

## Statutes

*NB: The French text is the only authentic text; this document is a translation and solely for the purposes of informing members.*

### **Chapter 1 - NAME, REGISTERED OFFICE AND DURATION**

Article 1. The name of the international non-profit association is:

ASSOCIATION INTERNATIONALE DES ANCIENS DE L'UNION EUROPÉENNE, followed by the words - association internationale sans but lucratif - or - AISBL – (INTERNATIONAL ASSOCIATION OF FORMER STAFF OF THE EUROPEAN UNION) (abbreviated to AIACE), hereinafter - the Association.

Article 2. The registered office of the Association is located in the Brussels-Capital Region, in the judicial district of Brussels.

Article 3. The international association has a non-profit purpose.

Its aims are to:

- 1) to ensure close contacts and the widest possible representation of the interests of former members with the Community bodies of the European Union and, if necessary, to defend their interests;
- 2) to maintain and develop the bond of friendship among former staff and between former and serving staff;
- 3) to ensure representation of the interests of former staff in dealings with the national authorities and, where necessary, to protect those interests in relation to Management and social matters.

Article 4. To achieve its non-profit purpose, the association may develop the following activities:

- 1) to contribute to the study of the problems posed by European integration and to raising public awareness of these problems. In particular, it shall cooperate with the institutions or bodies of the European Union in these fields;
- 2) to conclude Agreements with the institutions or bodies of the European Union, and, as part of those agreements to show solidarity with and provide support to all former staff members who request such help;
- 3) to maintain contacts and, if necessary, create links with organizations which pursue similar aims, at international, European Union or national level;

4) to provide the institutions and bodies of the European Union with the benefit of its experience in preparing officials and other servants for retirement;

5) to organize or participate in cultural and leisure activities as well as exchanges of information;

6) to undertake any other measures required in order to achieve the above aims.

In addition, in order to finance the achievement of its disinterested aim, the Association may undertake acts of a commercial or financial nature.

Article 5. The Association shall be set up for an unlimited duration. It may be dissolved at any time.

## **Chapter 2 - General structure of the bodies**

Article 6. The Association shall comprise central bodies and national sections. The latter are created on the initiative of the persons referred to in Article 7 hereafter. The Association's Management Body shall authorize the setting up of a national section when this is justified by the number of potential members.

There may be no more than one section per Member State or former Member State.

Each national section must be established in the form of an Association in accordance with the rules of the Member State in which it is situated.

The bodies of the national sections are defined in Article 30.

The General Meeting, the Management Body and the Presidency constitute the central bodies of the Association.

The central bodies contribute to the implementation of the Association's aims as defined in Article 3 above. In particular, they have the power to bind the Association in its dealings with the Institutions or bodies of the European Union and international organizations. They alone are empowered to make representations to the Institutions or bodies of the European Union on matters of principle or of a general nature.

Since the central bodies are responsible for ensuring the cohesion and unity of action of the Association, they must be informed of any action by national sections which might have an interest for or repercussions on the Association as a whole or on some of its national sections.

## **Chapter 3 - MEMBERS, MEMBERSHIP, RESIGNATION, EXCLUSION**

Any person in receipt of a retirement, survivor's or orphan's pension under the European Union pension scheme, or of any of the allowances provided for in Articles 41, 42c, 50 and 78 of the Staff Regulations of Officials of the European Union, may join the Association through the national section of their choice.

Sections may open membership to persons still in active employment, subject to conditions they set. Such persons may also join AIACE International, subject to conditions set by the Management Body. In both cases, they are admitted as associate members. They participate in the life of the Association and may attend the General Assembly without voting rights, without being able to hold a proxy or stand for election to office. Associate members are not members of the Association within the meaning of the Companies and Associations Code and do not form part of the General Assembly. The annual membership fee is determined either by the section or by the Management Body, depending on the membership procedure chosen.

The Management Board may decide to admit as member any other person who has rendered noteworthy services to the European cause and who has worked, other than as his or her main occupation, with one of the Institutions or bodies of the European Union.

Article 8. The terms and procedures for admission to membership and for expulsion shall be laid down by the Board of Management.

It is possible to be a member of more than one national branch.

Any person referred to in Article 7 who is not a member because there is no national section in their country of residence may apply to become a member of the Association until such time as a national section is established in their country of residence. The annual membership fee is determined by the Management Body.

Each member's financial liability is strictly limited to the amount of their membership fees.

Article 9. Membership of the Association shall be terminated in the event of:

- resignation;
- failure to pay a subscription for two consecutive years;
- expulsion;
- loss of membership of their national section (unless they joined another section).

The expulsion of a full member may only be decided by the General Meeting and by a two-thirds majority of the votes cast.

The notice convening the General Meeting to which a request for exclusion has been submitted shall clearly mention the proposal for exclusion in the purpose of the meeting. The member whose exclusion is proposed is informed in the notice of meeting that he may be heard by the General Meeting.

The Management Body may preventively suspend a member whose expulsion is being considered pending the General Meeting to which the request is submitted.

Members who resign or are excluded, as well as their heirs and successors of deceased members, shall enjoy no rights to the Association's assets and may not claim reimbursement of any membership fees paid.

## **Chapter 4 - GENERAL MEETINGS**

Article 10. The General Meeting is composed of all members. It is chaired by the President, the Vice-President or, failing this, by the member of the Management Board appointed by the President. The President may, for the duration of his term of office, designate one or more persons to replace him or her in the event of his or her absence.

The Association's Ordinary General Meeting is held during the first half of the year.

It is convened by ordinary post or by e-mail, or by a similar electronic means, sent to members at least 1 month in advance. The agenda shall be attached to these notices, which shall be issued by the Management Body and signed by the President. Any proposal countersigned by one fifth of the members shall be included on the agenda.

The General Meeting may only deliberate on items included on the agenda. Members may give a proxy to another member to represent them at the General Meeting. Each member may not hold more than three proxies.

The Board may also publish the notice of meeting on the Association's website, if it considers this appropriate.

The Association may be convened to an Extraordinary General Meeting at any time by decision of the Management Body or at the request of at least one fifth of the members or at the request of at least three national sections. If the meeting is convened at the request of at least one-fifth of the full members, it shall be convened within 15 days of receipt of the request with a view to a meeting being held within 45 days of receipt of the request. The General Meeting is chaired by the President of the Management Body.

Only full members are entitled to vote. Each full member has one vote.

The Board may invite any person to attend all or part of the General Meeting as an observer or consultant.

The Management Body may provide for members to attend the General Meeting remotely using an electronic means of communication made available by the Association. For the purposes of quorum and majority requirements, members who participate in the General Meeting in this way are deemed to be present at the place where the General Meeting is held.

The Association must be able to check, via the electronic means of communication used, the membership and identity of the member. The electronic means of communication must at least enable members to follow the discussions at the meeting directly, simultaneously and continuously and to exercise their right to vote on all the items on which the meeting is called upon to vote. The electronic means of communication must also enable members to take part in the deliberations and ask questions.

The notice convening the General Meeting shall contain a clear and precise description of the procedures relating to remote participation. Where the Association has a website, these procedures shall be made available on the Association's website to those entitled to participate in the General Meeting.

The minutes of the General Meeting shall mention any technical problems or incidents that prevented or disrupted electronic participation in the General Meeting or voting. Members of the Bureau of the General Meeting may not take part in the General Meeting by electronic means.

The members may, unanimously and in writing, take all decisions which fall within the powers of the General Meeting, with the exception of amending the Articles of Association. In this case, the formalities for convening the meeting need not be completed. The members of the Management Body and, if applicable, the auditors may, at their request, inspect these decisions.

Article 11. The General Meeting is the supreme body of the Association. In particular, the following matters are reserved to it:

- 1) amendments to the Association's Articles of Association;
- 2) confirmation of one or more members of the Management Body upon nomination by the national sections;
- 3) dismissal of one or more members of the Management Body on a proposal from the national sections;
- 4) approving the budgets and accounts of the Association's central bodies and appointing the auditors and fixing their remuneration;
- 5) voluntary dissolution of the Association.

Article 12. Decisions are taken by a simple majority of the votes present or represented, except where otherwise provided by law or by these Articles of Association. In the event of an equal number of votes being cast, the President shall have a casting vote. The General Meeting is validly held regardless of the number of members present or represented.

Article 13. The decisions taken by the General Meeting shall be recorded in a register of minutes signed by the President, the General Secretary or another member of the Management Body. This register is kept at the registered office, where all members may inspect it, but the register may not be moved. It may be kept in electronic format.

Without prejudice to the rules laid down by the Companies and Associations Code, any decisions of an individual nature may be brought to the attention of interested third parties who can demonstrate an interest, by simple letter or email signed by the President.

Any amendment to the Articles of Association shall be published in the appendices to the "Moniteur belge" (Belgium's Official Journal) within one month of its date.

The same applies to the appointment, resignation or dismissal of members of the Management Body and auditors.

The minutes shall be on the association's website within one month of the General Meeting.

## **Chapter 5 - MANAGEMENT BODY**

Article 14. The Association is managed by a Management Body.

The Management Body consists of two full members and two alternates who have each been nominated by their national section and confirmed by the General Meeting; they are the managers of the Association. The members of the Management Body are appointed by the General Meeting by an absolute majority for a renewable term of three years. Retiring members may be re-elected. If the terms of office are not renewed after expiry of the periods provided for, the members shall continue to hold office until they are replaced.

These members may be dismissed at any time by the General Meeting.

Each full member of the Management Body has one vote; in the absence of a full member, an alternate member may cast a vote.

Article 15. Any member of the Management Body wishing to resign shall notify his resignation in writing to the other members of the Management Body.

In the event of a vacancy occurring before the end of term of office of a member of the Management Body, the remaining members have the right to co-opt a new one upon proposal by the section concerned.

The first subsequent General Meeting shall confirm the mandate of the co-opted member of the Management Board. In the event of confirmation, the co-opted member completes the term of office of his predecessor, unless the General Meeting decides otherwise. If there is no confirmation, the co-opted member's term of office ends at the close of the General Meeting, without prejudice to the regularity of the composition of the Management Body until that time.

Article 16. The Management Body shall meet at least twice a year and shall be convened by the President. The Management Body may organize its meetings remotely.

Notices of meetings shall be sent by the President by ordinary letter or e-mail at least 30 calendar days before the date of the meeting.

The Management Body is chaired by the President or, in his absence, by the Vice-President.

The Management Body may not take any decisions unless a majority of its members are present in person or by proxy. The decisions are taken by a majority of the votes cast.

Invalid and blank votes, as well as abstentions, are not taken into account when calculating majorities. In the event of a tie, the chair of the meeting has the casting vote.

Each member of the Management Body may hold only one proxy.

Minutes of the decisions of the Management Body shall be drawn up. The draft minutes will be sent by e-mail to the members of the Management Body within one fortnight of Management Body meeting. They may submit their comments within fifteen days. The updated version of the minutes is then sent by email to the members of the Management Body. If no comments are received within one week, the minutes are adopted; otherwise, the approval of the minutes shall be submitted to the next Management Body meeting.

Article 17. The duties of a member of the Management Body are carried out free of charge.

Allowances may be granted to members of the Management Body or, where applicable, to other members of the Association, who have to incur travel and subsistence or entertainment expenses in connection with statutory meetings and meetings decided by the Management Body. The terms and conditions of these allowances (including the rates of reimbursement of travel and subsistence expenses) are determined by the Management Body and are set out in the Financial Regulation referred to in Article 28.

Members of the Association who assist the President do not receive any compensation but may be reimbursed for travel and subsistence expenses in accordance with the scales in force, and for other operating expenses in accordance with the conditions laid down by the authorizing officer.

Article 18. The Management Body shall elect a president and a vice-president who shall thereby become President and Vice-President of the Association. Voting shall be by secret ballot.

The terms of office of the President and Vice-President shall be three years.

The outgoing President shall remain in office until the new President is elected.

The President and Vice-President must belong to different national sections.

Because the President holds a casting vote, he/she shall lose his or her right to vote. One of the two alternate members of his or her section shall then become a member of the Management Body. However, the President's right to vote is restored in the event of an equal number of votes being cast.

Article 19. At least three months before the expiry of the term of office of the Management Body at which the elections are due to take place, the outgoing President shall invite the members of the Management Body by email to submit nominations for the positions of President and Vice-President.

Nominations may be made either by the candidate him or herself as a member of the Management Body or by other members of the Management Body, or by his/her national section among the members of this section; in these latter cases, the candidate must confirm his or her agreement.

Candidates are invited to present themselves to the outgoing President up to two months before the date when the election is to take place.

One month before the Management Body referred to in the first paragraph, the outgoing President shall inform the members of the Management Body of the candidatures received by that date.

Nominations may, in certain circumstances, be submitted after the deadline and, subject to the conditions laid down in the rules of procedure, even up until the time of the vote.

The Management Body shall elect the President and Vice-President from among the candidatures received, in two separate votes. A candidate for the Presidency may run as a candidate for the Vice-President.

The outgoing President remains in office until the end of the week in which the meeting of the Management Body at which his successor was elected takes place.

Article 20. Subject to the powers of the General Meeting, the Management Body is responsible for all acts relating to the management of the Association in the broadest sense.

On the proposal of its President, the Management Body appoints a General Secretary and a General Treasurer. Together with the President and Vice-President, they form the Association's Bureau.

The offices of General Secretary and General Treasurer are incompatible with those of member of the Management Body.

Article 21. The Association shall be represented in legal proceedings to which it is party as plaintiff or defendant by the Management Body represented by its President or by a member of the Board of Management designated for this purpose.

For any matters other than those relating to day-to-day management, the Association shall be committed towards third parties by the joint signatures of two members of the Board of Management including that of the President; they shall not be required to produce any proof of prior authorisation.

In matters relating to financial management, should the President be unable to attend, only the Vice-President, the Secretary-General and the Treasurer-General are authorised to act, either individually or jointly.

Article 22. The Members of the Management Body shall not enter into any personal obligations with respect to the commitments of the Association.

Their liability to the Association and to third parties is limited to the performance of their duties in accordance with the provisions of common right, the law and the Articles of Association.

They are only liable for decisions, acts or behaviour that manifestly exceed the margin within which normally prudent and diligent members of the Management Body in the same circumstances might reasonably hold a different opinion. Members of the Management Body are only liable for faults that can be attributed to them personally, committed in the performance of their management duties. Members of the Management Body are jointly and severally liable, but are discharged from liability if they have not taken part in the misconduct and have reported the alleged misconduct to all other members of the Management Body. This denunciation and the discussions to which it gives rise are mentioned in the minutes. (art.2:56 - 2:58 of the Companies and Associations Code)

## **Chapter 6 – THE PRESIDENCY**

**Article 23.** The President shall be responsible for implementing the decisions of the Management Body. He or she shall be responsible for the day-to-day management of the Association under the supervision of the Management Body and shall be authorized to sign documents required for that purpose.

He or she is the authorizing officer for all expenditure by the central bodies of the Association.

The President may also be entrusted by the Management Body with any specific task falling within the remit of the Management Body. He/she shall also be authorized, in an emergency, to take any necessary interim measure, subject to subsequent approval. Day-to-day management by the President includes both acts and decisions which do not exceed the needs of the day-to-day life of the association and acts and decisions which, either because of the minor interest which they represent or because of their urgent nature, do not justify the intervention of the Management Body.

The President shall represent the Association before the relevant bodies, administrations and services of the European Union, as well as any other organisation, in accordance with the objectives set out in Article 3.

**Article 24.** Where the President is absent or unable to act, he or she shall be replaced by the Vice-President. In addition, the President may, for the entire duration of his or her term of office, by anticipation, designate the member of the Management Body responsible for replacing him or her in the event of his impediment.

**Article 25.** The Secretary General is responsible for the administrative and executive tasks relating to the running of the bodies of the Association.

The Secretary General shall regularly inform national sections of developments on all important items.

The General Treasurer is responsible for managing the finances and the accounts of the central bodies of the Association.

The Secretary General and the Treasurer General shall attend meetings of the Management Body without voting rights.

Article 26. The President, in the performance of his duties, may set up a Bureau comprising, in addition to himself, the Vice-President, the Secretary General, the Treasurer General and other office holders.

If a Bureau is set up, mandates may be assigned to its members.

Within six months of his election, the President shall submit his or her work programme and, where appropriate, the composition of the Bureau to the Management Body

The Management Body shall also confirm all other office holders who are required to manage the Association and who are designated by the President. Other office holders may, but need not, be members of the Management Body.

The Bureau shall meet as necessary and at least before each meeting of the Management Body, considering any travel costs incurred by its members. It can hold its meetings remotely.

The President may call upon the services of persons whose skills are regarded as useful for all or part of the time of his or her mandate.

Article 27. At the end of his term of office, the President may be appointed Honorary President by decision of the Management Body.

## **Chapter 7 – RULES OF PROCEDURE AND FINANCIAL REGULATION**

Article 28. The provisions for implementing these Articles of Association, in particular Rules of Procedure and a financial regulation, shall be adopted by the Management Body.

## **Chapter 8- BUDGET AND ACCOUNTS**

Article 29. The financial year begins on 1 January and ends on 31 December.

The accounts shall be kept in accordance with the legal provisions set out in the Companies and Associations Code or any other applicable regulations.

The auditors are elected by the General Meeting for a three-year term. There are two of them, and they must belong to different sections. Their role is to verify that transactions have been correctly recorded in the accounts, and to ensure the accuracy and fairness of the profit and loss account and the balance sheet. Observations and reservations may be made. This audit leads to a certification which they will set out in a report to the General Meeting.

The Management Body shall submit the annual accounts for the previous financial year along with the auditors' report as well as a draft budget to the Annual General Meeting for approval.

The Association's resources consist of:

- members' subscriptions;
- any subsidies that may be granted to enable it to achieve the objectives it has set itself;
- and any other resources authorized by law.

The Association's annual accounts are filed in accordance with legal provisions within one month of their approval.

Approval of the accounts by the General Meeting constitutes discharge for the Management Body.

## **Chapter 9 - NATIONAL SECTIONS**

Article 30. The General Meeting and a Management body of the Association elected by the latter constitute the bodies of the sections. The management body can co-opt members. They must be set up in accordance with the national laws governing the establishment of each section.

Within the scope of their territorial authority, each of these sections shall contribute to the implementation of the Association's objectives as set out in Article 3 above, and in particular paragraphs 2), and 3) of this article.

The national sections shall liaise with the central bodies, which alone are responsible for representing the members of the Association in dealings with the institutions and bodies of the European Union.

## **Chapter 10 - AMENDMENTS TO THE STATUTES - DISSOLUTION - MISCELLANEOUS**

Article 31. Any proposal to amend the Articles of Association or to dissolve the Association must be submitted by the Management Body or by at least one-fifth of the members of the Association.

The Management Body must give members of the Association at least two months' notice of the date of the General Meeting at which the proposal is to be decided upon as well as the text of the proposed amendments.

The General Meeting may only act if two thirds of the members are present or represented.

No decision shall be valid unless passed by a two-thirds majority of the votes cast. Amendments to the aims referred to in Article 3 for which the Association was set up requires a majority of 4/5ths of the votes of the members present or represented.

If the General Meeting referred to in the third paragraph is not attended by two-thirds of the members of the Association, a new General Meeting shall be convened, which shall take a final and valid decision on the proposal in question, regardless of the number of members present or represented. Pursuant to article 2:3, § 4, in relation with article 2:10. of the Companies and Associations Code, any change to the name, the non-profit purpose and the aim shall only come into force after approval by Royal Decree. The other statutory

amendments shall be adopted by the General Meeting and, where appropriate, recorded in due legal form.

The General Meeting shall determine the method of dissolution and liquidation of the Association.

Article 32. In the event of voluntary dissolution, the General Meeting shall appoint one or two liquidators and determine their powers.

The General Meeting shall determine the allocation of the net assets remaining after payment of debts and expenses.

This allocation must serve a charitable purpose and be aligned with the purpose for which the Association was established, as set out in Article 3.

Article 33. For all matters not provided for herein, the members declare that they will refer to the legal provisions in force.