

Association internationale sans but lucratif

PART I : NAME, SEAT, PURPOSE, DURATION

Article 1 : Name and logo

The association ("Association") has the status of an international non-profit association (in French "association internationale sans but lucratif") and it is governed by the Code of Companies and Associations (in these Statutes further on referred to as the "Code").

The name of the Association is "Volt Europa".

The name must always be preceded or followed immediately by the words "association internationale sans but lucratif" or the initials "AISBL".

The current logo of the Association is defined in Annex A to these statutes and may be changed by decision of the General Assembly (as defined in Part III of these Statutes).

Article 2 : Registered office

The seat (registered office) of the Association is established in the Capital Region of Brussels.

It may, by a decision of the Board of Directors (as described in Part IV of these Statutes), be transferred to another location in Belgium, in accordance with the applicable legal provisions on the use of languages.

Any transfer of the registered office must be published in the annexes to the Belgian State Gazette under the responsibility of the Board of Directors.

Article 3 : Purpose and activities

The Association observes the values on which the European Union is founded, as expressed in article 2 of the Treaty on European Union, namely respect for human dignity, freedom, democracy, equality, the rule of law and respect for human rights, including the rights of persons belonging to minorities.

The Association has the non-profit international purpose to coordinate all the natural and legal persons and associations based throughout the European Union and beyond, which form and promote the transnational and pan-European political movement Volt, based on the Volt Charter, attached in Annex B, with the goal to register as a European political party within the term of EU Regulation 1141/2014 of the European Parliament and of the Council of 22 October 2014 on the statute and funding of European political parties and political foundations (hereinafter "Regulation 1141/2014") and will hence act in view of reaching:

- a united Europe that values its citizens and residents, who are able to fulfill their unique potential and continuously strive to achieve together the highest standards of human, social, environmental, and technical development;
- a society where individuals have the rights to choose how they want to lead their life including choosing one's religion, gender, sexual orientation, education, profession and personal aspirations and goals and where individuals shall have a voice and shall be able to influence public decision-making;
- a state that is the guarantor for the rights of every individual, the enabler for the young and for vulnerable individuals to partake fully in society, and the system of solidarity by which it ensures a minimum decent standard of living for everyone, while intervening as little and as fast as possible and as much and as long as needed;
- a free and open market economy, within the rules of a functioning legal system and with equal chances to participate and thrive, that creates the greatest possible wealth for everyone, enhanced by a state creating space for innovation and enabling research and counterweighting systematic

imbalances such an economy creates. In such economy agglomeration of additional wealth should be possible for the hard working and all professions should be valued, especially education, care and research, which benefit our societies the most;

- a strengthened European identity, complementary to the national and local ones, to foster a sense of solidarity, cooperation, and belonging in the European people, enabling a common future of sustainable peace, shared prosperity and international relevance.

The activities that the Association will carry out in order to achieve its purpose are mainly as follows:

- represent the Volt movement;
- define Volt's strategic and political direction, especially by:
  - (i) defining, communicating, and implementing Volt's European strategy, political vision, program, and policies;
  - (ii) ensuring compliance with the political guidelines as set by the effective members (as defined in Article 5 of these Statutes) and coherence among the members;
  - (iii) coordinating and reviewing national political programs and policies of Member Associations and Associated Member Associations, issuing recommendations to Member Associations and Associated Member Associations to ensure consistency with the Volt Charter, the Association's strategy and political vision, program and policies; and
  - (iv) setting up and promoting local chapters and associations of Volt in new countries, including through activities at the local, regional, national and European levels;
- ensure the Volt movement's operational efficiency, especially by:
  - (i) facilitating, supporting, and coordinating the operation of all members across all functions and ensuring coherence of the organisational structures;
  - (ii) assisting members in promoting the Volt movement and running for elections across Europe; and
  - (iii) providing training for members;
- coordinate the Volt movement's European campaigns and members in the European Parliament, especially by:
  - (i) supporting the development and promotion of Volt's European campaigns;
  - (ii) coordinating the selection procedure of candidates to the European Parliament; and
  - (iii) coordinating the Volt movement's European Parliamentary members and, if existent, its faction.

The Association may carry out all acts directly or indirectly related to the achievement of its purpose and activities. To that end, it may buy, sell, take on lease and let out, possess all movable and immovable property and facilities, mortgage the same, accept inter vivos and testamentary gifts subject to the authorizations foreseen in the Code.

#### Article 4 : Duration

The Association is created for an unlimited duration.

## PART II. : MEMBERS

### Article 5 : Categories of members - Requirements

The Association is open to natural persons, regardless whether they are citizens of a member state of the EU or not, and legal persons that are legally incorporated under the law of the member state of the EU in which they have their seat.

The Association is composed of an unlimited number of 'effective members' and 'associated members'. The minimum number of effective members may not be less than three (3).

They shall not be personally liable for any commitments entered into by the Association.

#### a) Effective members

Effective members can be legal persons (referred to as “Member Associations”) and natural persons (referred to as “Individual Members”).

##### *I. Member Associations*

Member Associations are Belgian or foreign legal persons or organisations admitted in this quality and which simultaneously meet the following conditions:

- (i) to be duly incorporated as legal person or organization under applicable law of a member State of the European Union and/or to be officially recognised as a political party in a member State of the European Union;
- (ii) to have the name “Volt”, followed by the name of the country in which the Member Association is based, in English and/or in the national language(s) or to have taken the written undertaking to change their name as mentioned in this clause within six (6) months of admission, unless not allowed or particularly onerous (in terms of time and/or money) under national legislation of the country in which the Member Association is incorporated;
- (iii) to be in line with the manifesto and political values of the Association and to these Statutes;
- (iv) to have a general assembly open to or representative of all its members, a fully elected leadership of at least three people and transparent procedures to elect candidates for political mandates;
- (v) to intend to be politically active and participate in local, regional, national and European elections;
- (vi) not to be subordinated to any other political association, group or party; and
- (vii) be the only Member Association in the country of reference.

The Association comprises at the most as many Member Associations as there are member countries of the European Union, that is one Member Association per country.

##### *II. Individual Members*

Individual Members are:

- (i) the founding members signatories of the incorporation deed of the Association; and
- (ii) all members of the Member Associations, which have applied for membership and have been admitted in accordance with Article 6; and
- (iii) natural persons that are citizens and/or residents of a member State of the European Union, which due to their nationality and/or place of residence cannot become members of a Member Association, are not members of any other political party whose purpose conflicts with the Association’s purpose and subscribe to the manifesto and political values of the Association to these Statutes and to the Internal Regulations, which have applied for membership and have been admitted in accordance with Article 6.

The Internal Regulations can foresee the requirements, which members of Member Associations must meet.

#### b) Associated members

The associated members are persons admitted as such under this category and who wish to help the Association or participate to its activities. Associated members can be legal persons (referred to as “Associated Member Associations”) and natural persons (referred to as “Associated Individual Members”).

The associated members are not entitled to vote and are invited to participate at the General Assembly meetings but only in an advisory capacity and with the right to file motions.

##### *I. Associated Member Associations*

Associated Member Associations are Belgian or foreign legal persons or organisations admitted in this quality and which simultaneously meet the following conditions:

- (i) to be duly incorporated as legal person or organization under the applicable law of the country where the legal person is established and/or to be officially recognised as a political party in such country;
- (ii) to have the name “Volt”, followed by the name of the country in which it is based, in English and/or in the national language(s) or to have taken the written undertaking to change their name as mentioned in this clause within six (6) months of admission, unless not allowed or particularly onerous (in terms of time and/or money) under national legislation of the country in which the Member Association is incorporated;
- (iii) to be in line with the manifesto and political values of the Association and to these Statutes;
- (iv) to intend to be politically active and participate in local, regional, national and, where applicable, European elections;
- (v) not to be subordinated to any other political association, group or party;
- (vi) to undertake to modify its statutes and/or internal regulations to foresee a general assembly open to or representative of all its members, a fully elected leadership of at least three people and transparent procedures to elect candidates for political mandates; and
- (vii) not to be incorporated in a country in which is incorporated a Member Association.

## *II. Associated Individual Members*

Associated Individual Members are:

- (i) all members of the Associated Member Associations, which have applied for membership and have been admitted in accordance with Article 6; and
- (ii) natural persons, which due to their nationality and/or place of residence cannot become Individual Members, members of a Member Association or members of an Associated Member Association, are not members of any other political party whose purpose conflicts with the Association’s purpose and subscribe to the manifesto and political values of the Association to these Statutes and to the Internal Regulations, which have applied for membership and have been admitted in accordance with Article 6.

The Internal Regulations can foresee the requirements, which members of Associated Member Associations must meet.

## Article 6 : Admission

Unless otherwise foreseen in these Statutes or in the Internal Regulations, admissions of new members shall be decided by the Board of Directors. As soon as the Conflict Resolution Body (as described in Article 23 of these Statutes) will be operational, natural persons whose application for membership has been rejected will be able to appeal the decision of the Board of Directors before the Conflict Resolution Body. Until the Conflict Resolution Body is operational, rejection decisions can be appealed before the Country Council.

As soon as the Country Council (as described in Article 22 of these Statutes) will be operational, Admission of legal persons as Member Associations or as Associated Member Associations will require approval of both the Board of Directors and the Country Council. In case of disagreement of these two organs, the final decision on the admission of such legal person shall be taken by the General Assembly at its next meeting, during which the legal person shall be heard and the Board of Directors and the Country Council will explain their positions.

The Board of Directors can delegate its decision powers regarding the admission of the Individual Members mentioned under Art. 5 a) II.ii to the Member Associations and of the Associated Individual Members mentioned under Art. 5 b) II.i to Associated Member Associations.

Membership of the Association automatically entails acceptance of the Statutes of the Association and its possible Internal Regulations.

All decisions on admission or rejection must be taken within two (2) months after submission of the application for legal persons and within three (3) months for natural persons. Lacking such decision, the application will be considered to have been rejected.

#### Article 7 : Resignation – Suspension - Exclusion

Membership ends by:

- voluntary resignation, subject to a notice of thirty (30) days notified in writing to the Board of Directors;
- for Individual Members and Associated Individual Members, death;
- for Individual Members mentioned under Article 5 a) II. (ii), loss of their membership of the Member Association to which they belong;
- for Associated Individual Members mentioned under Article 5 b) II. (i), loss of their membership of the Associated Member Association to which they belong;
- for Member Associations and Associated Member Associations, liquidation;
- exclusion decided by the Board of Directors; the concerned member will have the opportunity to appeal a decision of the Board of Directors before the Conflict Resolution Body within two (2) weeks after the decision of the Board of Directors has been notified; in case of appeal, the member will be suspended until the decision of the Conflict Resolution Body; in case of no appeal, the exclusion will have immediate effect when the appeal term has expired; until the Conflict Resolution Body is operational, expelled members can appeal before the Country Council.
- failing to abide with essential requisites of these Statutes or of the Internal Regulations, such as for example a failure to pay the membership fee within prescribed delay, will result in suspension of the member concerned until the failure has been remedied.

Members who resigned or were excluded, as well as their successors shall have no rights, whatsoever, on the assets of the Association and shall not be entitled to claim any reimbursement of any nature whatsoever, unless otherwise foreseen in the Internal Regulations.

As soon as the Conflict Resolution Body will be operational, the Internal Regulations can foresee additional exclusion and sanction rules, provided the clauses that foresee such rules have been accepted by the General Assembly with a majority of two thirds (2/3) of the members present or represented.

#### Article 8 : Membership fees

Members shall pay an annual membership fee, the amount and payment method of which are determined each year by the General Assembly. The General Assembly can foresee different membership fees for each category of members (Member Associations, Individual Members that are also members of a Member Association, Individual Members that are not members of a Member Association, Associated Member Associations, Associated Individual Members that are also members of an Associated Member Association and Associated Individual Members that are not members of an Associated Member Association) and can decide that for all or some categories no membership fee is due. If for any given year an Individual Member or Associated Individual Member has paid a membership fee to a Member Association or Associated Member Association, no fee is due to the Association for such year by such Individual Member or Associated Individual Member.

#### Article 9 : Rights and duties of members

Members shall have the rights and duties determined in these Statutes and in the Internal Regulations.

Only effective members that have been members of the Association since thirty (30) days at least have the right to vote at the General Assembly meetings. The associated members have the right to

participate at the General Assembly meetings but only in an advisory capacity and without right to vote, but with the right to file motions.

Member Associations and Associated Member Associations that meet the criteria of Art. 5 a) I. (v), once legally confirmed as members of the Association, obtain the right to use the “Volt” name and logo and the corresponding trademarks, designs and copyrights registered or filed in the name of or assigned to the Association in the various jurisdictions, in the form of a simple, non-sublicensable, free and retroactive (in the case of Art. 5 a) I. (iii) and 5 b) I. (iii) first alternative) license, which will terminate together with membership in the Association, provided they commit to following the guidelines for use of the name “Volt”, the logo as being current at a given time, and the trade dress as defined in a Volt Styleguide to be published from time to time in order to ensure consistent use of the “Volt” name, the logo, and the trade dress throughout the membership.

Individual Members and Associated Individual Members in good standing have the right to use, reproduce and display, the name, logo, branding, and any other marketing material owned by the Association for personal, non-profit use, in good faith while furthering the purpose of the Association, provided they follow the guidelines for use of the name “Volt”, the logo as being current at a given time, and the trade dress as defined in a Volt Styleguide to be published from time to time.

### PART III. : GENERAL ASSEMBLY

#### Article 10 : Composition – Powers

The General Assembly is composed of all the effective members.

The associated members who wish to do so, can attend the General Assembly meetings with advisory capacity.

The General Assembly shall have the following exclusive competences:

- amendments to the Statutes;
- election and revocation of members of the Board of Directors;
- as the case may be, the appointment, the determination of the remuneration and the revocation of the auditor(s);
- discharge of the Directors and of the auditor(s), if any;
- approval of the budgets and accounts;
- approval of and amendments to the Internal Regulations;
- the voluntary dissolution of the Association and the appointment of one or more liquidators;
- exclusion of members of the Association;
- all other issues provided in these Statutes, the Internal Regulations or the Code.

#### Article 11 : Meetings - Notices - Representation

The General Assembly meets upon notice of the Board of Directors on the day and time that it determines, each time the interests of the Association so require and at least once a year within six months of the closing of the financial year, the latter being called "Annual Assembly".

It must be convened upon request of (a) at least half of the directors or (b) at least one twentieth (1/20) of the effective members or (c) the Country Council.

The meetings are held at the registered office or at any other place indicated in the notice, which can also be outside of Belgium.

Unless otherwise foreseen in the Internal Regulations, the meetings are opened by one of the Co-Presidents or, in their absence, by the oldest (in terms of age) Individual Member present and the first agenda point shall be the election of the chairperson of the meeting, from a list of three (3) candidates from three different nationalities proposed by the Board of Directors. The candidate who has obtained the highest number of votes shall chair the meeting.

The notice contains the agenda and is notified by letter sent by postal mail, electronic mail or by telefax, at least one (1) month prior to the date of the meeting.

All of the members shall be convened, but only effective members have the right to vote at the General Assembly.

If the General Assembly is invited to approve the accounts and the budget, these are attached to the notice.

Latest at the opening of the meeting, any effective member can propose additional agenda items. Such items must be added to the agenda if they are accepted by one twentieth (1/20) of the effective members in case of an electronic meeting and if they are accepted by one fifth (1/5) of the members present or represented in case of a physical meeting.

Each Individual Member is allowed, by means of a document carrying their signature, including the digital signature as defined in article 1322 of the Belgian Civil code, transmitted by letter, telefax, electronic mail or by any other means of communication provided for in article 2281 of the same Code, to give a proxy to another Individual Member, to represent them at a given General Assembly meeting and to vote in their name. A member cannot hold more than one proxy, unless in case of deliberations and decisions on changes to the Statutes, in which case the number of proxies is not limited. In case of an electronic meeting, it will not be allowed to give a proxy.

Each Member Association is represented at the General Assembly meetings by its president or vice-president. To the extent such presidents or vice-presidents of Member Associations are themselves also Individual Members of the Association, one of them can express one vote on behalf of the Members Association they represent and one vote in their own name. When they represent their Member Association at the General Assembly, they cannot hold a proxy for any other Members.

#### Article 12 : Deliberations

The General Assembly can only decide on the items included in the agenda.

##### a) Quorum

Unless otherwise provided in these Statutes or in the Internal Regulations, the General Assembly can validly deliberate and decide regardless of the number of members present and represented.

##### b) Majorities

Unless otherwise provided in these Statutes or in the Internal Regulations, the decisions shall be adopted by a majority of the votes of the members present and represented.

Null and blank votes and abstentions are not taken into account for the calculation of the majorities.

In case of a tie, there will be a second vote.

##### c) Physical meetings and electronic meetings

The General Assembly can either hold physical meetings, in which case only members that are present or represented can take part, or electronic meetings, in which case all members will be able to connect by phone conference or videoconference and will be able to vote by electronic means. Also in case of electronic meetings, a physical place of meeting will be indicated and all members who wish to do so, can take part in person at such meeting place.

Resolutions that are required to be acted by authentic deed cannot be taken by an electronic meeting.

The notice for the General Assembly must indicate whether the meeting will be a physical meeting or an electronic meeting.

The Internal Regulations can specify the voting process for both types of meetings in further detail.

#### Article 13 : Minutes

Each meeting of the General Assembly shall be recorded in minutes, signed by the chairperson of the General Assembly and at least two members of the Association who have been appointed by the General Assembly for this purpose, unless otherwise foreseen in the Internal Regulations.

These minutes - except those to be executed by a notarial deed - and their attachments shall be kept at the registered office by the Co-Presidents, either in their original material form, in a special register, or in a secure electronic form, on any support and under conditions guaranteeing durability, readability, integrity, reliable and durable reproducibility. Each effective member will receive a copy of all minutes at least in electronic form.

Unless otherwise provided by law and except in case of a special delegation by the Board of Directors, copies or excerpts of these minutes to be delivered to third parties or used in the courts or elsewhere are signed by one director.

#### PART IV. : ADMINISTRATION

##### Article 14 : Board of Directors

The Association shall be managed by an administration organ (herein designated as the "Board of Directors"), consisting of nine (9) Individual Members who cannot have any leadership function (as can be better defined in the Internal Regulations) in any of the Member Associations or Associated Member Associations, appointed by the General Assembly and dismissible at all times by it. During the first six (6) months following the acquisition of legal personality by the Association, the number of Directors can be limited to three (3).

The Board of Directors shall consist of two Co-Presidents, a Treasurer and six (6) other board members.

The Directors are appointed for a term expiring at the issue of the second Annual Assembly following the year of the appointment. The Co-Presidents and the Treasurer can be appointed for a maximum of two (2) successive terms, all other Directors can be appointed for a maximum of three (3) successive terms. For the calculation of the total amount of terms, the number of mandates as Co-President and as other Board member shall be considered separately. The office of the Directors appointed at the incorporation of the Association shall expire at the latest six (6) months after their appointment.

The Directors shall incur no personal obligation because of their office, except in case of gross negligence and/or intentional fault, and shall be liable only for the performance of their office.

At least one (1) month before the General Assembly that will appoint the Board of Directors, the Board of Directors or, when foreseen in the Internal Regulations, the committee mentioned under Article 21, paragraph 3, bullet 1, shall send an invite to all Individual Members to submit their candidatures for the positions on the Board of Directors and shall indicate by when and to whom candidatures must be submitted, such date to be at least two (2) weeks after the date on which the invite is sent.

The General Assembly shall elect, separately, (a) a female Co-President from a list of female candidates, (b) a male Co-President from a list of male candidates, (c) the Treasurer from a gender mixed list of candidates, (d) three (3) female members of the Board of Directors from a list of female candidates and (e) three (3) male members of the Board of Directors from a list of male candidates.

The election of the Co-Presidents and the Treasurer will take place with a voting system in which members will rank the candidates in order of preference on each of the lists under points (a), (b) and (c) of the previous paragraph.

The elections of the other members of the Board of Directors will take place with a voting system in which members shall express votes for three candidates on the lists under points (d) and (e) mentioned above. The three male and female candidates who have obtained the most votes will be appointed.

The Co-Presidents cannot be of the same single nationality or have been legal members of the same Member Association during the two (2) year period prior to their election. The Internal Regulation can foresee additional rules related to national diversity of the Board of Directors. If there are no or not sufficient candidates from a certain gender for the lists foreseen under points (a), (b), (d) and/or (e) mentioned above, the missing positions can be filled by candidates from the opposite gender, in order of the number of votes received.



Each of the Co-Presidents will be the official spokesperson of the Association. The roles of the members of the Board of Directors can be further detailed in the Internal Regulations.

Unless otherwise decided by the General Assembly, the Director's office shall be performed without remuneration.

#### Article 15 : End of mandate – Vacancy

The Director's office shall end by:

- voluntary resignation by written notice of thirty (30) days to the Board of Directors;
- expiration of its term;
- death;
- insolvency, civil incapacity or provisional administration;
- removal by a majority vote in both the General Assembly and the Country Council, by a process that shall be further elaborated in the Internal Regulations.

In the case of vacancy of one or several Director's offices, the remaining Directors can provide for a temporary replacement(s). The Director so appointed shall complete the office of the Director they replace. The next meeting of the General Assembly shall proceed with the possible final appointment.

#### Article 16 : Powers of the Board of Directors – Daily management

The board of directors has the broadest powers to administer and manage the Association within the limits of its purpose. Everything that is not expressly reserved to the General Assembly or to other committees and bodies by virtue of these statutes or of the Internal Regulations is the competence of the board of directors.

The board of directors appoints and revokes, either itself or by proxy, all employees and members of the personnel of the Association.

The board of directors can, under its responsibility, delegate the daily management or part of its powers, to one or several directors or third parties. The board of directors will determine in writing the extent of the powers so delegated, the way to exercise them and the duration of the mandate so conferred.

When the daily management is entrusted to several persons, these persons act individually, collectively or as a board in accordance with the decision taken by the board of directors in this respect and brought to the knowledge of third parties by means of publication in the annexes to the Belgian State Gazette.

The conditions and terms of payment of remunerations and expenses of the Board of Directors and of all the employees and members of the personnel of the Association shall be defined in the Internal Regulations.

The instruments relating to the appointment and end of offices of the directors and as the case may be, the persons empowered to represent the Association, must be filed and published in accordance with the legal provisions regulating this matter.

#### Article 17 : Meetings of the Board of Directors

The Board of Directors shall meet at least once per month, upon notice of at least one of the Co-Presidents, as often as deemed necessary, and each time at least two (2) Directors request to do so.

The notice contains the agenda and is sent by letter, electronic mail or any other means of (tele)communication that can be materialized in a written document, at least seven (7) days before the date of the meeting.

The meetings are held at the registered office or at such location as indicated in the notice.

They shall be chaired by one of the Co-Presidents or, in their absence, by the oldest Director present.

No formal notice shall be necessary if all Directors are present or duly represented at the meeting or if they each have waived the requirement to do so in writing by mail, facsimile or any means of electronic communications.

#### Article 18 : Deliberations of the Board of Directors

The Board of Directors can only validly deliberate if the majority of its members is present.

Decisions of the Board of Directors are taken by a majority of votes.

The Directors can also deliberate and take all decisions by unanimous written consent and by means of a conference call or a video conference.

In case of unanimous written consent, a proposal of resolution must be simultaneously communicated to all Directors and be unconditionally approved by them in writing, even by email.

#### Article 19 : Minutes of the Board of Directors meetings

The decisions of the Board of Directors are recorded in minutes signed by the chairing person, as well as by those Directors who wish to do so.

The minutes and their attachments are kept by the Co-Presidents at the registered office, either in their original material form entered in a special register, or in a secure electronic form, on any support and under conditions guaranteeing durability, readability, integrity, reliable and durable reproducibility.

Each member of the Association and Director shall have the possibility to consult the minutes at the registered office and to receive a copy thereof. Copies or excerpts to be used in the courts or elsewhere shall be signed by at least one of the Co-Presidents or, if they are prevented, by two Directors.

#### Article 20 : Representation

Notwithstanding the general powers of representation of the Board of Directors as a collegial body, the Association shall be validly represented in court and towards third parties, including any public officer (including the mortgage registrar – “conservateur des hypothèques”) by two Directors, acting jointly.

### PART V. : INTERNAL REGULATIONS AND ADDITIONAL ORGANS OF THE ASSOCIATION

#### Article 21 : Internal Regulations

The General Assembly can adopt Internal Regulations which detail the provisions of these Statutes, define the practical modalities for the functioning of the Association and foresee the establishment, election or appointment and functioning of internal committees and bodies of the Association. The Internal Regulation may not conflict with these Statutes.

The Board of Directors can propose Internal Regulations to the General Assembly and the Internal Regulations can foresee other or additional committees and/or bodies that can propose amendments to the Internal Regulations. All amendments to the Internal Regulations must be submitted to the vote of the General Assembly.

In addition to the organs foreseen under these Statutes, the Internal Regulations will foresee at least the following internal committees and bodies:

- an electoral committee that will organise and supervise all internal elections for organs of the Association, as well as the election process for candidates for public mandates;
- a delegate assembly representing the Individual Members and competent for votes on policies, changes to the governance of the Association and to propose to the General Assembly changes to the Statutes and the Internal Regulations;
- A body consisting of the Member Associations’ presidents and vice-presidents.

The Internal Regulations will define the names of such internal committees and bodies, as well as their precise competences, in line with the above. The Internal Regulations can foresee additional committees and bodies.

When the Association will be recognised as a European political party, as defined in Regulation 1141/2014, the Internal Regulations shall also foresee how the national chapters of the Association must be organised. This organisation must correspond at least to what is foreseen under Article 9 a) I (v).

## Article 22 : Country Council

As soon as a minimum of five (5) Member Associations have become members of the Association, a Country Council will be automatically constituted.

The Country Council is a body of the Association on which every Member Association is represented by two of its members, who are also Individual Members of the Association and who may not be members of the Board of Directors or of the board of the Member Association which they represent or hold any position appointed by the Board of Directors or by the board of such Member Association. The Member Associations must ensure that their representatives on the Country Council are elected by the entire membership of the Member Association they represent. During an initial period of six (6) months at most starting from the constitution of the Country Council, the representatives of the Member Associations on the Country Council can be their respective presidents and one vice-president per Member Association.

The members of the Country Council shall elect among themselves a chair and a vice-chair, who must be representatives of two different Member Associations. Every member of the Country Council shall have one vote on the Country Council, which can validly deliberate when at least half of its members are present. All decisions of the Country Council are taken by simple majority, unless otherwise foreseen in the Statutes or in the Internal Regulations. The Country Council can meet in person or via conference call or video conference.

The Country Council shall have the following competencies:

- (i) admission of Member Associations and Associated Member Associations, the admission of which shall also be submitted to the Board of Directors;
- (ii) decisions on political coalitions and alliances at the European level;
- (iii) convening a General Assembly.

The Internal Regulations can further detail the functioning of the Country Council and can attribute additional competences.

## Article 23 : Conflict Resolution Body

At the first General Assembly taking place after the constitution of the Country Council, a Conflict Resolution Body will be established.

The Conflict Resolution Body is composed of five (5) members or more as further specified in this article, appointed individually by the General Assembly for a period of two (2) years. The members of the Conflict Resolution Body must be Individual Members, coming from five different countries.

The members of the Conflict Resolution Body shall elect among themselves a chair and a vice-chair. The Conflict Resolution Body can only deliberate when all its members are present and takes its decisions by simple majority. The Conflict Resolution Body can meet in person or via conference call or video conference.

Members of the Conflict Resolution Body cannot be part of the Board of Directors, of the board of a Member Association, of the Country Council or of any other body of the Association created in the Internal Regulations and cannot hold a position appointed by the Board of Directors or by the board of a Member Association.

The Conflict Resolution Body shall have the following competencies:

- (i) resolve conflicts between members of the Association;
- (ii) decide on the appeals of natural persons against the decision by the Board of Directors to reject their application for membership. If the Conflict Resolution Body reforms the decision of the Board of Directors, the natural person shall automatically become an Individual Member.

The Internal Regulations can further detail the functioning of the Conflict Resolution Body, attribute additional competences and increase the number of members, which must at all times be an odd number.

## PART VI : TRANSPARENCY - BOOKKEEPING - ACCOUNTS AND DONATIONS - PRIVACY AND PROTECTION OF PERSONAL DATA

### Article 24 : Accounting year – Annual accounts

The accounting year shall begin on 1 January and end on 31 December of each calendar year.

Each year, the Board of Directors draws up the annual accounts of the past accounting year, in accordance with the legal provisions regulating this matter, as well as the budget for the forthcoming year. Both shall be submitted for approval to the General Assembly at its nearest annual meeting.

The approved annual accounts shall then be filed by the Board of Directors with the clerk's office of the competent Commercial Court.

The accounting shall be conducted in accordance with the legal provisions regulating this matter.

### Article 25 : Control – Auditor

To the extent the Association is so legally required, the audit of its financial situation, the financial statements and the compliance with the Code and these Statutes of the operations to be entered in the annual accounts, must be entrusted to one or more auditors, appointed by the General Assembly among the members of the Institute of Company Auditors.

The auditors are appointed for a term of three (3) years, renewable. The possible auditor's fees consist of a flat amount determined at the beginning of their mandate by the General Assembly. They can only be modified with the consent of the parties.

### Article 26 : Donations

The Association publishes an annual list of donations received, specifying both the donor and the donation, for every donation exceeding 3.000 euro per donation or donor per year.

The Internal Regulation can foresee more detailed provisions on the Association's donation policy.

### Article 27 : Privacy and Data Protection

The Association complies with all relevant national and European laws regarding data protection, in particular the Regulation 2016/679. The Association ensures only needed and relevant data is collected and that it is securely stored.

## PART VII : AMENDMENTS TO THE STATUTES - DISSOLUTION

### Article 28 : Special provisions for amendments to the Statutes

The Statutes may be amended at any time by a decision of the General Assembly. The notice to such a meeting contains a detailed agenda of the proposed amendments and must be sent to all members at least one (1) month before the meeting date.

The General Assembly can only validly deliberate and decide on an amendment of the Statutes if at least one third (1/3) of the effective members are present or represented. If this quorum is not met, a second meeting can be convened with the same agenda and under the same conditions as the first one, which shall validly deliberate regardless of the number of effective members present or represented. The second meeting cannot be held earlier than fifteen (15) days, nor later than six (6) weeks after the first meeting.

Any amendment to the Statutes shall be adopted provided it is approved by a majority of two thirds (2/3) of the votes of the effective members present or represented.

However, any amendment to the purposes of the Association, as well as to the activities it intended to implement in order to achieve these purpose, must be approved by a majority of four fifth (4/5) of the votes of the effective members present or represented.

Amendments to the statutory provisions referred to in article 2:10 §2 6°, 8° and 9° of the Code must be recorded in a notarial deed. In addition, any amendment to the purpose of the Association, as well as to the activities it intended to implement in order to achieve the purpose, must be approved by a royal decree.

#### Article 29 : Dissolution – Liquidation – Allocation of asset

Without prejudice of the provisions of Article 2 :109 of the Code, the Association can be dissolved at any time by a decision of the General Assembly taken under the same conditions as for the amendments of the purpose of the Association.

In the event of dissolution of the Association, for whatever reason, the liquidation shall be carried out by one or more liquidators who shall perform their duties, either by virtue of a resolution of the General Assembly or, in the absence thereof, by a court decision that may be initiated by any interested party.

In all events of voluntary or legal dissolution of the Association, at any time and due to any cause, the allocation of the possible net assets after liquidation shall be determined by the General Assembly or, in the absence thereof, by the liquidators. This asset will have to be allocated for a disinterested purpose as close as possible to the purpose of the Association as described in Article 3.

### PART VIII : GENERAL PROVISIONS

#### Article 30 : Election of domicile

Any member, director, auditor or liquidator residing abroad who has not elected domicile (an official address for service) in Belgium, validly reported to the Association, shall be deemed to have elected domicile at the registered office where all instruments can be validly served or notified, with no other obligation for the Association than to keep such instruments available for the addressee. A copy of said documents and notifications shall also be sent, for information, to the addressee's residence abroad.

#### Article 31 : Legal reference

All issues not explicitly covered by these Statutes and by the Internal Regulations shall be governed by the Code. Consequently, the provisions of the Code which cannot be lawfully departed from shall be deemed enshrined in these Statutes and such clauses which contradict the imperative provisions of the Code or might become contradictory to same, shall be deemed as unwritten.

#### Article 32 : Language

The two working languages of the Association are French and English.

These Statutes are written in French and translated into English. In case of doubt, contradiction or interpretation problems between the two versions, the French version shall prevail.

All the instruments and documents of the Association required by the laws and regulations must be drawn up in the language of the Region in which the Association has its registered office. This includes, among others, when requested by these laws and regulations, the minutes of the meetings of the General Assembly and the Board of Directors, to be recorded or not by a notary, as well as any instrument subject to be made public through a legal publicity or to filing requirements with the clerk's office of the commercial court. All these instruments and documents must imperatively be drafted at least in French. An English version will always be made available.