



## 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 the provisions of the Belgian law, in particular the Companies and Associations Code of 23 March 2019. .

The registered-office is located in Brussels-Capital Region, 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.

Its website address is: [www.socialeconomy.eu.org/](http://www.socialeconomy.eu.org/) and its e-mail address is: [director@socialeconomy.eu.org](mailto:director@socialeconomy.eu.org)

#### 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.

SEE may receive any material or financial aid or contribution from public or private legal entities or individuals. Funds and materials collected in this way must be used exclusively to achieve these aims.

SEE may support and take an interest in any activities pursued by organisations with similar objectives. 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

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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 or enter in competition with them.

**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 full members:

1. Full members representing European umbrella organisations of co-operatives, mutual societies, associations and foundations, called hereafter CMAF.
2. Full 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. Full members representing European networks promoting the social economy. Such networks must be present in at least 6 Member States of the European Union.

The number of full members is unlimited and may not be less than five.

Full members enjoy all the rights granted to members by law and these Statutes.

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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 full 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 10<sup>th</sup> 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 full 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.

Full members who resign or are suspended or excluded, as well as their heirs or successors, have no rights over the SEE assets. They cannot claim or request statements, inventories or reimbursement of membership fees paid.

Any full member no longer meeting the requirements mentioned in Art.8, is suspended with immediate effect, by the Executive Board after extraordinary debate. The final exclusion of a

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suspended full member by the Executive 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). The General Assembly may only validly decide the exclusion of a full member if this topic is explicitly included in the agenda of the meeting and at least two-thirds of the members are present or represented. Invalid and blank votes as well as abstentions are not taken into account, neither in the numerator nor in the denominator.

#### §1. Resignation

Any full member willing to resign from the association must submit a resignation letter to the Executive Board, explaining the reasons for its decision.

#### §2. Conditions for exclusion

The exclusion of a full 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 the inquired full member by registered letter with acknowledgment of receipt.

#### §3. Procedure of exclusion

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

The General Assembly alone can decide on the exclusion on the basis of any obtained information, provided that the concerned full 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.

### **Art. 11**

#### Register of full members

The Association keeps a register of full members, under the responsibility of the Executive Board. This register shall contain the organisation name, legal form, company number and registered office, as well as the surnames and first names of their representatives.

Any decision to admit, resign or exclude a full member is entered in the register at the request of the

Executive Committee within 8 days once the Executive Committee has become aware of these changes.

All full members may consult this register, at the SEE office or by simple written and reasoned request addressed to the Executive Board.

### **Title III: Managing bodies – General assembly – Executive Board– General delegation**

#### **Section 1 – General assembly and Chair**

##### **Art. 12.**

The General assembly comprises representatives of all the full members. It is chaired by the President, or if not, by a vice-president of the Executive Board or a member of the Executive Board 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. 13.**

§1. The General assembly shall meet annually before the 30<sup>th</sup> 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. voting for the President of the association
2. amending the statutes and the internal rules of procedure;
3. accepting new full members;
- 4., voting, revoking and relieving the members of the executive board;
5. approving the budgets and the annual accounts;
6. expulsion and/or suspension of a full member;
7. dissolution of the association and designation of one or more liquidators;
8. The transformation of the Association into an AISBL, into a cooperative certified as social enterprise and into a certified social enterprise cooperative.
9. Making or accepting the contribution free of charge of a universality
10. 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 Executive Board; if not, by the vice-president(s) in case of extended absence, or vacancy or in case of impossibility (if an exceptional emergency makes it mandatory

to convene an extraordinary General assembly in the shortest delay).

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

Convocations shall be sent by e-mail, at least twenty days before the date of the General assembly. They shall contain the agenda, as well as the date, time and place of the meeting, as well as any relevant document to the purpose of the meeting. Any proposal signed by one-twentieth of the full members must be placed on the agenda of the General Assembly.

§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.

Invalid and blank votes, as well as abstentions, are not taken into account when calculating majorities, neither when the General Assembly decides on amendments to these Statutes.

#### **Art14**

A General Extraordinary assembly can be convened by the Executive Board on the request of at least one fifth of the full members. In this case, the General Assembly must be convened within the 21 days of the request and held at the latest within 40 days of the request. Likewise, any proposal signed by at least one fifth of the members shall be placed on the agenda of the General Assembly.

#### **Art.15.**

All full 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. Vote specifications are further detailed in the Internal rules.

#### **Art. 16**

Dissolution, contribution of universality free of charge, transformation

The General Assembly may only dissolve SEE under the same conditions as those relating to the modification of the object or purpose for which the association was formed.

The General Assembly may only decide on a contribution of assets free of charge or on the conversion of the association into an AISBL, into a cooperative society agreed as a social enterprise and into a certified cooperative social enterprise in accordance with the rules prescribed by the Code of Companies and Associations.

When the General Assembly decides on the dissolution of the association, a contribution of assets free of charge or the conversion of the association into an AISBL, into a cooperative agreed as social enterprise and into a certified cooperative social enterprise, invalid and blank votes as well as abstentions are not taken into account for the calculation of majorities.

**Art.17.**

Decisions taken by the General assembly are recorded in a register of minutes signed by the President or a vice-president As well as by all members who so wish. This register shall be kept at the head-office where all the full members may consult them, without any fee but on site, on written and simple request stating their reasons, addressed to the Executive Board, but without removing the register.

Individual decisions may be sent in writing by the Executive Board to third parties who can demonstrate an interest.

Decisions relating to amendments to the statutes of association, the appointment and dismissal of members of the Executive Board and delegates for day-to-day management and the dissolution or transformation of the association are filed within thirty days with the clerk of the competent Court for publication in the “Moniteur belge”.

**Section 2 – Executive Board**

**Art. 18.**

The association is administered by an Executive Board made up of the President and a minimum of three persons and a maximum number of twelve people to be calculated on the basis of:

- one representative per CMAF member with 2 votes per organization;
- up to four members from national federations representing the social economy with one vote per organization.
- and up to four members from European network organizations participating in the promotion of the social economy with one vote per organization.

The members of the Executive Board are individuals that represent and are mandated by their organization which is a full member of SEE. The General Assembly elects the Executive Board.

The Executive Board elects two vice-presidents and the treasurer among its members according to a procedure defined in the Internal rules of procedure.



The Executive Board is a collegiate body. Its decisions are valid when taken at a meeting, in compliance with the attendance and voting quorums provided by these Statutes.

The members of the Executive Board represent legal entities and they receive no remuneration. They 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.

In the event of a loss of membership of a full member, the member of the Executive Board loses his/her status, unless otherwise decided by the General assembly.

The Executive Board shall meet at least three times a year, whenever the members of the Executive Board so requests. Each member can only hold one proxy at the most.

The members of the Executive Board shall undertake valid discussions only if at least the majority of its members are present or represented.

#### **Art.19.**

The period of office is three years. In case of vacancy during the mandate, the alternate shall be proposed by the full 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 member being replaced.

In the event the General Assembly does not have replaced or re-elected the members of the Executive Board whose term of office have expired they shall remain in office. The term of office of members of the Executive Board expires only by revocation, resignation, bankruptcy, nullity or dissolution.

The outgoing member of the Executive Board may be re-elected.

If bankruptcy, nullity or dissolution of a member of the Executive Board results in a number of members falling below the legal or statutory minimum, an Extraordinary General Assembly is called to replace the member of the Executive Board.

Any member of the Executive Board may be removed at any time by a decision of the General Assembly, which need not justify its decision. If necessary, the General Assembly replaces the dismissed member of the Executive Board.

#### **Art. 20.**

Each member of the Executive Board can be assisted by a person of its choice.

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

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**Art.21.**

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 Executive Board 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 latter or in the event of any impossibility for the President to attend the Executive Board 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. 22.**

Decisions of the Executive Board shall be taken by majority (not including abstentions, as well as invalid and blank votes) of its members present or represented.  
Each member has a voting share set according to article 18.

**Art. 23.**

The Executive 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 Executive Board 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.

In any case, the Executive Board's powers do not extend to acts reserved by law or by these Statutes for the General Assembly.

**Art. 24.**

The Executive Board 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 Executive Board 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 Executive Board on a regular basis.

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

**Art.25.**

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

**Art.26.**

Daily management documents may be signed either by the President, one vice-president or the treasurer, for those documents falling into their competences. The Executive Board 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 Executive Board.

**Art.27.**

The minutes of the Executive Board meetings are recorded in a register and sent after every session to the members; they shall be approved during the following meeting of the Board.

The minutes are signed by the general representatives of the association, and by all the members of the Executive Board who so wish.

The register shall be kept at the head-office where all the full members may consult them, without any fee but on site, on written and simple request stating their reasons, addressed to the Executive Board, but without removing the register.

**Art. 28**

Conflict of interest

A member of the Executive Board who, in the context of a decision to be taken, has a direct or indirect interest of a pecuniary nature which is opposed to that of SEE, must inform the other members of the Executive Board before it takes a decision. His/her declaration and explanation of the nature of the conflicting interest must be included in the minutes of the meeting of the the Executive Board at which the decision is to be taken. The the Executive Board may not delegate this decision.

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The member of the Executive Board affected by the conflict of interest as described above may not take part in the deliberations of the Executive Board concerning these decisions or operations, nor may he vote on this point. If the majority of the members of the Executive Board present or represented are in a position of conflict of interest, the decision or transaction is submitted to the General Assembly. If the decision or transaction is approved by the General Assembly, the Executive Board may implement it.

This article shall not apply where the decisions of the Executive Board relate to customary transactions entered into under regular conditions and guarantees normal to the market for transactions of the same nature.

#### **Article.29**

##### **Publications**

The deeds relating to the appointment or termination of the duties of the members of the Executive Board and of the persons delegated to the day-to-day management include the organisation names, their legal form, their registration number and their registered office as well as the surname, first names and domicile of their permanent representative.

All documents are filed within 30 days with the clerk of the competent Commercial Court, with a view to publication in the "Moniteur belge".

#### **Art. 30**

Adoption and amendment of internal rules of procedure.

Internal rules of procedure are drawn up by the Executive Board, which submits them to the General Assembly for approval and any amendments. The latest approved version of the internal regulations is available at the Association's registered office. It may be obtained by the full members on written request to the Executive Board or by other means (e.g. on the association's website).

### **Section 3: The general delegation**

#### **Art.31.**

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

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

Day-to-day management includes both actions and decisions which do not exceed the day-to-day needs of the Association and actions and decisions which, either because of the minor interest they represent or because of their urgent nature, do not justify the intervention of the administrative body.

**Art.32**

General representation of the association

Legal proceedings, whether as plaintiff or defendant, shall be brought or defended on behalf of the association by a member of the Executive Board.

Deeds which bind the Association, other than those of day-to-day management, are signed jointly, unless specially delegated by the body, by two members of the Executive Board, who will not be required to justify their powers to third parties.

**Title IV: Financial management**

**Art. 33.**

The association's receipts derive from:

- full 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. 34.**

The full members shall pay an annual fee of which the amount will be fixed by the internal rules adopted by the General assembly. Fees shall be paid at the latest on the 30<sup>th</sup> June each year.

A resigning full 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 Internal rules of procedure.

Full 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. 35.**

The financial year shall begin on 1<sup>st</sup> January and end on 31<sup>st</sup> December. Every year, the Executive Board 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. The Executive Board draws up the accounts for the past year in accordance with the provisions of Book 3



of the Companies and Associations Code and Book III, Title 3, Chapter 2 of the Economic Law Code, as well as the budget for the following year, and submits them to the Annual General Assembly for approval.

#### **Title V: Dissolution and liquidation**

##### **Art. 36.**

Liquidation

Except in the case of dissolution by court order, only the General Assembly may dissolve the Association in accordance with Book 2, Title 8, Chapter 2 of the Companies and Associations Code.

In this case, the General Assembly appoints one or more liquidators, determines their powers and any remuneration, and indicates the use to be made of the net assets.

##### **Article.37.**

Allocation of remaining net assets

In all cases of voluntary or judicial dissolution, after all debts have been settled, the net assets shall be allocated to another non-profit-making organisation promoting the social economy.

##### **Art. 38.**

All matters not provided for in the Articles of Association shall be settled in accordance with the provisions of the Belgian law, in particular the Companies and Associations Code of 23 March 2019.

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