

**The European Volunteer Centre
(Centre européen du Volontariat)
association internationale sans but lucratif**

1050 Bruxelles

Numéro d'entreprise BCE 446.777.248

STATUTES (OCTOBER 2017)

I. Name – Duration - Registered Office - Aim

Name and duration

Art 1

The Association is called 'the European Volunteer Centre' and is registered under the French translation of its name 'Centre Européen du Volontariat', association internationale sans but lucratif. This Association is founded in accordance with the Belgian law of October 25th 1919, amended by the law of December 6th 1954 and the law of May 2nd 2002.

The Association is founded for indefinite time.

Registered Office

Art 2

The Association has its registered office at 1050 Brussels, Rue d'Edimbourg 26 It can be transferred to any other place in Belgium by decision of the General Assembly, published within a month in the appendices of the 'Moniteur Belge'.

Aims

Art 3

The non-profit purpose of international use of the Association is:

1. To be a representative voice for volunteering in Europe;
2. To strengthen the infrastructure for voluntary work in the countries of Europe;
3. To promote volunteering and make it more effective.

In order to achieve these aims, the European Volunteer Centre

- a. Represents the volunteering sector and the interests of volunteers to the European institutions
- b. Promotes volunteering as an expression of active citizenship to the general public, the media, businesses and policy-makers, especially at European level
- c. Supports existing European, national, regional and local volunteer organisations, associations and centres throughout Europe and supports the development of new volunteer entities through the

dissemination of good practice.

d. Strengthens networking between volunteer centres and other voluntary bodies throughout Europe, especially through the organisation of conferences and seminars

e. Instigates the implementation of European projects and stimulates research on the value of volunteering in European civil society

f. Develops and implements all necessary instruments to attain these goals.

II. Members

Membership

Art 4

The Association is composed of full members and associate members. Full members are organisations dedicated to the promotion of, and support to, volunteers and volunteering in Europe at European, national or regional level. Full members must be not-for profit and non-governmental organisations.

Associate members are organizations or organizations that promote and develop volunteering in a specialized field or a specific type of volunteering. Associate members act on a local, regional, national or international level.

All members must be legal entities under the law of their respective countries and must subscribe to the aims of the European Volunteer Centre and commit to actively supporting its vision and mission as well as the implementation of its strategic plan.

There is no maximum number of members, but the organization must have a minimum of three members. The initial full members are the founding members.

Admission

Art 5

Candidates for membership apply by a written request, dated and bearing an original signature of the candidate's legal representative, addressed to the CEV Secretariat clearly identifying for which category of members the organization applies. In addition to the request, the applicant appoints the person who will formally represent the organization or institution and sends:

- An application form
- Articles of association / statutes, of which at least an executive summary of these has to be provided in English
- The most recent annual activity report including indications on the strategic plan of the organization and an overview of the last closed annual accounts, of which at least an executive summary has to be provided in English

The Executive Director reviews all applications and seeks further information of candidates in case of doubt.

The Board of Directors decides on the applications by a majority of 2/3 of the votes cast.

The Board of Directors decides on the admission of full and associate members and on establishing partnerships.

The applications for membership are examined by the Membership Accreditation Committee,

composed of at least two members of the Board of Directors. The Membership Accreditation Committee will then, in cooperation with the Director, prepare an advice to the Board of Directors on whether or not to accept the candidates. It will be the Board of Directors that decides eventually on the admission of the candidates. In case of doubt regarding the admission, the Board of Directors can ask for more extensive information about the candidates.

Acceptance or non acceptance will be communicated by e-mail to the candidates concerned, within a delay of maximum one month after the decision taken by the Board of Directors.

Changes in the membership category (up or downgrading) can be requested at any time by member organizations, by filing a written request to the CEV director. Requests for changes in membership category are treated in the same manner as applications for membership. Upgrading to full membership shall however only have an effect on the voting rights of the organization three months after the acceptance as full member.

The Board of Directors can on the basis of new information and upon advice thereto by the Member Accreditation Committee decide to change the membership status of an organization. It shall consult the member organization regarding this change and request the necessary documentation in the case of upgrading. The procedure will take no longer than six months.

Resignation – Exclusion

Art 6

Membership of the European Volunteer Centre ends with voluntary resignation, with the dissolution of the member-organization or at the end of the second calendar year for which a membership fee has not been paid.

Resignation of a member organization shall take place in writing by any means of communication as set forth in the Internal Rules and shall be communicated to the Board of Directors, the General Assembly and in the annual report.

Any member organization that violates or is no longer in compliance with the provisions of these Statutes, or who acts in a way that is detrimental to the interests of the Association or its members may be excluded from the Association. The exclusion of a member must be proposed to the General Assembly by the Board of Directors after the member to be excluded has been notified to enable them to present their defense. The exclusion can only be decided upon by the General Assembly, by a majority of 2/3 of the members present or represented.

No member can utter or execute a claim on the assets of the Association in its capacity as a member. The exclusion of rights on the Association's assets is imperative at all times: during the membership, after the termination of the membership for any reason whatsoever, when the Association is dissolved, etc.

Rights and obligations

Art 7

Full members have all rights "Members" have according to the NPO-law. They have voting rights and have the right to propose candidates for the governing bodies of CEV.

Full and associate members can also expect the services of the CEV Secretariat stated below. A fair use policy shall hereby apply limiting those services to capacities and resources of the Secretariat:

- Free reception of information materials such as an electronic newsletter, information provided on the association's website and mailings on issues of members' interest;
- Up to date information and briefings on developments in EU policy impacting on volunteering

- and the opportunity to contribute to CEV's policy positions in these areas;
- Prompt responses to inquiries concerning the areas covered by the CEV work plan and the actions mentioned therein;
 - Publicity for members on the CEV website and in CEV's publications;
 - Priority participation in events, conferences, seminars and other activities organized by CEV;
 - Trainings in the EU policy and project environments;
 - Use of CEV's lists of contacts, databases and online networking tools;
 - Swift information about CEV's planned projects. CEV members will have priority status for choosing partners for transnational projects;
 - Support in project instigation of members, notably informing the wider membership and suggesting partners for transnational projects;
 - Dissemination of information provided by members through mailings to the wider membership, especially in the CEV newsletters and website;
 - Participation of representatives of the CEV Secretariat in CEV members' events as speaker and/or contributors. Acceptance of such invitations shall be subject to capacities in the Secretariat for the period of time the event takes place, the reimbursement of travel and subsistence costs as well as a balanced regional spread of the activities of the CEV Secretariat.

Additional services of the Secretariat, that may be charged for, include:

- Consultation of members on concrete project applications to EU all for tenders and call for proposals and assisting in writing project applications;
- Search for partners beyond the CEV membership contacts and outside the databases of CEV;
- In-depth policy research and briefings on EU policy issues, notably outside the CEV work programme and beyond the interest of the wider membership;
- Consulting and supporting members' individual lobby and advocacy efforts at EU level, notably outside the CEV work programme and beyond the interest of the wider membership;
- Participation in activities of members that lead to profit.

The obligations of full and associate members are:

- Supporting CEV in the implementation of its vision and mission as well as achieving its strategic goals and work plan;
- Not engaging in any activities that are detrimental to the interest of the Association or its members;
- Participating actively in CEV's activities, notably in the statutory meetings. In case of unavoidable non-attendance, members shall commit to entrust other members with a proxy vote;
- Answering to CEV consultations where appropriate and participate in membership surveys;
- Giving publicity to CEV and mention "Member of CEV" prominently on their websites and information material;
- Supporting other CEV members where possible with their activities, conference and events, notably by participating and allowing to tap into expertise;
- Providing up to date information on current activities, accounts and on CEV contact persons with the member organizations. Members shall inform CEV of any changes that may impact on their eligibility as well as the membership fee category that applies to them;
- Timely payment of membership fees.

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 Board of Directors.

The rules regarding the payment of the membership fees are further explained in the Internal Rules.

Only full members who have paid their membership fees are eligible to vote at the General Assembly.

III. Bodies of the Association

Art 9

The Bodies of the Association are:

- 1) The General Assembly
- 2) The Board of Directors
- 3) The Executive Board
- 4) The President

They may be assisted in carrying out their tasks by a Secretariat of the Association.

IV. General Assembly

Composition

Art 10

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

Each member association can be represented by two delegates.

Each full member has one vote. Associate members can participate in the General Assembly without the right to vote.

Competence

Art 11

The General Assembly has full powers to carry out the aims of the Association.

More specifically, the General Assembly is exclusively competent for:

- a) Amendment of the statutes;
- b) Election and dismissal of Directors of the Board;
- c) Appointment and dismissal of Auditors;
- d) The exclusion of a member;
- e) Election of the president;
- f) Fundamental decision-making and the annual strategic planning for the association;
- g) Approval of the budget and accounts;
- h) Discharge of the Directors of the Board and of the Auditors.
- i) The fixing of the amount of annual membership fee;
- j) The dissolution of the organization;
- k) The approval of the Voting Rules of the Association.

Meetings, Notices of the meetings

Art 12

The General Assembly meets at least once a year. The notice of the meeting is sent in writing at least one month before the date of the meeting, signed by the President, or, in duly justified cases, by a person delegated to do so. The notice states the day, the time, the venue and the items on the agenda.

An extraordinary General Assembly must be convened upon the request of one fifth of the full members or every time that the interests of the Association so require. This invitation must be sent to the members, by any means of communication as set forth in the Internal Rules at least one month following the receipt of the aforementioned request. The notice must be signed by the President, or, in duly justified cases, by a person delegated to do so.

The President or, in his/her absence the longest serving Vice President, shall preside the General Assembly. In the event that both Vice Presidents have served equally long as Vice Presidents, the elder Vice President shall preside. If neither of the aforementioned persons is present, the General Assembly shall elect a chair with simple majority of the votes cast. Abstentions and annulled votes shall be taken into account in the calculation of the votes cast.

Associate members may participate in the General Assemblies without the right to vote.

CEV keeps the right to invite third parties, notably its partners and experts, to the General Assembly. They have no right to vote.

The hosting country is allowed to invite representatives from the hosting country to the General Assembly, without granting them voting rights.

Representation

Art 13

Each full member may be represented at the General Assembly by another full member bearing a written proxy. Each member can hold a maximum of two proxies.

Votes

Art 14

Decisions are taken by simple majority of the votes of the full members present or validly represented. The General Assembly can only deliberate validly if at least the majority of its full members are present or represented.

Amendments to the statutes are only adopted if there is a majority of 2/3 of the present or represented votes of full members, and with a majority 2/3 vote.

Associate members may participate in these debates without the right to vote.

Art 15

The resolutions taken by the General Assembly are written down in a register signed by the President and a member of the Board of Directors and kept at the Secretariat where it can be consulted by full members.

V. Board of Directors

Composition, nomination and dismissal

Art 16

The association is managed by a Board of Directors composed of at least 3 members.

The members of the Board of Directors are physical persons.

Each candidate has to address a letter of appointment by his / her organizations as well as an election address to the members of CEV where he/she presents herself/himself, states the position he/she stands for and points out what he / she is able and willing to contribute to the Board.

Candidates are elected by the General Assembly by way of secret vote, for a period of four years.

After the election of the President by secret vote, the ordinary Directors are elected individually and by secret vote. The General Assembly can ask to vote on the entire list rather than by individual vote if there are not more candidates than available positions. The candidates that receive the highest amount of votes and more than 50% of the votes cast shall be elected.

The numbers of mandates in the Board of Directors shall depend on the total number of full member organizations at the moment of the election, according to the following scales:

| Number of full member organizations | Number of mandates |
|-------------------------------------|--------------------|
| 4 – 7 | 2+President |
| 8 – 13 | 4+President |
| 14 – 21 | 6+President |
| 22 – 31 | 8+President |
| 32 – 43 | 10+President |
| 44 and more | 12+President |

When electing the Board of Directors, the General Assembly shall take into account as much as possible an equal regional spread of representation as well as a gender balance.

No country shall be represented by more than two members on the Board of Directors. In the event that more than two candidates of the same country are elected, only the two candidates with most votes are elected. The limitation on representatives per country shall not apply to the members of the Board which have been elected upon nomination by European Networks, i.e. organizations which have members in more than one country as further defined in the internal rules. A European Network can only be represented by one representative on the Board and the total number of representatives of all European networks can not exceed more than 33% of the Board.

In case of resignation of one member of the Board of Directors during a mandate, the Board may co-opt a replacing Board member, duly informing the General Assembly. The following General Assembly has to confirm this co-option or elects another Board member.

In case of resignation of the President during its mandate, the longest serving Vice-President replaces the president taking over all his/her functions and his/her title, duly informing the General Assembly. In the event that both Vice Presidents have served equally long as Vice Presidents, the elder Vice President replaces the president taking over all his/her functions and is/her title, duly informing the General Assembly. The following General Assembly, convened according to the Statutes, confirms this succession or elects a new President.

In the event that the number of full members rises above one of the aforementioned thresholds during a mandate of a Board member, the Board of Directors may call for candidatures in the General Assembly following the event of passing the threshold. This General Assembly cannot be held earlier

than 6 months after this event. Board members filling one of these newly vacant positions during a mandate shall finish the mandates of the current Board and may seek re-election thereafter.

Mandates of ordinary Board members may be renewed twice consecutively. After a period of four calendar years, a former Board member is eligible for a new nomination.

Members of the Board of Directors fulfill their tasks and duties as stipulated in a role description established by the Board of Directors and described in the Internal Rules.

The Directors can be dismissed by the General Assembly by a simple majority of the present or represented full members, especially in the event of continuous non-compliance with the role description mentioned in the Internal Rules.

The dismissal of a Director, a Vice-President, the Treasurer and of the President can be proposed by the member organization that has put the candidate forward before election, by one third of the full members or by the Board of Directors with a simple majority.

A proposal by the Board of Directors for dismissal has to be especially motivated on the basis of non-fulfillment of the tasks as described in the role description. Specific reasons for dismissal can be non-attendance of more than 3 meetings per year, activities that go against the vision and mission of CEV and the loss of the link with the full member organization that has proposed the Board member. These reasons shall be notified to the Director concerned at least one month before the General Assembly deliberating on the proposal.

A dismissal has to be approved by 2/3 of votes cast at a General Assembly.

Meetings, notices of the meetings

Art 17

The Board of Directors meets at least twice a year and on special request of 1/3 of its members.

The Board of Directors can only deliberate validly if at least the majority of its members are present or validly represented.

The decisions are taken by a simple majority. In the event that 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 persons as advisers with the right to speak.

Minutes kept by Secretariat and made available to the Board members upon request.

The organizations of the members of the Board of Directors will carry the financial expenses of their own representatives. Exceptional costs related to the exercise of a President mandate may be covered by the Association.

Competence

Art 18

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

The Board of Directors prepares the Internal Rules determining the conditions and procedures for carrying out the present statutes and will present them for information to the General Assembly.

VI. The Executive Board

Art 19

The Board of Directors elects amongst its members up to two Vice-Presidents. The Board also elects one of its members as Treasurer or, in duly justified cases, appoints an external person as Treasurer.

The Treasurer, in particular, is authorized to take on his/her own authority all necessary legal steps with regard to post, telegraph and telephone, management of postal cheques, bank and savings accounts and with regard to the execution of all other operations of daily management, notably payments, withdrawals, deposits etc.

Together with the President, the Vice-President(s) and the Treasurer form the Executive Board. All members of the Executive Board fulfill their tasks as stipulated in their role description included in the Internal Rules.

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

VII. The President

Art 20

The President steers and supervises the implementation of the annual work program of the Association. He/she presides the meetings of the Board of Directors and the General Assembly. In the case of his/her absence, the longest serving Vice-president takes over his/her duties.

Any action engaging the Association shall be signed by the President, except in the event of a special proxy to another person. He/she will not have to give any justification to third persons of the powers given to him/her to this end.

Legal actions involving the Association, either presenting or defending, are supervised by the Board of Directors represented by its President or by another Board member appointed by the Board.

VIII. Daily Management

Art 21

The Board of Directors can delegate the daily management internally as well as externally to the Executive Director of the Secretariat.

The Executive Director may assume the daily management of the Association including full operational and administrative responsibility over the Secretariat, as set forth in the Internal Rules.

The Executive Director is not a member of the General Assembly, nor of the Board of Directors, but may participate in meetings of both the General Assembly and the Board of Directors without the right to vote.

He/she may sign grant contracts and expenditure for the organization with a value to up to 50,000 EUR within the annual budget provision adopted by the General Assembly.

In absence of any legal provisions defining the scope of the "daily management", are considered as actions of daily management all actions that need to be done on a day to day basis in order to ensure the normal functioning of the NPO and that, for reason of their minor importance and for reason of

the necessity to take an immediate decision, do not require the interference of the Board of Directors or make such interference not advantageous.

IX. Budget and Accounts

Art 22

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

The European Volunteer Centre is financed by ways of membership fees, fees for services, sponsorship, gifts, allowances, contributions, donations, legacies and other provisions made in last wills and testaments, given for the general purposes of the Association as well as for the support of a specific project. The Association can also collect funding by all other means that are not in violation with the legal requirements.

The income and properties of the Association must be used exclusively for carrying out its aims of the Association and may not be used, neither directly nor indirectly, for giving an income to the members.. Some amounts can be paid to the members for certain services providing that these expenses are made in the interests of the Association and with the prior approval of the Board of Directors and at arm's length.

X. AMENDMENTS TO THE STATUTES

Art 23

Any proposal concerning an amendment to the Statutes shall emanate from the Board of Directors or from at least 1/3 of the members. The invitation is sent by the Board of Directors to all full members at least one month prior to the date of the General Assembly, and will mention the aforesaid proposal as well as the time, date and place of the General Assembly.

The amendment to the statutes requires a deliberation by a meeting that holds a quorum of 2/3 of the full members present or represented. In the event that the first meeting carries less than 2/3 of the members present or represented, a second meeting can be called. This second meeting can deliberate, take decisions and make amendments in a valid way when the majorities as stated hereafter are respected, regardless of the number of members present or represented. The decision is taken from the moment that it is accepted by 2/3 of the votes of the Active Members present or represented.

Amendments to the statutes will only take effect when fulfilling the conditions required by Article 50 § 3 of the law of May 2nd 2002.

XI. DISSOLUTION AND LIQUIDATION OF THE ASSOCIATION

Art 24

The General Assembly is called to discuss the proposals concerning the dissolution of the Association by the Board of Directors or by at least 1/5 of all full members. The notification and the agenda are

made in accordance with the relevant provisions of article 21 of these statutes.

The deliberation and decision concerning the dissolution respects the quorum and the majority of the modification of the purpose put forward in article 21 of these statutes. As soon as the decision to dissolve the Association is taken, the Association will always mention that it is an "INPO in dissolution" in accordance with article 57 NPO-Law.

In the event that the proposal concerning the dissolution of the Association is accepted, the General Assembly will designate one or more liquidators. The General Assembly will describe their mission.

In the event of the dissolution and liquidation of the Association, the General Assembly will decide upon the destination of the assets of the NPO. These assets must be designated to another non profit organisation with an aim that will be as close as possible to the aims of the Association. All decisions concerning the dissolution, the liquidation requirements, the nomination and the termination of office of the liquidators, the closure of the liquidation and the destination of the assets of the Association will be deposited at the registry and published in the Annexes of the Belgian State Gazette in accordance with the relevant provisions of article 51 of the NPO-Law and the relevant implementation decrees.

XII. GENERAL PROVISIONS

Art 25

All that is not regulated explicitly in the present statutes shall be regulated in accordance with the provisions of law.