

Statutes of “Cooperatives Europe” asbl European region of the International Cooperative Alliance General Assembly 31.05.2021

CHAPTER 1: NAME - SOCIAL ADDRESS - TERM - OBJECTIVES - STRUCTURE

Article 1 (Name)

The name of the Association is “COOPERATIVES EUROPE” It is the European Region of the ICA and as such is the European representative voice of the co-operative model of enterprise in Europe is as defined by the Council of Europe.

Article 2 (Social address, Website, e-mail)

Cooperatives Europe head office is located in the Region Bruxelles-Capitale Belgium. It is currently located 105 ave Milcamps, 1030 Schaerbeek. The Board may decide to change the Head Office location within Brussels Regional capital.

The website of the association is <https://coopseurope.coop>. The e-mail of the association is info@coopseurope.coop Any communication to the e-mail by the members of the association, the members of the board and the auditor is legally reputed as received.

The Board may decide to change the name of the website and the e-mail. The change is communicated to the members of the association and the members of the board by e-mail or letter when some members do not have an e-mail address.

Article 3 (Term)

The term of the Association is unlimited. However, the General Assembly could decide to wind up the Association under the terms and conditions of Belgium “Code des sociétés et associations”.

Article 4 (Goals)

The goals of COOPERATIVES EUROPE are:

1. To provide a common association for national and European organisations representing co-operatives in Europe;
- 2- To promote the fact that, with their values and principles, co-operative enterprises can achieve economic success and at the same time pursue social objectives;

- 3- To work with the organisations representing the European co-operative sectors and the national inter-sectorial organisations on their issues, based on the principles of complementarity and subsidiarity;
- 4- To implement the aims, objectives and policies of the ICA at the European level and to promote solidarity among co-operatives.

It shall have the following functions:

- 1- The promotion and defence of co-operative principles and values as stated in the ICA Statement of Identity (see annex 1);
- 2- To contribute to the creation of an institutional, legal and economic cultural environment propitious to the development of cooperatives;
- 3- The representation of co-operatives vis-à-vis the supranational institutions, in particular those of the European Union and the Council of Europe without prejudice to the specific role of the European sectoral co-operative organisations and of the national inter-sectorial organisations;
- 4- The promotion of common activities amongst all co-operative organisations of European countries;
- 5- Promotion and defence of all forms of co-operative enterprises;
- 6- To support promotion, development and representation strategies developed by the various member co-operative organisations

The Association is not allowed to give any profit to its members or to have any commercial or industrial activities.

Article 5 (Activities resources)

To achieve its goals, the association can take any organizational measures and undertake any actions that it deems necessary including working with organisations contributing to the same goals or intended to support it, and develop contacts, alliances, working groups and partnerships with any organization whose objectives are common or complementary of those of Cooperatives Europe.

The association, following Board agreement, may acquire, hold either in property or in enjoyment, any movable or immovable property necessary for the achievement of its goal. Independently of the contribution referred to in article 12 of these statutes, following Board agreement it may collect from those who are the beneficiary's participation rights, fees and any compensation whatsoever in order to cover the costs resulting from the organization activities such as conferences, courses, seminars, etc., publications and any specialized services that it may be required to provide to its members or to third parties.

It may receive all manual donations, subsidies, inter vivos donations or legacies which may be granted by any person or organization, subject to approval by its board of directors and in accordance with the relevant legislation.

Article 6 (Structure)

The bodies of the Association are: the General Assembly, the Board, the Presidency, the EU Coordination Committee and the Audit & Control Committee.

CHAPTER 2: MEMBERS - ENTRIES - RESIGNATION AND EXCLUSION FROM THE ASSOCIATION- RESOURCES

Article 7 (Members)

The Association is made up of full members and associate members having their headquarter in Europe as describe in article 1 of the statutes and after ratification by the board

1- Full members with voting rights

Category A:

National unions or federations of co-operative organisations;
National confederations of co-operative unions (apex organisations);
National co-operative business organisations with majority individual ownership;
Individual co-operative organisations; and
International and regional (supranational) federations or unions of co-operative organisations.
Mutual organisations that comply with the ICA Statement on Cooperative Identity are eligible to become Members with full voting rights.

Category B:

European sector organisations as long as a minimum of 33% of their full co-operative members are also full members of the ICA, either directly, or through their national Apex organisation, after ratification by the Board. European Cooperative organisations which have no legal personality may have a delegate (physical person) member of the Association.

2- Associate members

Cooperative organisations which do not comply with the criteria of full members or co-operative support organisations may be Associate members by decision of the Board.

In principle, those members who are eligible for category A membership shall not be accepted as associate members.

Only full members may stand for election in any of the bodies of Cooperatives Europe.

The number of full members is unlimited but must not be under four. However, the number of the members must always be higher than the number of Board's members.

Only the full members are entitled to all the rights given by the law and the statutes.

Article 8 (Register of the members)

The Board is responsible for the Register of the members. This register indicates the legal statute and the address of the Head Office of the members. All the decisions relative to the admission, the resignation or the exclusion of the members are written in this register by the Board within eight days after the Board has been informed of the decision.

The Board may decide for an electronic register.

Article 9 (Resignation)

The member's resignation must be sent to the Board by registered mail.

The resigning member must fulfil its obligation until the end of the social year, subject to at least six months' notice and to the payment of current or outstanding contributions.

Article 10 (Exclusion)

The Board of Cooperatives Europe may propose to the General Assembly to exclude a member (either full or associated) who does not fulfil its rights and obligations vis-à-vis the association.

Exclusion requires a two thirds majority of members' votes (members present or represented) from the General Assembly with prior recommendation from the ICA Board for full member category A.

Article 11 (Rights and obligations from outgoing member)

The resigning or excluded member as well as his dependents have no right to the social fund and cannot claim the reimbursement of the paid contributions, nor the rendering of accounts, nor inventory, nor affixing of seals.

They remain liable for the payment of contributions and other contributions incumbent on them by virtue of their commitments for the current financial year at the time of their exit.

Article 12 (Subscription)

All members pay an annual subscription.

1 - Full members category A

Full members of the category A pay an annual subscription decided by the General Assembly and defined in accordance with the formula established by the ICA General Assembly.

The maximum ceiling amount for the full members category A is 225.000 €. Every four years in the framework of the four-year strategy plan, the ICA Board together with the Board of COOPERATIVES EUROPE decides on the allocation of these subscriptions between COOPERATIVES EUROPE and the ICA HQ.

2 - Full members category B

Full members of category B pay an annual subscription defined by the General Assembly of COOPERATIVES EUROPE as it stands in the standing orders. The maximum ceiling amount for the full members category B is 13.000 €.

On the basis of objective elements and data and for a short-term period, the Board may decide a special rate of subscription for cooperatives organisations that have been recently established and/or that have difficulty in paying the required amount.

3 - Associate members

Associate members pay an annual fee which may not exceed 11.500 € or be below 3.500 €.

CHAPTER 3: GENERAL ASSEMBLY

Article 13 (Composition)

The General Assembly is the supreme structure of the Association and brings together all the members.

Article 14 (Legal competencies)

The General Assembly has responsibility in particular for:

- 1- The election of the members of the Board every four years;
- 2- The election of the President, who will also act as Vice- President of ICA for the European Region and as Chair of the EU Coordination Committee
- 3- The appointment and the dismissal of the auditors;
- 4- The exclusion and dismissal of a member;
- 5- Adopt an annual and potentially multi-annual strategic plan and budget
- 6- The discharge for the members of the Board and the auditors;
- 7- The annual approval of the accounts;
- 8- The amendment of the statutes;
- 9- The vote of reports, proposals and resolutions for the consideration of the General Assembly;
- 10- Any case required by the statutes;
- 11- The dissolution of the Association.

Article 15 (Meetings)

The general assembly meets annually, the 30th of June at the latest. The association can be convened in an extraordinary general assembly as often as the corporate interest requires or at the request of one fifth of the effective members.

Article 16 (Convocation of a meeting)

General meetings are convened by the board, by e-mail or by ordinary mail addressed to each full and associate member, to each member of the board of and to the auditor, at least fifteen days before the meeting and signed, in the name and on behalf of the board, by the President or the Director.

The convocation mentions the place, day and time of the meeting. The invitation contains the agenda established by the board. A copy of the documents which must be sent to the general meeting by virtue of the Law or the articles of association is sent without delay and free of charge to members, administrators and the auditor who request it.

A resolution can only be taken on the items on the agenda. However, if the assembly recognizes the urgency of discussing an omitted point, it can do so after exhaustion of the agenda, if all the full members are present or represented.

Article 17 (Quorum- Vote)

The majority of the members have to be present or represented at the General Assembly. Only full members may have voting rights. Therefore, Associate members have no vote at the General Assembly of Cooperatives Europe.

Each full member of the category A is entitled to have:

- One vote as a member,
- One additional vote per 3,500 € subscriptions
- When there is an excess, it is a roundup of the membership fees as established the year in which the General Assembly is being held.

Full members of the category B will have up to 5 votes, following the standing orders.

Only members in order of contribution can take part in the votes

Decisions are taken by simple majority of the present and represented members, except when it states differently within the statutes.

In the case of an equality of votes being given on any question, the president declares the proposition 'Not carried'.

By proposition of the Board or 1/5 of members, amendments to the statutes are possible only if they are included in the agenda and if 2/3 of the members are present or represented. If not, a second meeting may be convened within 15 days of the first one. The General Assembly is then valid whatever the number of members present or represented. Any amendment of the statutes requires a majority of 2/3 of the members present or represented. If the amendment is about the objectives or the dissolution, then the majority required is 4/5 of the members present or represented.

Article 18 (Proxy)

A member of the association may give a proxy for the General Assembly to another member of the association. All proxies must be submitted in writing.

Each member may have up to 5 proxies.

Article 19: (Written general meetings, remote participation, prior remote voting).

19.1. Members may, unanimously and in writing, including in electronic form, take all decisions that fall within the powers of the general assembly, with the exception of amending the statutes.

19.2. The board of directors may, when calling a general meeting, provide for the possibility for members to participate remotely through an electronic means of communication made available by the association. Members who participate in the general assembly in this way are deemed to be present at the place where the general assembly is held. Secretariat of the General Assembly cannot participate on-line to the meeting.

19.3. The board may, when calling a general meeting, provide for the possibility for members to vote remotely before the general meeting in electronic form. The board sets the terms of this preliminary vote and mentions them precisely in the notice of meeting.

Article 20 (Register of Minutes)

The minutes are signed by the President and the Director must be presented in a report and classified in the General Assembly's register.

All members will have access to it. The minutes of the General Assembly must be sent to all members by e-mail or post

CHAPTER 4: BOARD

Article 21: (Composition - Mandate – Vacancy – Remuneration)

The association is ruled by a board composed of:

→ the President. The President is elected by the General Assembly. His/her candidacy is presented by a full member category A.

→ 7 board members (with a maximum of 13 board members). The board members are elected by the General Assembly. The board consists of physical persons who are accredited representatives of the nominating member.

→ In addition to the maximum 13 elected members of the board, a European sectoral organization has the right to appoint an elected member of its own board as representative of the sector. The appointment must be ratified by the general assembly.

The board composition should reflect diversity regarding age and gender, ensuring a minimum of 40% proportion regarding gender diversity.

The Board appoints an Elections Committee to be in charge of the elections, to guarantee a fair and transparent election process.

The Committee is composed of at least three (3) persons, including retiring Board members supplemented as needed by other Board members as decided by the Board, and will be gender balanced.

The members of the Board are elected for a four-year term. They are eligible for re-election twice.

The President is elected for a four-year term. He/she is eligible for re-election as President twice.

In the event of a vacancy during the term of office, the post must be filled by direct elections which must take place at the next general assembly. This election fills the vacancy for the remaining of the term. No person is allowed to sit on the Board if they have ceased to be an accredited representative of the organization which presented them, if this organization is no longer a member of Cooperatives Europe or is not in order of contributions.

Board members will not receive any remuneration for exercising the mandate.

Article 22 (Convocation – Quorum – Vote)

The President convenes the Board. At the request of a minimum 1/3 of the members of the Board, the President convenes the Board within 2 weeks.

All members are convened in writing or by e-mail, at least 4 weeks before the date of the Board meeting. If the convocation does not contain the agenda, it is communicated to the members of the Board one week to the month before the date of the meeting. In urgent cases, the notice period may be reduced to one week with the approval of at least half of the members.

The majority of the members of the Board have to be present or represented.

Each member of the Board has one vote with the exception as stated in article 25 (proxy).

Decisions will be taken by a simple majority vote and are recorded in a special minutes book. The minutes of meeting of the Board must be sent to all members by e-mail or post

In the event of a tie, that of the President or, in the absence of the latter, the acting member, is preponderant.

Article 23 (Written procedure)

Decisions of the board may be made by simple majority vote of all board members, expressed in writing, including in electronic form.

Article 24 (Register of minutes)

The decisions are recorded in a register of minutes signed by the president and the director.

Article 25 (Proxy)

A member of the Board may give a proxy for a meeting of the Board to another member of the Board. Each member may have only two proxies. Exceptionally, Board members can nominate an observer for the meeting if they cannot attend. The board acknowledges this presence at the start of the meeting. Any such observer has no voting rights.

Article 26 (Powers)

The board has the broadest powers for the administration and management of the association. Any attribution, which is not expressly reserved by law or the articles of association for the general meeting or another body, will be exercised by the board of directors. The Board exercises the following powers in particular:

- 1- elect a maximum of 4 vice-presidents from among its members, at least one of whom must be a woman and taking into consideration if possible, a geographical representativity.
- 2- adopt an annual and potential multi-annual strategic plan and budget proposed by the presidency which will be submitted to the general assembly for approval
- 3- apply and monitor the implementation of the strategy for the Europe region,
- 4- admit new members, and submit those in category A to the ACI board,
- 5- make all decisions relating to investments, loans, mortgages, purchase and sale of property,
- 6- present the annual accounts to the general meeting,
- 7- receive the report of the audit and control committee before submission to the general assembly,
- 8- establish working groups if necessary, define their purpose, mandate and composition.
- 9- Appoint and dismiss a Director who will serve as Regional Director of ACI, decide on his/her competencies and inform the General Assembly,

Article 27 (Standing orders)

The Board may propose the General Assembly to ratify appropriate standing orders to clarify the operational procedures of the association.

Article 28 (Liability of Members of the Board)

According to their mandates, the members of the Board contract no personal obligation as for the commitments of the association and are only responsible for the carrying out of their mandates.

Article 29 (Resignation)

The withdrawal of a Board member will be effective at the following Board meeting.

CHAPTER 5: PRESIDENCY

Article 30 (Election & Powers)

The President elected by the General Assembly and the Vice-President(s) elected by the Board constitute the Presidency.

The Presidency has the following powers:

1. Shall provide the policy and organisational leadership of Cooperatives Europe, in collaboration with the Board and assisted by the Director.
2. To propose a global annual and potentially a multi-annual strategic programme and budget to be accepted by the Board and to be approved by the General Assembly;
3. To establish working groups where appropriate, defining their mandates and members.
4. The Presidency may propose its own standing orders to clarify its operating procedures, which need to be adopted by the Board.

In case of vacancy of the President, the Board will nominate one of the Vice-Presidents, who will undertake the President's tasks until the elections at the next General Assembly.

CHAPTER 6: EU COORDINATION COMMITTEE

Article 31 (EU Coordination Committee)

COOPERATIVES EUROPE EU Coordination Committee is composed of representatives of:

- European sector organisations,
- National inter-sectoral co-operative organisations coming from European Union and EFTA member countries,
- National inter-sectoral co-operative organisations coming from candidates' countries under accession negotiations with the EU.

European Members, not mentioned above, from non-EU countries, have the right to participate in EUCC meetings as observers.

The EU Coordination Committee has a mandate from the Board to take positions vis a vis EU institutions, in order to influence EU institutions in favor of policies supportive of cooperative enterprises. This mandate is exerted within the strategies and guidelines decided by the Board. If no strategy of the Board is known or the EU Coordination Committee wants to deviate from the strategy of the Board, it has to consult the Board first. The EU Coordination Committee reports to the Board about its activities.

CHAPTER 7: DAILY MANAGEMENT - REPRESENTATION

Article 32 (Daily management)

The Director is responsible for the daily management of the association and the implementation of the working programme.

He/she shall:

1. Submit a written report to the Presidency and the Board at each meeting about the activities carried out by the association under its direction;
2. Make proposals to the Presidency concerning administrative and personnel issues. A confidential report on personnel issues will be given to the Board as appropriate;
3. Submit to the approval of the Presidency any proxy to third parties;
4. Maintain relations with the members of COOPERATIVES EUROPE; inform them on all issues received from the European Institutions in order to elaborate a punctual position of the association and to submit regular reports on membership issues to the Board;
5. Submit to the Presidency an annual budget and programme of activities, prepared in the framework of the global multi annual strategic programme.

He/she shall:

6. Report to the DG of the ICA about the activities undertaken by COOPERATIVES EUROPE;
7. Present regular reports on membership issues to the DG of ICA;
8. Attend and advise the meetings of ICA authorities;
9. Maintain close relations and provide support as mutually agreed to the thematic committees of the ICA.

The Director shall not contract personal obligation for the commitments of the Association.

Art. 33. (Representation)

Two board members, or one board members and the Director responsible of day-to-day management, acting jointly, validly sign the acts regularly decided by the Board; they do not have to justify their powers vis-à-vis third parties.

The association is also validly represented by any other person acting within the limits of the powers delegated by the board of directors, under a mandate signed by two board members.

The extracts from the minutes that must be produced, as well as all other acts, are validly signed by the Director or two members of the board of directors.

The director may sub-delegate his powers in order to carry out any generally necessary or useful formality relating to the decisions of the association, including the power to sign and to file the request for modification of the association's registration with of the services of the Banque-Carrefour des Entreprises, to file any document with the competent registry and to carry out the formalities necessary for the publication of the association's decisions in the annexes of the Belgian Moniteur belge. For these purposes, the representative may, on behalf of the association, make all declarations, sign all documents and documents and, in general, do whatever is necessary.

Article 34 (Legal actions)

Legal actions decided by the board of directors, both as plaintiff and as defendant, are carried out in the name and on behalf of the association, by the director.

CHAPTER 8: ACCOUNTS AND BUDGET

Article 35 (Financial report, budget)

The financial year starts on 1st January and ends on 31st December of the same year.

Each year are established by the board.

1 ° the accounts and the balance sheet for the past financial year, closed on December 31;

2 ° the budget for the following fiscal year.

The annual accounts are established in accordance with the relevant legal provisions.

The Board submits to the General Assembly the annual accounts of the past year and the budget of the following year.

CHAPTER 9: AUDIT AND CONTROL COMMITTEE

Article 36 (Supervision)

The General Assembly shall elect an Audit and Control Committee composed of two to three members for a four year period. Such elections shall take place during the General Assembly at which the Board is elected. The Audit and Control Committee shall :

- Examine the financial management of COOPERATIVES EUROPE;
- Examine the fulfilment of the financial obligations of member's organisations;
- Examine the annual financial statement and present it for adoption by the Board;
- Report to the General Assembly.

The members have access to all relevant COOPERATIVES EUROPE and ICA documents. It will be linked to the ICA Audit and Control Committee.

CHAPTER 10: DISSOLUTION – LIQUIDATION

Article 37: Designation of the liquidators

In case of voluntary liquidation the General Assembly will appoint one or two liquidators and will decide their competencies.

Article 38: Allocation of the associations net assets

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f for any reason there is a voluntary or compulsory liquidation, the net assets of the dissolved association will be given to the ICA.

Chapter 11: Any other measures

Article 39 (Publication)

The appointment of the members of the board and of the persons authorized to represent the ASBL, as well as the termination of their function, are made public by filing in the association's file, and by publication of an extract in Annexes of the Belgian instructor. These documents show whether the people who represent the non-profit organization engage it individually, jointly or in a college, and specify the extent of their powers.

Article 40: (Law applicable)

All that is not explicitly expressed in the statutes and standing orders will be settled by the Belgian law of 27th June 1921 relative to non-profit associations.

Article 41: (Competent authorities)

In case of lawsuit, the competent tribunal is located in Brussels District, Belgium.