitely and valuably decide
303 on the issue, with the same majority of two-thirds of votes, notwithstanding
304 number of present or represented members.

305 The decisions relating to vital issues such as social objective, attributions,
306 convocation ways, decision making of the general administration bodies, as well
307 as manner in which members are informed about the resolutions, conditions for
308 statutes modification, for dissolution, termination and assignment of
309 Association' social patrimony shall all be established by an authentic act to be
310 presented to the Registry kept by the Commercial Tribunal and by Belgian
311 Monitors Supervisors.

312 Thus, in compliance to article 50, paragraph 3 of the Law, resolution on
313 modification of Association objective (objectives) would have effect only
314 following approval of the King that would equally be published in the Belgian
315 Monitors Supervisors. Other Decisions on modifications of statutory mentions do
316 not have to be submitted for acceptance to the Belgian minister having
317 competence or to his delegate.

318 Article 18 – Liquidation and pretension to assets

319 In case of juridical or voluntary dissolution, the General Assembly will assign
320 one or more liquidators and will set liquidation of the Association.

321 After the liquidation, eventual net assets would be conferred to one juridical
322 person without a lucrative objective or private claims, being international or
323 not, in compliance to realization of an objective similar to the one of the
324 Association or at least not having a detrimental goal.

325 **General stipulations**

326 Article 19 - Choice of quarters

327 For the realization of these Statutes, all factual members or supporters,
328 administrator and liquidator, residing abroad, shall choose for residence the
329 social seat of the Association, where any communication for them can be properly
330 submitted.

331 Article 20 – Common Law

332 For everything not being covered by these Statues, it is through the Law that
333 the competence is to be sought, while the clauses being contrary to essential
334 stipulations are considered not written.

335 Article 21 Judicial Competence

336 For any dispute between Association, its members, partners, obliging persons,
337 Administrators, supervisors and liquidators relating to the Association's
338 affairs and to execution of present Statutes, exclusive competence is entrusted
339 to courts at region of the social seat, except if the Association has explicitly
340 renounced to that.