

BYLAWS of a non-profit making association

AFILIATYS

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A. OBJECT – REGISTERED OFFICE - TERM

Art. 1- Denomination

The non-profit making association bears the name “**AFILIATYS**”.

Art. 2- Object

- The object of the ASBL is to contribute to the overall and lasting well-being of its members and to develop social and cultural links among its members and the host country.
- With a view to realising these goals, the ASBL pursues among others:
 - the integration of its members into the life of the host country through initial contact and should the case arise, negotiation on behalf of the association of specific agreements with institutional interlocutors;
 - the contribution to the development of a European identity and citizenship;
 - the realisation and distribution of publications, organisation of conferences and other events aimed at informing its members and furthering their contacts with the host country ;
 - the conclusion of partnership contracts and/or agreements with companies, organisations, associations allowing the members of the ASBL to enjoy special conditions and advantages (such as insurance contracts, packages, supply or assistance contracts);
 - the representation of its members according to the mandates of the General meeting;

- the creation of operation centres through decision of the General Meeting, in Belgium and abroad, especially in the countries where European institutions are operating, with a view to further and develop its activities;

- more generally, the organisation of projects and activities contributing to the realisation of the goals of the association.

- The ASBL can carry on any act in direct or indirect relationship, totally or partly, with its goals or that might be conducive to its development or further the realisation thereof.

It may acquire and/or rent out all useful personal or real property and implement all necessary human, technical and financial means.

It may also lend its support to, and take an interest in activities similar to its goals and become a member of other associations or federations.

Within the framework of the realisation of its object, the association can even carry on commercial acts.

- The Board of Directors has authority to interpret the nature and scope of the goals of the ASBL.

- Any modification relating to the goals of the ASBL falls within the competence of the General Meeting resolving with a majority of 4/5 of its members, whereby 2/3 of the members of the association are present or represented.

Art. 3- Registered office

- The registered office of the ASBL is located in Brussels, in the offices of the European Commission, Rue de la Science 29, (SC 29 - 00/26), B 1049 – Brussels – Belgium, in the judicial district of Brussels.

- All documents prescribed by the law on the ASBL can be found in the file kept at the registry of the Commercial Court of the aforementioned judicial district.

Art. 4 - Term

- The ASBL is incorporated for an unlimited term.

- It can be wound-up through decision of the General Meeting gathering at least two thirds of its members and deliberating with a majority of four fifths of the present or represented members.

B. MEMBERS

Art. 5- Typology of the members

- The ASBL comprises three types of members :

- the active Members ;

- the adherent Members;

- the related Members.

A member can belong to only one type.

Art. 6 – Active Members

- The association comprises at least 5 (five) members.
- Any adherent member can apply with the Board of Directors, hereinafter called Board, for being recognised as active member.
- The Board decides on such applications. It sees in particular to ensuring a representativeness allowing the presence of members of a maximum of European institutions, of pensioners of such Institutions, of various places of activity, of various nationalities, of representatives of both sexes.
- The active members are 60 (sixty) as a maximum, including the members of the Board.
- The active members participate with the Board in the General Meeting of the ASBL.
- They commit to participate actively in the work groups for which the Board appoints them.
- They are appointed for a period of 5 years, renewable once as a maximum.

Art. 7 – Adherent Members

- Any person whose work conditions are fixed by the Staff Regulations of the officials of the European Communities and by the conditions of employment of other servants of the Communities can join the ASBL.
- Are adherent Members of the ASBL the aforementioned people who have explicitly asked for membership to the ASBL and having paid the contribution possibly foreseen pursuant to art. 9 of these bylaws.

Art. 8 – Related Members

- Any person having a link with the European institutions and who cannot claim to become an active member, can ask for its membership as related member. The Board decides on such applications.
- The people under the Staff Regulations of the officials of the European civil servants and the conditions of employment of other servants are one of the categories of related members.

Art. 9 – Contributions

- The Board is competent for fixing the contributions.
- It may foresee
 - an accession contribution that may vary according to the member category, with a maximum of 25 euros ;
 - such contribution is not refundable and remains valid as long as the member will remain a member ;
 - an annual contribution that can also vary according to the member category and the maximum amount of which will be 25 (twenty-five) euros.

- Each member in order with its contributions gets a member card.

Art. 10 – Members' rights and duties

- Each member profits by all activities of the ASBL, within the limits and according to the terms fixed by these bylaws.
- The member is free of participating or not in each of the operations proposed by the ASBL.
- The member should, under penalty of exclusion, accept, comply with and apply the bylaws, internal rules and decisions of the General Meeting and of the Board.

Art. 11 – Resignation and exclusion

- Each member can at any time put an end to its membership of the ASBL by notice in writing addressed to the Board of Directors.
- Any member who would act against the interests of the ASBL, or would have a behaviour detrimental to its image or an attitude obviously in contradiction with the 3rd paragraph of art. 10 of these bylaws can be suspended by the Board. In such case the Board resolves upon proposal of the Chairman with a majority of two thirds of its members. Such suspension applies up to the next General Meeting that after having heard the interested provided he/she shows up, may pronounce his/her exclusion with a majority of two thirds of the present or represented members.

C. ORGANS OF THE ASBL

Art. 12 – General Meeting

- The General Meeting of the ASBL comprises active members. The members of the Board are all active members (see art.17)
- The General Meeting meets at least once a year, within four months following the closing of the financial year at the registered office of the ASBL in Brussels or at the place indicated in the notice.
- It approves the annual accounts, activity report as well as the work programme and projected budget of the next financial year.
- It gives discharge to the directors.
- The documents relating to the items to be dealt with by the General Meeting will be distributed to the active members by the Board at least three weeks prior to the date fixed to discuss such items.

Art. 13 – Convening of the General Meeting

- The General Meeting is convened by the managing director appointed according to the terms provided in article 18, at the request of:
 - the Chairman of the Board of Directors;

- at least four members of the Board;

- at least 1/4 of the active members.

•The convening of the active members takes place in writing (letter, e-mail) and will be sent together with the agenda that can be completed at the time of its adoption by the General Meeting. The notice should be sent at least ten days in advance. It will be deemed as received by a member if it has been sent to the last (mail or email) address communicated by such member to the ASBL.

•The adherent members are informed of the convening to the GM through the information means peculiar to the ASBL (website, magazines or other publications).

Any adherent member can submit to one or several members of the Board items to be submitted to the General meeting.

Art. 14 – Operation of the General Meeting

•The Board can invite adherent members, related members or guests (partners of the ASBL, experts, etc.) to attend or participate in the works of the General Meeting, for specific items and without voting right.

•Each attendant member can hold at least two proxies.

•The General Meeting is validly made up if at least half of the active members are present or represented.

•The General Meeting is chaired by the Chairman of the Board or a vice-president, assisted by the managing director or another member of the Board and two scrutineers appointed by the Meeting.

•The Secretary appointed by the meeting draws up the minutes that are read out at the end of the General Meeting and signed by the members who wish so. Such minutes are distributed to all active members.

•When the quorum necessary for the General meeting is not reached, a new General Meeting is convened by the Board of Directors, with the same agenda, within 15 days as a minimum and thirty days as a maximum.

•The General Meeting newly convened may validly deliberate on the items of the agenda whatever the number of present or represented members.

Art. 15 – Competence of the General Meeting

The General Meeting is alone authorised to decide

• the modification of the bylaws of the ASBL,

•the change of the registered office,

•the appointment and dismissal of the auditors and fixing of their remuneration, should a remuneration be granted to them,

•the discharge to be given to the directors and auditors,

- the approval of the budgets, balance-sheet and accounts,
- the winding-up of the association,
- the exclusion of a member,
- the transformation of the association into a company with a corporate purpose.

Art. 16 – Decisions of the General Meeting

•Any decision of the General meeting is taken with a simple majority of the present and/or represented members, except for what regards

a) the exclusion of a member that will be taken at the majority of two thirds of the present and/or represented members;

b) modifications to the bylaws of the ASBL and the dismissal of the directors that are submitted to the attendance quorum of 2/3 and voting quorum of 2/3 of the present or represented members;

c) decisions relating to :

- the change of the goals of the association,

- the winding-up of the association,

- the transformation of the association into a company with a corporate purpose

that require an attendance quorum of 2/3 attendant or represented and a voting quorum of 4/5 of the attendant or represented members.

Art. 17 – Board of Directors - Composition

•The Board of Directors of the ASBL comprises ten active members as a maximum. The term of office of each Director has a duration of five years, renewable once as a maximum.

• The General Meeting can decide according to the needs of the operation, to broaden the composition of the Board up to a maximum of fifteen members.

• In case of resignation, dismissal or death of a director, the General Meeting resolves on the applications filed by new potential directors, upon proposal of the Board.

• The member should participate in the meetings of the Board and fulfil its mandate and functions as a responsible person. The second paragraph of article 11 applies.

•Should a member not attend effectively at least half of the meetings of the Board during a year, the Board may propose to the General Meeting to consider it as resigning. The General Meeting will decide on its dismissal.

Art. 18 – Board of Directors – Competence

•The Board of Directors manages and administers the ASBL consistent with these bylaws and with the decisions of the General Meeting. It has all powers that are not explicitly reserved to the General Meeting.

It may among others:

- enter into any contracts, deals and undertakings;
- buy and alienate, lease and lease out all personal and real property necessary for the realisation of the goals of the ASBL,
- effect and receive all payments, require or provide discharge thereof;
- appoint or dismiss agents or employees, fix their remits, salaries and bond.
- plead before any jurisdiction as plaintiff as well as defendant,
- get all decisions, judgements or orders and enforce them, deal with or acquiesce, withdraw or compromise regarding all interests of the ASBL.

•The Board appoints its Chairman who presides the Board and the General Meeting and has the power to represent the ASBL vis-à-vis third people, as well as one or two vice-chairmen.

• The directors' term of office has a duration of 5 years renewable once as a maximum.

• The Board may delegate according to the terms it fixes, its powers of representation and daily management to one of its members, that will bear the title of managing director and is bound to act within the framework of the received delegation.

• The directors of the ASBL are not bound personally vis-à-vis third people for what regards the commitments they are entering into on behalf of the ASBL.

• The directors are responsible vis-à-vis the ASBL for the performance of their term of office and have to account for it to the General Meeting.

Art. 19 – Board of Directors – Operation

•The Board of Directors meets in principle four times a year, or whenever the needs of the ASBL require so.

It is convened by the Chairman or a vice-chairman or at the request of at least three members of the Board, on the basis of an agenda distributed at least one week prior to the date fixed for the meeting.

•The quorum for the Board to be able to proceed is reached if at least four members are present and at least six members represented. Each member of the Board can hold only one proxy.

•The Board decides with a simple majority of the votes of the present or validly represented members.

In case of parity of votes, the vote of the chairman or in his absence, of a vice-chairman (the senior if several are present) will be a casting one.

•In case of need and with the agreement of the majority of its members, the decisions of the Board of Directors can be taken through written procedure.

Art. 20 - Auditor(s)

•The control of the financial situation, annual accounts and regularity of the operations to be verified in the annual accounts is entrusted to one or several auditor(s) appointed by the General Meeting among its members for a renewable term of three years.

•The auditor(s) can be dismissed by the General Meeting only for legitimate reasons.

D. MISCELLANEOUS

Art. 21 – Financial year

• The financial year starts on the first of January and ends on the thirty-first of December of each year. The first financial year will end on 31 December 2007

Art. 22– Inventory

• An inventory of the personal and real property of the ASBL is drawn up each year and enclosed with the activity report, balance-sheet and loss and profit account submitted to the Meeting by the Board of Directors.

Art. 23 – Winding-up

• In case of winding-up of the ASBL decided by the General Meeting according to the terms provided in § 2 of article 4, the General Meeting will fix the terms and conditions for the closing down (appointment of liquidators, allocation of the capital to charitable Associations/ Institutes).

E. PROVISIONAL PROVISIONS

Art. 24 – Operation of the Board of Directors

For the first six months of life of the ASBL, the 2nd paragraph of article 19 does not apply.

Art. 25 – Members of the U.P.F.E.

•At the time of the incorporation of the ASBL, the members of the UPFE (Union de Prévoyance des Fonctionnaires Européens) are considered by right as adherent members of the ASBL.

• They will have to confirm explicitly their membership of the ASBL, consistent with § 2 of article 7.

• The Board of Directors will fix the final date for the application of the measures coming with the competence of this article.