

## **Title 1 – Name. Registered Office. Aims. Duration**

### **Article 1**

The name of the Association shall be: ASSOCIATION INTERNATIONALE DES ANCIENS DE L'UNION EUROPEENNE (ASSOCIATION OF FORMER STAFF OF THE EUROPEAN UNION). The Association shall be non-profit-making. It shall be set up in accordance with the Belgian Law of 27 June 1921, as amended and supplemented by the Law of 2 May 2002 which repealed the Law of 25 October 1919.

The Association shall be known by its original acronym of 'AIACE'.

### **Article 2**

The Association's registered office shall be in one of the municipalities in the Brussels conurbation ("Agglomération"). It is currently located in the premises of the European Commission at 200 rue de la Loi, Brussels, B-1049, Belgium.

### **Article 3**

The aims of the Association shall be as follows:

- 1) to ensure close contact with the institutions and bodies of the European Union and to represent the interests of former staff in dealings with those bodies as broadly as possible and to protect those interests;
- 2) 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 administrative and welfare matters;
- 3) to maintain and develop the bond of friendship among former staff and between former and serving staff;

### **Article 4**

In order to pursue these aims, the activities of AIACE shall be:

- 1) to contribute to the study of problems relating to European integration and to help increase public awareness of these problems; and, in particular, to contribute to the work of the institutions or bodies of the European Union in these fields;
- 2) to reach 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 who request such help;
- 3) to establish contact and, if necessary, create links with organisations which pursue similar aims to AIACE, 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 staff for retirement;

5) to organise, in the above context, or to participate in cultural and leisure activities and visits as well as exchanges of information;

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

#### **Article 5**

The Association shall comprise the central bodies and national branches. The national branches can be set up at the initiative of the persons referred to in Article 6 hereinafter. The Board of Management of the Association shall authorise the setting up of a national branch when this is justified by the number of potential members.

There shall be no more than one branch per Member State.

Each national branch 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 branches are defined in Article 34.

#### **Article 6**

The Association shall be set up for an unlimited duration.

### **Title II – Acquisition of membership. Obligations. Loss of membership**

#### **Article 7**

The initial subscribers to the Association shall enjoy the status of founding member.

Any person who, as his or her main occupation, has served with one of the institutions or one of the other bodies of the European Union may, after finally ceasing such activity, become a member of the Association through the national branch of his or her choice. After the death of a member, his or her spouse may join the Association on the same terms.. The same shall apply to the surviving spouse of a serving postholder in one of the institutions or bodies of the European Union who dies while in service.

The Board of Management 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 one of the 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.

## **Article 9**

Membership of the Association shall be terminated in the event of:

- death;
- resignation;
- failure to pay a subscription for two consecutive years;
- expulsion.

## **Article 10**

The financial liability of each member shall be strictly limited to the amount of his or her subscription.

Members who leave the Association for whatever reason and the heirs and successors of deceased members shall enjoy no rights in respect of the Association's capital. The heirs and successors may not demand repayment of subscriptions paid by them or by the deceased member.

### **Title III – Central bodies of the association**

## **Article 11**

The central bodies of the Association shall be: the General Assembly, the Board of Management and the Presidency.

The central bodies shall work together to accomplish the aims of the Association as laid down in Article 3 above. In particular, they are empowered to commit the Association towards the institutions or bodies of the European Union and the international organisations. Only the central bodies may approach the institutions or bodies of the European Union on matters of principle or of a general nature.

Since they are responsible for the cohesion and unity of action of the Association, the central bodies must be informed of any action by national branches which could be relevant to or affect either the Association as a whole or some of its national branches.

### ***I. General Assembly***

## **Article 12**

The General Assembly is the supreme body of the Association. In particular, it shall have authority as regards:

- 1) amendments to the Articles of Association;
- 2) confirmation of one or more members of the Board of Management on a nomination from the national branches;
- 3) dismissal of one or more members of the Board of Management on a proposal from the national branches;
- 4) approval of the budget and accounts of the central bodies of the Association and appointment of auditors;
- 5) voluntary dissolution of the Association.

### **Article 13**

There shall be a General Assembly in the first six months of each year.

The General Assembly may also be called by the Board of Management or at the request of at least three national branches.

Notice of the General Assembly meeting shall be sent to each member at least one month before the date of the meeting. The notice shall contain the agenda.

### **Article 14**

The President of the Association shall preside over the General Assembly

The General Secretary shall take the minutes.

### **Article 15**

The General Assembly shall consist of all members of the Association. A member may confer a power of proxy on another member; no member may stand proxy for more than three members.

### **Article 16**

Subject to the provisions of Article 30, the General Assembly shall be validly constituted regardless of the number of members present in person or by proxy. Decisions of the General Assembly shall be taken by a majority of the votes cast. In the event of an equal number of votes being cast, the President shall have a casting vote.

### **Article 17**

Decisions taken by the General Assembly shall be recorded in minutes signed by the President and the General Secretary. Extracts required for court proceedings or for other purposes shall be signed by the President and the General Secretary. Such extracts shall be supplied to any member or to any third party who so requests; third parties shall, however, be required to show a legitimate interest.

## ***II. Board of Management***

### **Article 18**

The Association shall be managed by a Board of Management consisting of two members and two alternates who have each been nominated by their national branch and confirmed by the General Assembly.

The term of office shall be three years.

### **Article 19**

A national branch may submit new nominations for a member or alternate member in order to fill a vacancy arising during a term of office whether the vacancy arises out of necessity or simply as a result of resignation. These changes shall have immediate effect. The next General Assembly shall confirm the nominations.

Any member or alternate member nominated to fill a vacancy arising during a term of office

holds that position only for the period of time needed to complete that term of office. At least one full member of the Board of Management must be of Belgian nationality.

#### **Article 20**

Each member of the Board of Management has one vote.

#### **Article 21**

The Board of Management shall elect from among its members a President and Vice-President who shall, accordingly, become President and Vice-President of the Association. They shall be elected by secret ballot.

The term of office of the President and Vice-President shall be three years. The President's term of office may be renewed only once.

Notwithstanding the sixth paragraph of Article 18bis, the outgoing President shall remain in office until the new President is elected.

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

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

#### **Article 22**

At least three months before the date when the Board of Management is due to meet and during which the elections are due to take place, the outgoing President shall invite members of the Board of Management to submit their candidacies for the positions of President and Vice-President.

A candidate can submit his own candidacy or it can be submitted by others; in that case, the candidate must confirm his 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 Board of Management referred to in the first paragraph, the outgoing President shall inform the members of the Board of Management of the names of the candidates received by that date.

The Board of Management shall elect the President and the Vice-President, in two separate votes, from the candidates that have been received. A candidate for the Presidency may also run as a candidate for Vice-President.

The outgoing President shall remain in office until the end of the week in which the Board of Management meets to elect his/her successor.

#### **Article 23**

Members of the Board of Management shall not be paid for their services.

Allowances may be paid to members of the Board of Management who have incurred travel, accommodation and subsistence expenses in connection with meetings held in accordance with these Articles or with decisions of the Board of Management. The terms and procedures governing payment of such allowances (including the rates of

reimbursement for travel, accommodation and subsistence expenses) shall be determined by the Board of Management.

The members of the Association who assist the President shall receive no payment but may be reimbursed for the cost of any travel, accommodation and subsistence incurred, in accordance with the rates of reimbursement in force, as well as for other operational expenses in accordance with the rules laid down by the authorising officer.

#### **Article 24**

The Board of Management shall meet at least twice a year; it shall be convened by the President at the registered office of the Board or in another EU country.

The Board may not take any decisions unless a majority of its members are present in person or by proxy; no member may stand proxy for more than one other member.

Decisions shall be taken by a majority of the votes cast.

The President may invite anyone whose skills may be useful to the work of the Board of Management to attend its meetings.

Decisions shall be recorded in minutes signed by the President or the General Secretary.

Extracts required for court proceedings or for other purposes shall be signed by the President and the General Secretary.

#### **Article 25**

Subject to the powers of the General Assembly, the Board of Management can take any action necessary in order to manage the Association, in the broadest sense of the term.

On a proposal from its President, the Board of Management shall appoint a General Secretary and a General Treasurer.

The offices of General Secretary and of General Treasurer shall not be held by a member of the Board of Management.

The Board of Management shall also confirm all other postholders who are required to manage the Association and who are designated by the President and presented to the Board of Management pursuant to Article 26. The other postholders may, but do not need to be, members of the Board of Management.

#### **Article 26**

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.

#### **Article 27**

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

### ***III. The Presidency***

#### **Article 28**

The President shall be responsible for implementing the decisions of the Board of Management. He/she shall be responsible for the day-to-day management of the Association under the supervision of the Board and shall be authorised to sign documents required for that purpose.

He shall be the authorising officer for all expenditure by the central bodies of the Association.

The President may also be required by the Board of Management to perform any specific task which comes within the competence of the Board. He/she shall also be authorised, in an emergency, to take any necessary interim measure, subject to subsequent approval.

#### **Article 29**

Where the President is absent or unable to act, the Vice-President or, in the latter's absence, the oldest member of the Board of Management shall act in his place.

#### **Article 30**

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

The Secretary General shall regularly inform national branches 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 General Treasurer shall attend meetings of the Board of Management but shall have no voting rights.

#### **Article 31**

The President may, in order to carry out his duties, set up a Bureau consisting of him/herself, the Vice-President, the General Secretary, the General Treasurer and other post holders. All members of the Bureau shall function under the authority of the President. If a Bureau is set up, each of its members may be given a specific responsibility.

Within six months of his election, the President shall submit to the Board of Management and, if appropriate, to the Bureau, his programme of work for confirmation, in accordance with Article 21.

The Bureau shall meet as necessary and at least once before each meeting of the Board of Management, taking into account the potential travel costs of its members.

The President can call on people whose skills are regarded as useful for specific tasks for all or part of the time of his or her mandate.

#### **Article 32**

At the end of his term of office the President may be appointed Honorary President by decision of the Board of Management.

## **Title IV – Budget and accounts**

### **Article 33**

Each year, the Board of Management shall draw up the accounts for the past financial year, ending 31 December, and shall prepare a draft budget for the central bodies for the next financial year.

The accounts and the budget shall be submitted to the General Assembly for approval.

The resources of the Association shall consist of:

- members' subscriptions;
- subsidies which may be granted in order that the Association can fulfil its aims;
- any other resources authorised by law.

## **Title V – National Branches**

### **Article 34**

Each national branch shall have an Assembly and a management body which are the bodies of the national branch. The management body can co-opt members. They must be set up in accordance with the national laws governing the establishment of each branch.

Within the context of their powers and territorial authority, each national branch shall contribute to the implementation of the aims of the Association, as set out in Article 3 above, and , in particular, paras 3, 4 and 4bis of this article.

The national branches shall liaise with the central bodies responsible for representing the members of the Association in dealings with the European Union institutions and bodies.

## **Title VI Amendment of the Articles of Association – Dissolution of the association**

### **Article 35**

Any proposal to amend the Articles of Association or to wind up the Association must originate from the Board of Management or from at least one-fifth of the members of the Association.

The Board of Management must give members of the Association at least two months' notice of the date of the General Assembly at which the proposal is to be decided upon.

The General Assembly may not take any decision unless at least two-thirds of the members are present in person or by proxy.

For a decision to be adopted, it must receive at least two-thirds of the votes.

An amendment to any of the aims referred to in Article 3 and for which purpose the Association was set up, requires a 4/5ths majority of members present in person or by proxy, in order to be adopted.

If the General Assembly, as referred to in the second paragraph, is not attended by two-thirds of the members of the Association, a new General Assembly shall be convened which shall deliberate and take a definitive decision on the proposal in question, regardless of the number of members present in person or by proxy.

In pursuance of para 3 of Article 50 of the Law of 27 June 1921, any amendments to the mentions referred to in Article 48 paragraph 1 (2) shall enter into force only after they have been approved by Royal Decree. The other statutory amendments referred to in Article

48(5) and (7), shall be recorded in due legal form.

The General Assembly shall determine the manner of dissolution of the Association.

#### **Title VII – Dissolution and liquidation**

##### **Article 36**

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

##### **Article 37**

In the event of dissolution, whether voluntary or compulsory, whenever it occurs and for whatever reason, the General Assembly shall decide on the disposal of the net assets remaining after all debts have been paid and charges have been cleared. This shall reflect as closely as possible the purpose for which the Association was formed.

#### **Title VIII – Final provisions**

##### **Article 38**

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

**Brussels 12 March 2013**