

STATUTES OF SOCIAL ECONOMY EUROPE A.S.B.L.

Title I. Name, registered-office, aim, term

Art. 1.

The association is named "SOCIAL ECONOMY EUROPE", asbl (non-profit association). This association, under Belgian law, has been constituted in compliance with title III of the Belgian law of twenty fifth of October Nineteen Hundred and Nineteen, as amended by the law of second of May Two Thousand and Two.

The registered-office is located at Rue St Jean 32-38, 1000 Brussels, in the judicial district of Brussels, but can be transferred to any other place by a decision of the General assembly by an absolute majority vote cast of the present or represented members; abstentions not being taken into account for the calculation of votes.

Art. 2.

The aims of the association are:

- a) To promote all social economy activities and enterprises in Europe seeking to contribute to economic and social development.
- b) To highlight the role of social economy enterprises at European level and to promote their defining values.
- c) To support the political and legal recognition of the social economy at European level.
- d) To be the European platform representing the social economy enterprises at the European institutions.

Its European dimension leads SEE, within its field, to maintain relations with all other globally operating organisations.

Art. 3.

In order to pursue its aims, the association actively participates in the political debate thanks to its advocacy work; it organises and takes part in events such as conferences or exhibitions; it gives support to its member at a national and European level; it strengthens the network; it shares information and enables communication between the social economy actors (members, research centres...); it develops thematic activities through working groups.

The association works on horizontal themes with high added value for the ensemble of the members; in this regard, it respects the subsidiarity principle vis-à-vis its members, thus not acting in fields which fall within the members' competence.

Art. 4.

Beyond the statutory obligations, decision-making will always be the subject of a search for consensus.

Art. 5.

The association has been formed for an unlimited period. It can be dissolved at any time.

Art. 6.

The association does not pursue any profit-making aim.

Title II: Members, admission, resignation and exclusion

Art. 7.

Composition

The association is formed by the following types of members:

1. Members representing European umbrella organisations of co-operatives, mutual societies, associations and foundations, called hereafter CMAF.
2. Members representing a national representative umbrella organisation of different social economy families (CMAF) –at least two-, operating in a Member State, where it is recognised as such. In the absence of a national representation, a regional one may be considered provided that it is recognised.
3. Members representing European networks promoting the social economy. Such networks must be present in at least 6 Member States of the European Union.

The association may establish relations with organisations or institutions having an expertise in the social economy. They can thus, attend the meetings under invitation, although they have no right to vote. Relations with such organisations can be the subject of a partnership agreement.

Art. 8.

Admission conditions

To become a member, it is mandatory:

- a) To be a legal person;
- b) To fully accept the present statutes;
- c) To subscribe to the Charter of the social economy, as adopted by SOCIAL ECONOMY EUROPE (formerly the CEP-CMAF) on 10th April 2002, or to any later version of the same document;
- d) To refer in its statutes to the social economy or to any of its components;
- e) To refrain from harming the collective interest of the members of SOCIAL ECONOMY EUROPE (as defined in the Internal rules of procedure) and from belonging to national, European or international organisations displaying such a behaviour.

Art. 9.

In order to become a member, every organisation must submit to the President, a membership application including:

- a) an application signed by the President of the applying entity,
- b) the entity's statutes,
- c) the list of its members,
- d) the composition of its managerial bodies,
- e) any other document illustrating the entity's representativeness, its management practices and its work in the service of the social economy.

Art. 10.

End of membership

Membership of members shall end:

- a) by resignation,
- b) on exclusion or removal.

Any member no longer meeting the requirements mentioned in Art.8, is suspended with immediate effect, by the Board of directors after extraordinary debate. The final exclusion of a suspended member by the Board must be confirmed in ordinary or extraordinary General assembly by a two-thirds majority of the votes cast by those present or represented (duly mandated for this purpose).

§1. Resignation

Any member willing to resign from the association must submit a resignation letter to the President of the association, explaining the reasons for his decision.

§2. Conditions for exclusion

The exclusion of a member is justified in cases where he no longer respects the conditions set up in Art.8. or has not paid its appropriate membership fee within one month of a reminder sent to him by registered letter with acknowledgment of receipt.

§3. Procedure of exclusion

The President may take the initiative to propose the expulsion of any member by means of an explanatory letter to the Board of directors. The President must, for this purpose, inform the member in question and, when appropriate, send him a formal notice concerning his unpaid statutory obligations.

The General Assembly alone can decide on the exclusion on the basis of any obtained information, provided that the concerned member had the opportunity to defend. The General assembly can also postpone the decision to a later meeting, appointing the general delegation to collect further information about the member in question.

The decision of the General assembly must be passed on to the concerned member. Any decision to exclude must be justifiable. The exclusion of a member does not exclude the chance for a new application of admission at a later stage.

The resigning or excluded member shall not exercise any claim on to the assets of the Association.

Title III: Managing bodies – General assembly – Board of directors – General delegation

Section 1 – General assembly and Chair

Art. 11.

The General assembly comprises representatives of all the members. It is chaired by the President of the Board, or if not, by a vice-president or a director appointed for this purpose by the General assembly. The number of representatives is set following a distribution formula defined in the Internal rules of procedure.

Each member appoints its representatives sitting in the General assembly.

Art. 12.

§1. The General assembly shall meet annually before the 30th of June and has the powers clearly granted to it by these articles of association.

The following issues are specifically subjected to a deliberation of the General assembly:

- 1.amending the statutes and the internal rules of procedure;
- 2.accepting new members;
- 3.appointing, revoking and relieving the directors;
- 4.approving the budgets and the annual accounts;
- 5.expulsion and/or suspension of a member;
- 6.dissolution of the association and designation of one or more liquidators;
- 7.every issue foreseen by these statutes or by the law.

§2. General assemblies (both ordinary and extraordinary) shall be convened by the President or the vice-president(s) of the Board; if not, by the vice-president(s) in case of extended absence, of vacancy or in case of physical impossibility (if an exceptional emergency makes it mandatory to convene an extraordinary General assembly in the shortest delay).

An absent member can appoint any other member to represent him by proxy. Each member can only hold two proxies at the most.

Convocations shall be sent by letter, at least twenty days before the date of the General assembly, and by e-mail. They shall contain the agenda, as well as the date, time and place of the meeting.

§3. An ordinary or extraordinary General assembly shall only hold valid discussions on changes to the statutes if these are explicitly indicated on the convocation and if at least 2/3 of the members are present or represented. Any change shall only be adopted by a majority of 2/3 of the votes present or represented.

Nevertheless, any change to the aims legitimating the establishment of the association, shall only be adopted by a majority of 4/5 of the votes present or represented.

If 2/3 of the members are not present or represented during the first meeting, a second meeting can be convened. This second meeting shall hold valid discussions irrespective of the number of members present or represented and shall adopt the changes by the majority of the votes foreseen in paragraphs 2 or 3. The second meeting shall not take place during the 15 days following the first meeting.

Art.13.

A General assembly must be convened by the Board of Directors on the request of at least one fifth of the members; likewise, any proposal signed by at least one fifth of the members shall be placed on the agenda.

Art.14.

All members have the right to vote in the General assembly.
Decisions shall be passed by absolute majority, except where otherwise stated by the law or the present statutes; abstentions not being taken into account for the calculation of votes.

Art.15.

Decisions taken by the General assembly are recorded in a register of minutes signed by the President and one vice-president.
These minutes shall be kept at the head-office where all the members may consult them, without any fee but on site.

Section 2 – Board of directors

Art. 16.

The association is run by a Board of directors. The number of directors is set according to a distribution formula defined in the Internal rules of procedure.
The directors represent legal entities and they receive no remuneration. The directors shall be liable only for the execution of their mandate. They shall not assume, on account of their position, any personal obligation related to the association's engagements.
The directors are proposed by the member organisations. In the event of a loss of title of a member organisation, the director loses his status, unless otherwise decided by the General assembly. The General assembly appoints the directors.
The Board of Directors shall meet at least three times a year, whenever the President so requests. Each member can only hold one proxy at the most. Each member organisation may appoint substitutes, up to the number of effective directors. An absent director can be replaced by his substitute.
The Board of directors shall undertake valid discussions only if at least the majority of its members are present or represented.

Art.17.

The period of office is three years. In case of vacancy during the mandate, the alternate shall be proposed by the member organisation to which the former belonged. The proposal must be approved in the next General assembly. The alternate shall complete the mandate of the director being replaced.

The outgoing directors may be re-elected.

Art. 18.

Each director can be assisted by a person of his choice. These people have an advisory vote during the meetings of the Board of directors.

Representatives of external organisations may be invited to attend the Board of directors, in order to bring particular quality expertise about one issue on the agenda. These representatives may attend the Board of directors only in an advisory capacity.

Art.19.

President's competences: The President shall ensure the regular functioning of the Association, in compliance with the statutes. The President chairs the General assembly and the Board of directors and signs all documents and decisions engaging the association with third parties, in accordance to articles 22 and 23. The President represents the association and supervises general director's work.

The Vice-presidents replace the President if so requested by the later or in the event of any impossibility for the President to attend the Board of directors and/or the General assembly.

Treasurer's competences: the treasurer supervises the association's accountancy and financial flows. He/she is responsible for respecting the budget, as well as for drawing up the annual accounts and the statement of account and submitting them to the competent bodies.

Art. 20.

Decisions of the Board of directors shall be taken by majority (not including abstentions) of the directors' present or represented.

Each director has a voting share set according to a distribution formula defined in the Internal rules of procedure.

Art. 21.

The Board has broad powers to run and manage the Association. In particular, it may (the following list is not exhaustive and is without prejudice to any other powers granted by law or by the statutes): draft and pass any acts and contracts, compromise, commit, acquire, exchange, sell any movable or fixed assets, mortgage, borrow, sign leases for any duration, accept all legacies, subsidies, donations and transfers, relinquish all rights, confer any powers on representatives of its choosing, whether or not they are members and represent the Association in legal matters either as defendant or as plaintiff.

The Board of directors may also appoint and dismiss members of the Association's staff , draw on and receive any sums and securities, withdraw any recorded sums and securities, open any

accounts with banks, perform any operations in relation to said accounts and, in particular, make any withdrawal of funds by cheque, rent safety deposit boxes with a bank, pay sums owing by the Association, collect from the post office, customs or the national railway company any letters, telegrams, or parcels whether registered, insured or not and cash any postal order and any payment orders or postal receipts.

Art. 22.

The Board of directors appoints the association's representatives for public or private bodies, as well as the different boards, organisations or committees in which it is useful for the association to be represented.

These representatives may act on a mandate given by the Board of directors or by the President in the case where the Board cannot meet in a reasonable delay; they shall receive the approval of the members of the Board by e-mail. They shall report on their activity to the Board of directors on a regular basis.

The Board of directors may set up thematic working groups in charge of making reports on specified topics regularly.

Art.23.

Any open account in public or private establishments, every right and proxy (for lack of a delegation of powers by special deliberation of the Board of directors), must be signed by the President, one vice-president or the treasurer.

Art.24.

Daily management documents may be signed either by the President, one vice-president or the treasurer, for those documents falling into their competences. The Board of Directors may entrust with the daily management of the association, one or more person(s) – duly appointed for this purpose and whose competences and powers have been defined by the Board.

Art.25.

The minutes of the Board of Directors' meetings are sent after every session to the members; they shall be signed by two directors during the next meeting of the Board.

Section 3: The general delegation

Art.26.

The general delegation is in Brussels. An employee General Director, subordinate to the President, is in charge of its functioning.

His/her tasks, competences and responsibilities are stipulated in the Internal rules of procedure.

Title IV: Financial management

Art. 27.

The association's receipts derive from:

- member's fees,
- products deriving from the association's activities,
- partnership's receipts with private or public enterprises and sponsorships,
- aids, grants or allowances,
- donation or legacy.

Art. 28.

The members shall pay an annual fee of which the amount will be fixed each year by the General assembly based on the Board of Director's proposal. Fees shall be paid at the latest on the 30th June each year.

A resigning member is still required to pay the annual fee that is incumbent upon him.

The calculation of the fee is made according to the methods defined in the first paragraph of the Internal rules of procedure.

Members receiving additional financing to the direct benefit of the association, will enjoy a reduction on their annual fee equal to such a financing. The fee's base amount shall be paid in any case. The amount of the fee shall not exceed 15.000 €.

Art. 29.

The financial year shall begin on 1st January and end on 31st December. Every year, the Board of Directors shall prepare the budget for the upcoming financial year, as well as the annual accounts for the financial year gone by, which shall be submitted for approval during the next General assembly.

Title V: Dissolution and liquidation

Art. 30.

In the event that the association is dissolved, the extraordinary General assembly shall appoint the(s) liquidator(s), shall specify their powers and shall stipulate how the net assets are to be distributed when liquidated. Such assets must be necessarily allocated to an organisation promoting the social economy.

Art. 31.

Any matter that is not provided for in these statutes nor in the Internal rules of procedure, shall be governed in compliance with the law of twenty seventh of June Nineteen Hundred and Twenty-One, as amended by the law of second of May Two Thousand and Two for Non-Profit Associations, International Non-Profit Associations and Foundations.