S Statutes

Proposers:
Agenda item: 1. Formalities

Statutes

The founder institutes hereby the Statutes for the Association and that in the following manner:

Title 1: Basic Act

Article 1 – Form -Denomination

The form of the Association is an international association with none lucrative objective (with international benefits), in compliance to the laws and is being named as the Cooperation and Development Network of Eastern Europe, in short the CDN.

In all acts, bills, announcements, publications and other pages issued by the International Association having none lucrative objective a designation of the Association must be mentioned with above or further added wording “International Association without a lucrative objective” or the abbreviation IALO (AISBL) as well as its’ seat address.

Article 2 – Social Seat

The social seat of the Association is to be set in the Brussels-Capital Region.

The administration body has the power to move the seat of the association within Belgium, provided that such a move does not require a change in the language of the statutes by virtue of the applicable language regulations. In case of transfer of the seat to another Region, the administration body has the power to modify the statutes.

Article 3 Objective – Activities

As non-profiting Association with none lucrative objective, it has the following strategies of international benefit:

- Promotion of ecology (in its broad sense: environment, social and political ecology) and the stability with the young Europeans, using all non-violent means at the disposal.

- Encouragement for realization of ecology studies and reflections in various forms (in its broad sense) with the young democrats of the whole

Europe, accentuating Eastern Europe (European countries non-members of European Union).

- To unite the young people of various European nations, to establish and favour dialogues on regional and national differences
- To coordinate joint actions of organisations members towards development and cooperation of young people and groups in Europe, aiming to bring together European nations
- To promote objectives of joint "green" actions at the international level
- To defend rights of men and women, rights of minorities, equality of genders and the democracy, as well as the means for democratic action
- To promote long lasting development in Eastern Europe.

The objectives quest shall specifically be executed through following activities:

1. Activities in exchanging
2. Seminaries and reunions for studies
3. Training programs
4. Campaign on sensitiveness efforts
5. Meetings
6. Study visits
7. Support to organisations members

The Association can execute any act relating directly or indirectly to its objectives. It can namely assist and get involved in all activities following objectives being similar to own ones.

Article 4 – Members

The Association is open to Belgian and foreign persons.

The Association is composed of factual members only, who are legal entities. The members are divided into two categories: EU-members and non-EU members. EU-members are organisations whose headquarters are located in the European Union and which have a double right to vote in the General

Assembly. Non-EU members are organisations whose headquarters are located outside the European Union and which benefit from a double triple right in the General Assembly.

Number of members is not limited, while the minimum is set to be five(5).

Article 5

Admission of new members is conditioned through following clauses:

1. 1. To be a member of the CDN, an organisation should send a recommended letter to the Secretariat with enclosed Statutes of their organisation, with all useful information referring namely to their juridical ranking, to number of members, age limit and activity type.

   2. The admission of a new member requires a two-thirds majority vote of the General Assembly in favour of their admission.

   3. The members must respect the Statutes, decisions taken by the General Assembly and the CDN political program.

   4. The members of the CDN have equal right to participate to events organized by the CDN.

Members can give their resignation under following conditions:

The members are free to withdraw at any time from the Association bypresenting their written request to the President. The members having resigned have none right relating to CDN property, nor can they request refunding of any of their contribution fees. Administration Council can propose expulsion of an Association member. The expulsion Decision can be pronounced by the General Assembly, after having heard the defence of the person concerned, by a two-thirds majority of the votes cast, not counting abstentions in the numerator or denominator.

The Administration Council can reschedule the case of the member contender until the Decision of the General Assembly. Member can be deferred for duration of a year according to proposition of the Administration Council or upon proposition of the majority of the General

Assembly, in case when member in question has not settled payment of annual fee contribution.

A member can be expulsed if he does not respect the CDN Statutes.

A member who stops participating in Association's activities (due to death or otherwise), does not have any right to social funds.

Article 5bis

Members pay fixed contribution, being fixed annually by General Assembly upon proposition of the Administration Council and pursuant to financial means of the members.

Members must pay their contribution fee for the current year by the month of September. In case of payment failure, rights of member in question will be temporary suspended by the General Assembly, until payment of the contribution fee is settled.

Title 2: organisation

Chapter 1 – Managing (Administration Governing – Representation)

Article 6 – General Assembly (General Managing Body)

The General Assembly has full power enabling realization of objectives and activities of the Association.

All members are its constituents.

Particularly, the following processes are essential for its functioning:

1. Approval of budget and accounts
2. Election, revocation, discharge of administrators and if required, exclusion of accounts' supervisors or examiners
3. Statutes modifications
4. Approval of acts for interior order
5. Closing down of the Association
6. Exclusion of members
7. Approval of Annual Report of Administration Council

Article 7

1. General Assembly gathers every year, when suited at the social seat or at other place as set in convocation, under presidency of the President of Administration Council, or in case of his absence or prevention, under the Secretary's presidency. Convocations for General Assembly are sent in written form by the Secretariat in the sufficient time limit before the General Assembly so that the participants can contribute to the Agenda (submit propositions, functional points etc.), in order that accompanying documents are at the disposal (via web site) to participants in such time limit allowing its reading prior the meeting. Convocations are sent by post, fax, electronic mail or other communication means at least 15 (fifteen) days before the General Assembly, with included Agenda.
2. Extraordinary General Assembly could be summoned upon request of the Administration Council or by request of third of factual members under hereinafter set conditions:
    - Invitation to extraordinary General Assembly must be sent to all members at least one month before General Assembly with enclosed General Assembly Agenda.
3. The CDN will cover all costs relating to the General Assembly (voyage, accommodation, meals and visas) for designated person of an organisation

member). If an organisation submits request to adhere, the CDN will cover the same costs for one representative of such organisation requesting the partnership, when financial conditions would allow it and if the report of the Executive Committee is positive one. The CDN will preserve right to cover costs of voyage within limits being specified in the convocation for the General Assembly and in compliance to Decision of the Administration Council. CDN is not obliged to cover costs of another designated person of the organisation member or to cover costs of one designated person of an EU-member organisation. CDN should try to ensure funds to provide for costs of one designated person of the EU-member organisation and of another designated person of the non-EU member organisation .

4. In case of lack of financial means to comply to articles 7.1, 7.2 and 7.3 of General Assembly organisation, the CDN Administration Council would be then obliged to inform by written all organisations members about causes of such situation and to request suggestions and propositions or a postponement for a year.

5. The non-EU organisation members of the CDN have a triple voting right at the General Assembly. As such, they have right to designate two members with voting prerogatives during the General Assembly. An EU-member organisation has the right to send a delegate with a double right to vote to the general assembly.

6. The genders' equality should be assured.

Article 8

1. Excluding the stipulations that are contrary to the present Statutes, the deliberation of the General Assembly will be valid only when half of members or their representatives are present.

2. Each member can be represented at the General Assembly by one or two delegates or else by another member or by a third party, with assured special authorization.

Article 9

Excepting cases previewed by these Statutes, simple majority presented or represented members is sufficient to bring resolutions. All members are informed by electronic mail about the brought resolutions.

Article 10 – Administration Council (Administration Body)

1. The Association is governed by a Council, referred to as the "Executive Committee", composed of at least three Administrators. None maximum has been foreseen. Administrators must come from at least three different countries. However, no more than two Administrators can come from the same country. The General Assembly has right to decide on exceptional cases. Beside this, three quarts of Administrators must come from organisations

members, while at least 50% of Administrators must be of women* and at least three quarters of Administrators must be younger than thirty.

2. The Council has at their disposal all governing and administrative authorities as to contribute to the General Assembly.

3. The Council chooses from own members a President, a Secretary and a Treasurer (and eventually a Vice-Presidents etc).

4. The Administration Council can, out of two-thirds majority, assign one or several persons, members or not of the Administration Council, for daily managing and representation of the Association in matters of the daily managing.

   - The person(s) responsible for day-to-day management shall act separately.
   - Such an arrangement is set as to face third persons in the conditions previewed by the law.

5. The day-to-day management of the association includes both acts and decisions which do not exceed the needs of the daily life of the association and acts 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. Any restriction relating to the representation authorities, being accorded to the person in charge of daily managing; for the daily managing functioning; can not be questioned by third parties, even if published. The person in charge of daily managing will have a title of “Secretary General”.

6. The Administration Council can establish a whole consultative center or any equivalent if evaluated as useful, whose role would be to counsel or advise the Administration Council on issues of particular cases.

7. Identity of one or more delegates for daily managing shall be forwarded to the Tribunal de l’entreprise Registry and should be published in the Belgian official journal’s annexes.

8. Beside this, the Council can, within its responsibilities, entrust special and particular authorities to one or several persons.

9. The responsibilities of members of Administration Council shall be specified by the regulations and internal procedures of the CDN. Members of the Administration Council have no right to vote during the General Assembly, except when they are in fact the only member of their organisation who is member of the CDN, being present at the General Assembly.

Article 11- Nominations

The Administrators are named by the General Assembly for a mandate that ends during the next ordinary General Assembly, with a possibility of double renewal.

In case of vacation during their mandates, the Administration Council can assign a replacement person who will act until mandate termination of the person he is replacing. The Administrators can be revoked by the General Assembly in session with two-thirds majority of the votes cast.

Article 12 - Meetings

The Council gathers twice a year or upon special convocation of two-thirds of factual members.

The convocation is transmitted by post, fax, electronic mail and all other communication ways.

One Administrator can be represented by another Administrator.

The Council can deliberate constructively only when at least two-thirds of its factual or represented members are present. Its resolutions are brought with

simple majority of present or represented members. In case of voice divergences, the vote of the President will be decisive.

Article 13 – Conflict of interests

If Administrator has directly or indirectly an opposing interest of patrimonial nature towards a decision or an operation relating to the Administration Council, he has to pass it to other Administrators before deliberation at the Administration Council. His statement, as well as reasons justifying the contrary interest of the head of the Administrator in question, should be stated in the Minutes of the Administration Council who is to bring Decision. Beside this, he should inform eventual supervisors about it. The Administration Council describes in Minutes the disposition of Decision or operation with a justification for the taken Decision as well as the patrimonial consequences for the Association. The Managing Report should contain the complete Minutes. The Administrator in question cannot deliberate on session of the Administration Council relating to operation or Decision in question, nor can he take part in the voting. This article will not apply when decisions of the Administration Council relate to usual operations taken in normal conditions for the operations of the same nature.

Article 14 – Representation

With exception of special authorization, any act inducing the Association, signed by a delegated Administrator or by Secretary General acting alone, or by a member of the Administration Council having particular authorization, does not have to be justified to third parties, not even if demanded through announce.

The juridical actions in demanding or defending cases are to be followed by Administration Council being represented by a designated Administrator or the Secretary General acting alone or by a member of the Administration Council having special authorization.

Chapter 2: Book Keeping

Article 15 - Financial Year and Balance Sheets

The financial year terminates on the 31 st December.

The Administration Council is expected to submit Balance Sheets for the past financial year and following Financial Year Budget for approval of the General Assembly to convene during the next assembly.

Article 16 - Control

In the case previewed by the Law, the Administration Council will confer financial control of the Association to one or several supervisors according to own choice.

Title 3 : Modifications and Dissolution

Article 17

Without legal imposing, every proposition having for objective a modification of statutes or dissolution of the Association should originate from Administration Council or from at least (2/3) two-thirds of factual Association members.

The Administration Council is to inform members of the Association at least two moths in advance prior to date of General Assembly which is to deliberate about given proposition. Proposals for amendments to the statutes shall be communicated in detail to the members at least fifteen days before the General Assembly.

The General Assembly can properly perform only if two-thirds of members are gathered, having deliberative, present or represented voting rights.

No decision shall be taken unless it is passed by a four-fifths majority of the votes cast, not counting abstentions in the numerator or denominator.

Nonetheless, if that General Assembly does not gather two-thirds of the Association members, a new General Assembly will be convoked in the same conditions as above designated, which will then definitely and valuably decide on the issue, with the same majority of four-fifths of votes, notwithstanding number of present or represented members.

The decisions relating to vital issues such as social objective, attributions, convocation ways, decision making of the general administration bodies, as well as manner in which members are informed about the resolutions, conditions for statutes modification, for dissolution, termination and assignment of Association' social patrimony shall all be established by an authentic act.

Thus, in compliance with the Law, resolution on modification of Association objective (objectives) would have effect only following approval of the King that would equally be published in the Belgian official journal. Other Decisions

on modifications of statutory mentions do not have to be submitted for acceptance to the Belgian minister having competence or to his delegate.

Article 18 - Liquidation and pretension to assets

In case of juridical or voluntary dissolution, the General Assembly will assign one or more liquidators and will set liquidation of the Asociation.

After the liquidation, eventual net assets would be conferred to one juridical person without a lucrative objective or private claims, being international or not, in compliance to realization of an objective similar to the one of the Association or at least not having a detrimental goal.

General stipulations

Article 19 - Choice of quarters

For the realization of these Statutes, all factual members or supporters, administrator and liquidator, residing abroad, shall choose for residence the social seat of the Association, where any communication for them can be properly submitted.

Article 20 – Common Law

For everything not being covered by these Statues, it is through the Law that the competence is to be sought, while the clauses being contrary to essential stipulations are considered not written.

Article 21 Judicial Competence

For any dispute between Association, its members, partners, obliging persons, Administrators, supervisors and liquidators relating to the Association's affairs and to execution of present Statutes, exclusive competence is entrusted to courts at region of the social seat, except if the Association has explicitly renounced to that.