

## **Statutes coordinated and in accordance with Title III of the 27-06-1921 Law**

*[Original text in French]*

### **Article 1. Denomination - Registered Office**

An International Not-for-profit Association with an International scope has been constituted, under the name of CECOP – CICOPA Europe, European Confederation of Workers' Cooperatives, Social Cooperatives and Social & Participative Enterprises, or in its abbreviated form "CECOP - CICOPA Europe", which has its Registered Office at Avenue Milcamps 105, 1030 Brussels (Belgium). The registered office can be transferred anywhere in Belgium under a simple decision of the Board, to be published in the annexes of the *Moniteur belge* [Belgian official gazette].

CECOP – CICOPA Europe is the European Regional Organisation of CICOPA, International Organisation of Industrial, Artisanal and Service Producers' Cooperatives, sectoral organisation of the International Cooperative Alliance (ICA).

The Association is governed by the provisions of Title III of the Belgian Law of 27 June 1921 concerning the not-for-Profit associations, not-for-profit international associations and foundations (articles 46 to 57).

### **Article 2. Aim of the association**

The association pursues non-profit aims with an international scope: it pursues as a main aim the development of workers' cooperatives, social cooperatives and all the other forms of social enterprises characterised by a majority participation of the workers in the management and ownership of the enterprise, as well as any other type of cooperatives in conformity with art. 1.3. of the CICOPA rules and with the definition of CICOPA mentioned in Art. VI of the ICA rules within the European geographical area as defined by the Council of Europe, and within which it represents the interests of CICOPA. Hence the association works in favour of the development of democratic and socially responsible enterprises, the development of quality employment and in favour of social inclusion of disadvantaged people at European level. The association represents its members' interests towards the European Union Institutions and towards the European organisations representing enterprises, cooperatives and social economy enterprises and, and has a mandate for social dialogue within the framework of articles 138 and 139 of the Treaty of the European Union.

The association ensures European information and legal surveillance and develops European political actions and projects with and for its members.

The association carries out its aims in total independence from all governments or political parties, and respecting the principles and values of the ICA (International Co-operative Alliance) enshrined in the Statement on the Cooperative Identity and the CICOPA rules.

### **Article 3. Members**

The association is composed of full members and associated members.

*Those who can become members:*

A. **As full members:** National organisations, legally constituted according to the laws and practices of their home country, which exist in Europe, representatives at national level for workers' cooperatives, social cooperatives and all the other forms of social enterprises characterized by a majority participation of the workers in the management and ownership of the enterprise, as well as any other type of cooperatives in conformity with art. 1.3. of the CICOPA rules and with the definition of CICOPA mentioned in Art. VI of the ICA rules; European organisations, representing at European level professional federations or enterprises

belonging to the categories listed above, European groups, European Cooperative Societies (ECS) belonging to the categories of enterprises listed above.

**B. As associated members:**

a) institutions whose mission is to support the creation and development of cooperatives of the types defined in Article 2; b) sectoral organizations of full member organizations; or c) organisations representing enterprises that are neither worker cooperatives (as defined in the World Declaration on Worker Cooperatives) nor social cooperatives (as defined in the World Standards on Social Cooperatives)

These different types of members can be organised in bodies. If necessary, the internal rules will define the functioning and the powers of these bodies.

**Article 4. Admission of members and loss of membership**

A) **Admission:** The admission of new members is the responsibility of the Board of Directors which, once the candidacy proposal has been analysed and validated, will decide by qualified majority of the members present or represented, and will fix the category under which the new member is admitted. The Board submits the candidacies for ratification to the General Assembly. Admission is subject to acceptance of these Statutes and of the CICOPA rules, and to agreement to pay the subscriptions outlined in article 5 hereafter.

B) **Loss of membership:** Members of the Association may at any time notify their withdrawal. This withdrawal must be confirmed through a registered letter addressed to the President of the association. This withdrawal takes effect only at the end of the calendar year in which it is given.

*Any member organisation that does not pay its subscription for two successive years may have its membership terminated.*

Expulsion of members of the association may be determined by the General Assembly, the member concerned must receive prior notice from the Board of Directors of the proposed decision concerning such expulsion and be invited to provide any arguments in his defense, either in writing, or by personal appearance at the meeting of the General Assembly. Such a decision has immediate effect.

A member who ceases to be a member of the association, for whatever reason, has no rights over the common funds. He retains all obligations towards the association up to the date of departure.

**Article 5 . Membership fees and interest on late payment**

A) **Membership fees:**

**All member organisations** of CECOP are obliged to pay every year their membership fees, which can vary according to the category under which the member organisation is admitted.

For full members, the membership fee comprises of a fixed sum and a sum which is proportional to the number and the turnover of their enterprises' member and to the number of employees or members. At least 5% goes to a reserve fund.

In the event of late payment of the membership fees, interests for payment can be claimed, its amount is fixed by the Board of Directors, in accordance with the internal rules and ratified by the General Assembly. Ad hoc membership fees can be decided in the same way.

The internal rules outline the modalities, amounts, percentages applicable to the different categories, the percentage designated to the CICOPA activity as well as the payment modalities and possible penalties

**Article 6 . Authorities of deliberation**

The organs of the confederation are: The General assembly, the Board of Directors, the Executive Committee and the secretary General.

### **6.1. The General Assembly**

The General Assembly has at its disposal full powers for the achievement of the aims and activities of the association.

The General Assembly will meet at least once per year by convocation of the Board of Directors and under the chairmanship of the President of the association or, in case of impediment by a Vice President or a member of the Board of Directors. It may also be convoked by Full Members constituting at least 25% of the total voting rights of their category. The Member organisations are represented by delegations made up at least by their presidents or by a mandated representative.

Every four years the General Assembly meets on the occasion of a Congress that defines the medium term strategic orientations of the association. A Congress ruling will define the composition of the delegations. The Congress General Assembly elects the President and the members of the Board.

In order to be valid, any candidacy for the function of President must obtain a large consensus and should be approved in writing by members coming from at least 25% of the countries where the association is represented. The President's mandate is limited to four years, and is renewable but conditioned to an absolute majority of votes. However, in case of absence of candidacies for the mandate of President, the current President's mandate will be lawfully renewed for a new four year period. In any event, the mandate of President cannot be renewed more than twice.

The President represents the Association towards third parties. He/She commits the Association to all legal and judicial acts. He/She has the official signature which he/she may delegate. He/She chairs the General Assembly and the Board of Directors. He/She is responsible for the Permanent Secretariat. Where unable to properly fulfill his/her tasks, the President is replaced by a Vice President nominated by him/her, or, failing this, by the Executive Committee.

In case of emergency the President may take all decisions which are required in the interests of the Association which he/she will put forward for ratification by the General Assembly at its subsequent meeting.

#### **6.1.a. Proceedings of the General Assembly**

On an ordinary basis: the General Assembly elects and can revoke at any time the members of the Board of Directors. It can appoint an external accountant. It listens to and discusses the reports of the Board of Directors or those put by the Board on the agenda. It decides on the annual action programme, votes on the budget, and approves the balance sheet and accounts. It adjudicates upon the admission of new members. It may decide upon the creation of delegations or representative offices in other countries. It may decide on the establishment of commissions, working groups or departments, and in such cases nominate their managers or approve their nomination, lay down or approve their work programme, and listen to, where necessary, their reports. It approves and may modify the internal rules defining the interpretation and application of the Statutes. It can also hear a report on the activities of CICOPA.

Under extraordinary circumstances: the General Assembly may decide to expel a member, to modify the Statutes without prejudice of art. 11.1. c) of the CICOPA rules, to dissolve the association or to merge with another association with the same aims and objectives, and decide on the distribution of net assets in the event of liquidation.

Only resolutions concerning matters included in the agenda sent out with the convocation can be put to vote at the General Assembly.

The deliberations of the General Assembly are recorded in a register signed by the Chairman of the meeting and a representative of another organisation present at the meeting; this register is kept by the Secretary General and remains at the disposition of members at the association's registered office.

#### **6.1.b. Quorum and majority rules and voting rights**

The General Assembly meets validly if at least half of the total voting rights are present or represented for ordinary decisions, two-thirds for extraordinary decisions. Such valid decisions commit absent and dissenting members.

All members may be represented by another member of the same membership category. A member cannot

hold more than two proxies.

Ordinary decisions are taken by a majority of at least one half of the total voting rights of the members present or represented.

Extraordinary decisions must be passed by a majority of two-thirds of the total voting rights of all members at a first meeting, and, if the quorum is not reached, by a majority of two-thirds of the members present or represented at a second meeting.

Each full and associated member has one vote per tranche of 1000 Euro, rounded up where there is an excess, of the membership fees as established for the year in which the General Assembly is being held, with a maximum possible of 10% of the votes.

The votes of the associated members can not at any time exceed 25%.

The voting rights of members who are in arrears with their subscriptions are suspended, and do not count in the calculation of the quorum nor the majority.

## **6.2. Board of Directors**

The Association is managed by a Board of Directors, made up of a minimum of 11 and a maximum of 21 persons whose candidacies are proposed by a member organisation. **One organisation can present 2 candidacies if they propose a man and a woman.**

More than half of the candidacies must come from full members and there must be at least 30% of women.

The members of the Board are elected by the General Assembly **without prejudice of art. 11.1. c) of the CICOPA rules**. The arrangements for the preparation of the elections are laid out in the Internal Rules.

The mandates are for a period of 4 years and renewable.

At any time the General Assembly may dismiss the members of the Board of Directors. The member organisation which put forward their candidacy may ask for their replacement which, in this case, is submitted to the vote of the General Assembly. In all cases of loss of mandate during its course, the Board of Directors may arrange for their replacement in the manner set out in the Internal Rules. The voting mechanisms are laid out in the Internal Rules.

### **6.2.a. Organisation of the Board of Directors**

The Board of Directors meets validly if at least half of its members are present.

The Board of Directors elects in its midst, and for the duration of its mandate, the members who will compose the Executive Committee as defined in art. 6.3. It defines the duties and their operating rules of this Committee in case the General Assembly and the Internal Rules have not done so.

The Board of Directors may invite, for purposes of consultation, the leaders of the working groups or sectoral groups. It informs the Presidents of CICOPA and ICA Europe about its meetings, who may then ask to participate, or be represented, with consultative rights. It meets at least twice per year at the request of the President or at least half of its members. Its decisions are taken by a majority of the members present. In the case of a split vote the President has the casting vote.

The decisions of the Board of Directors are recorded in a register signed by the President and one member of the Board, and is kept at the disposition of members of the association.

### **6.2.b. Powers of the Board of Directors**

The Board of Directors carries out the policies of the General Assembly. It decides upon the actions, convokes the General Assembly, and generally disposes of all the powers necessary to manage and administrate the association and assure the achievement of its aims.

It may decide upon the recruitment of salaried personnel and grants to one of them the role and title of Secretary General. It can approve all contracts and agreements necessary for the achievement of the aims of the association.

It delegates to the Executive Committee, in addition to any powers given to it by the Statutes or the Internal Rules, any powers necessary for the day-to-day running of CECOP and the fulfillment of the actions laid down

in the aim of the association.

The Board of Directors takes its decisions collectively. Its members act in solidarity and are collectively responsible to the General Assembly.

The Treasurer oversees the financial operations of the association, oversees its administration, presents the annual balance and budget and gives his/her advice on any decisions which financially commit the association.

Legal actions, both as prosecution and defender, are under the competence of the Board of Directors represented by the President or a Board member mandated by him/her for that purpose.

The Board of Directors, upon the proposal of the President, appoints the Secretary General for a maximum period of 4 years. This mandate can be renewed. The Secretary General co-ordinates the activities of the Confederation. He/She takes part, without voting rights, to the meetings of the different bodies of the association and to any other commissions created by the association. On the request of the President he/she follows the dossiers that will be submitted for deliberation to the Board, and is responsible for the implementation of all the decisions that came out of the deliberation. The Secretary General is responsible for the office and the staff of the confederation, which assist him/her to carry out his/her functions. The Secretary General will follow, on behalf of the association and in the name of the Board of Directors, all legal actions, acting either as complainant or defendant.

### **6.3. Executive Committee**

The Executive Committee is composed of the President, Vice Presidents, the Treasurer and other members appointed by the Board. The Executive Committee is composed of a maximum of 11 persons. The Executive Committee meets periodically at the request of the President. For all meetings there will be a written report (minutes) that are at the disposal of the Board of Directors at the next meeting. The Executive Committee is responsible for the day-to-day running of the association and fulfills all the tasks that may have been delegated to it by the Board of Directors.

### **Article 7. Budget and accounts**

The financial year is a period of one calendar year, being wound up, each year, on 31st December.

According to article 53 of the Law, the Board of Directors is obliged to submit every year for the approval of the General Assembly the accounts of the past financial year and the budget for the following one.

The accounts are forwarded, according to article 51 of the Law to the Federal Public Legal Service (Service Public Fédéral justice).

### **Article 8 . Statutory changes and dissolution**

Without prejudice to articles 50§3, 55 and 56 of the Law on not-for-profit associations, not-for-profit international associations and foundations and of the art. 11.1. c) of the CICOPA rules, all proposals concerning modification of the statutes or the dissolution of the association must emanate from the Board of Directors or be made by at least one quarter of the members of the Association.

The Board of Directors must make members of the association aware, at least three months in advance, of the date of the General Assembly which will decide upon the said proposal and upon proposed modifications.

The same arrangements are applicable in the case of proposals for dissolution.

Decisions regarding modification of the statutes or dissolution are taken by the General Assembly under the quorum and majority requirements and voting rights outlined under Article 6.1.b.

In case of dissolution, no member of the association has any rights over its assets. The net assets will, after liquidation, be distributed by the General Assembly, or under its mandate by the Board of Directors, or by the liquidator, to another non-profit association with a similar association or aim for the benefit of producers' cooperatives, workers' cooperatives, and cooperatives with worker ownership.

### **Article 9 . Conflicts and disputes**

In the case of conflict or dispute arising from the application, the interpretation or the execution of these Statutes, the disputing parties agree to resolve their differences by amicable means.

If such an amicable agreement is not possible, the conflict or dispute will be ultimately decided in accordance with the arbitration rules of the Belgian Centre for the Study and Practice of National and International Arbitration (CEPANI) with one or several arbitrators nominated according to its rules.

Such arbitration will take place in BRUSSELS under Belgian law and following the procedures of CEPANI, and with the auxiliary status of the sixth chapter of the Judicial Code.

#### **Article 10 . General provisions**

All matters which do not come within the provisions of this statute, particularly regarding the publication of notices in the 'Moniteur Belge', will be governed according to the provisions under Title III of **Belgian Law of 27 June 1921 concerning the not-for-profit associations, not-for-profit international associations and foundations**.

*Statutes adopted by the Constitutive General Assembly held in London on 12<sup>th</sup> November 1992, as modified by the Extraordinary General Assemblies held in Brussels on 2<sup>nd</sup> December 1996, in Geneva on 17<sup>th</sup> September 1997, in Bologna on 28<sup>th</sup> November 1998, in Nantes on 15<sup>th</sup> May 2004, in Brussels on 12<sup>th</sup> May 2006, in Brussels on 20<sup>th</sup> October 2011, and in Brussels on 3<sup>rd</sup> June 2013.*