

## **By-laws of the Non-Profit Association “Wilfried Martens Centre for European Studies”**

On 13 September 2007, the following individuals, representing the interests of the European People’s Party (EPP), an international non-profit association, with registered office at Rue du Commerce 10, 1000 Brussels, and registered with the Crossroads Bank for Enterprises under number 0881.780.973 and its member-parties:

- Wilfried Martens, lawyer, domiciled in 1050 Ixelles (Brussels), place Marie-José 14/10, Born in Sleidinge on 19.04.1936;
- Antonio López-Istúriz White, lawyer, domiciled in Ronda de la Sacedilla 13.1 BAJO B, 28221 Madrid, Spain, Born in Pamplona on 1.04.1970;

and the following organizations which are national political foundations/think-tanks linked to EPP member-parties:

- Constantinos Karamanlis Institute for Democracy, scientific non-profit company, 10, Vas.Sofias Ave., 10674 Athens, represented by Skilas, Pantelis, Head of the international cooperation department;
- Fundación para el análisis y los estudios sociales, foundation, calle Juan Bravo nro 3-C, 7th floor, Madrid, represented by Magaz van Nes, Juan Alejandro, Lawyer;
- Hanns-Seidel-Stiftung e.v., registered association, Lazarettstrasse 33, D-80636 München represented by Luther, Susanne, Head of the Office for Foreign Relations;
- Jarl Hjalmarson Stiftelsen, foundation, Stora Nyagatan 30, Old Town, Stockholm, Box 2080, SE-103 12 Stockholm, Sweden, represented by Gustavsson, Eva, Managing Director;
- Konrad-Adenauer-Stiftung e.V., registered association, Rathausallee 12, D-53757 Sankt Augustin, Germany represented by Weilemann, Peter, Director;
- Politische Akademie der ÖVP, registered association, Tivoligasse 73, 1120 Vienna, represented by Kroiher, Erik, Head of the International Office of Political Academy and International Secretary of ÖVP;
- Stichting Wetenschappelijk Instituut voor het CDA, foundation, Buitenom 18, 2512 XA Den Haag / The Hague, The Netherlands, represented by Van Asselt Evert-Jan, Deputy Director;
- Szövetség A Polgári Magyarorszáért Alapítvány, foundation, 1062 Budapest, Lendvay utca 28, Hungary, represented by Balog, Zoltán, Chairman of the executive board.

have agreed to incorporate a Belgian non-profit organization ("*Association sans but lucratif/Vereniging zonder winstoogmerk*") pursuant to the Belgian law of 27 June 1921 on non-profit associations, international non-profit associations and foundations, the By-laws of which are as follows:

## **TITLE I – NAME, REGISTERED OFFICE, PURPOSE, DURATION**

### **Article 1. Name and logo**

The name of the non-profit association is: "Wilfried Martens Centre for European Studies ASBL", abbreviated as "WMCES", referred to here below as the "Centre".

The logo of the association is defined in Annex 1 to the statutes.

### **Article 2. Registered office**

2.1. The registered office of the Centre is located at 1000 Brussels, Rue du Commerce, 10, in the judicial district ("*arrondissement judiciaire/gerechtelijk arrondissement*") of Brussels.

2.2. The registered office can be transferred to any other place in Belgium by a decision of the General Assembly complying with the linguistic legislation in Belgium.

2.3. By decision of the General Assembly – according to the provisions of the Regulation (EC) No 2004/2003 of the European Parliament and of the Council of 4 November 2003 on the regulations governing political parties at European level and the rules regarding their funding - the Centre has the right to re-register its office in any other Member State of the European Union.

### **Article 3. Object and Purpose**

3.1. The Centre shall constitute the official think-tank of the European People's Party (EPP) and shall, in particular, serve as a common European framework for national foundations/think-tanks recognized by EPP member-parties.

In this respect, the main activities of the Centre, as a non-profit entity, shall amongst others be to:

- monitor, analyse and contribute to the debate of the policy priorities of the European Union;
- organize and support seminars, training, conferences and publications on important European themes;
- collaborate with high-profile academics, journalists, experts and opinion-makers, as well as with independent centres and institutes;
- use all possible means to disseminate the results of its activities.

3.2. The Centre will realize these objectives in close cooperation with its members. It can undertake any action directly or indirectly related to the above-mentioned purposes or to facilitate the development or achievement thereof.

3.3. The Centre is affiliated to the EPP and will function as its sole European political foundation in accordance with the Regulation (EC) No 2004/2003 of the European Parliament and of the Council of 4 November 2003 on the regulations governing political parties at European level and the rules regarding their funding and as from 1 January 2017, in accordance with the Regulation (EC) No 1141/2014 of the European Parliament and of the Council of 22 October 2014 on the statute and funding of European political parties and European political foundations.

#### **Article 4. Duration**

The Centre has an unlimited duration and can only be dissolved by judicial decision or a decision of the General Assembly pursuant to Article 28.

### **TITLE II – MEMBERSHIP**

#### **Article 5. Minimum Number of Members**

5.1. The Centre has at least three ordinary members. The number of ordinary members is limited to hundred (100). Additionally, the Centre can accept supporting members as non-voting members. All members have to be committed to support the objectives and aims of the Centre.

5.2. An ordinary members' registry is kept updated at the registered office of the Centre and a copy thereof is filed with the Clerk's office of the Commercial Court. The ordinary members are entitled to consult the member's registry at the registered office of the Centre.

#### **Article 6. Admission of Members**

6.1. Ordinary members of the Centre are **individuals** and **political foundations/think-tanks**. Every ordinary member has the right to vote. The maximum number of ordinary members representing political foundations/think tanks is fifty (50).

6.2. **Individuals** are accepted as ordinary members by a simple majority vote in the General Assembly, after recommendation of the EPP Presidency to the Executive Board. These individuals represent the interests of the EPP and its member-parties.

The EPP Presidency must submit to the Executive Board a written proposal, at least 14 days prior to a General Assembly meeting. Individuals have a mandate of three years. The EPP Presidency will be requested to review WMCES Individual Memberships every 3 years and present its recommendations for Individual Members, to be accepted by the General Assembly.

6.3. In order for a **political foundation/think-tank** to be an ordinary member of the Centre, it must be recognized by its respective EPP member-party (Ordinary Member Party, Associated Member Party or Observer Member Party) and be engaged in promoting political information and debate and facilitating EU integration, for instance, by:

- observing, analysing and contributing to the debate on public policy issues at national or at European level;
- supporting seminars, training, conferences, publications or studies on such issues;
- serving as framework for national experts, politicians and academics to work together at national or at European level.

A political foundation/think-tank must have staff, demonstrate regular activity and issue regular financial reports.

6.4. In order to consider a new political foundation/think-tank for membership, an application must be submitted to the Executive Board. The application must be accompanied by a letter of recognition from an EPP member-party, signed by the President or Secretary General of the respective EPP member-party confirming that: (1) the applicant is considered as the official political foundation/think-tank of the respective EPP member-party, and (2) the political foundation/think-tank fulfills the criteria of Article 6.3. Only one endorsement of a foundation/think-tank per EPP member-party shall be accepted.

6.5. The General Assembly, after considering the recommendations of the Executive Board on membership applications of political foundations/think-tanks, approves their admission as ordinary members by a simple majority of the votes cast.

6.6. The Executive Board can recommend to the General Assembly the acceptance of **supporting members**. Supporting members can be individuals representing academic institutions or other relevant organizations. Supporting members do not have the right to vote. The supporting members have the right to participate in the meetings of the General Assembly as observers.

6.7. Apart from the rights and obligations that are specified in these By-laws and in the relevant provisions of the Belgian law, members do not have any additional obligations towards the Centre.

## **Article 7. Resignation and Exclusion of Members**

7.1. The membership in the Centre is terminated:

- With a statement of resignation sent to the Centre by registered letter, which shall enter into force 14 days after its reception;
- With the death of an individual member;
- With exclusion;
- With the dissolution of the member-foundation/think-tank of the Centre;
- With the dissolution of the Centre.

7.2. The exclusion of members from the Centre can be proposed to the General Assembly by the Executive Board if there is sufficient evidence that the member in question has violated the by-laws of the Centre or if a member does not participate in 2 consecutive meetings of the General Assembly or, in the case of an individual member, if the EPP Presidency withdraw its support, considering that the member in question no longer represents the interests of the EPP and its member-parties. The Executive Board notifies to the member its proposal to the General Assembly to exclude it. The member will automatically be suspended between the date of such notification and the date of the General Assembly. The exclusion of a member requires a vote with a special majority of 2/3 of the votes cast by the General Assembly.

## **Article 8. Partner Members**

Upon recommendation of the Executive Board, the General Assembly can accept applications of a political foundation/think-tank or similar organisation to become a Partner Member. Political foundations/think-tanks or organisations can only be accepted as a Partner Member provided they are engaged in the activities as mentioned in article 6.3. A Partner Member has the right to submit a co-operation common project proposals to the Executive Board provided this project relates to activities as described in article 6.3. The Executive Board decides at its own discretion whether or not to accept the common project proposals. Partner Members do not have any other rights than the rights mentioned in this article 8. The membership of a Partner Member can be terminated by the General Assembly, upon recommendation of the Executive Board, in particular when the cooperation between the Centre and a Partner Member has concluded.

## **TITLE III – ORGANS**

### ***SUBTITLE I - GENERAL PROVISIONS***

#### **Article 9. Statutory and Non-Statutory Organs**

9.1. The Statutory organs of the Centre are the 'General Assembly', and the 'Executive Board'.

9.2. The Non-Statutory organs are the 'Honorary Board' and the 'Academic Council'.

### ***SUBTITLE II - GENERAL ASSEMBLY***

#### **Article 10. Composition**

10.1. The General Assembly is composed by all the ordinary members of the Centre. Every new ordinary member has the right to vote (one vote per member). The President of the Centre can invite guests as observers at the General Assembly meeting.

The members of the Honorary Board and Academic Council have the right to be present at the meetings of the General Assembly without the right to vote.

10.2. The General Assembly is chaired by the President or in his absence and in agreement with the Executive Board, the most senior member of the Executive Board.

10.3 An ordinary member can grant a proxy to another ordinary member to attend the General Assembly on its behalf under the following conditions:

- (i) individual ordinary members can only grant such proxy to another individual ordinary member;
- (ii) political foundation/think-tank ordinary members can only grant such proxy to another political foundation/think-tank ordinary member;
- (ii) any ordinary member can only represent [one] other ordinary member at the General Assembly.

In order to be valid, the original executed proxy should be sent to the President not later than 14 days before the meeting of the General Assembly.

#### **Article 11. Competences**

The competences of the General Assembly are:

- amendment of the By-laws of the Centre;

- admission (upon recommendation of the Executive Board) and exclusion of members of the Centre;
- appointment and dismissal of the members of the Executive Board;
- appointment and dismissal of the statutory auditor, if any, and determination of its remuneration if the mandate is remunerated;
- grant of discharge to the members of the Executive Board and to the statutory auditor, if any;
- approval of the budget and the annual accounts;
- approval of the annual program;
- dissolution of the Centre;
- conversion of the Centre into a "*société à finalité sociale/vennootschap met een sociaal oogmerk*".

## **Article 12. Meetings**

12.1. The General Assembly meets at least once a year at an ordinary meeting and is convened by the Executive Board or upon request of at least 1/5 of the ordinary members. In any case, an ordinary General Assembly meeting shall be held at latest on 31 May of each year, in order to deliberate on the approval of the annual accounts of the preceding accounting year and on the discharge of the members of the Executive Board and the statutory auditor, if any, as well as on the budget for the next accounting year.

12.2. Ordinary members are convened in writing (by mail and/or e-mail), at least 28 days in advance. The convocation letter shall include date, time and location of the General Assembly meeting, as well as the agenda thereof. Each agenda item proposal, signed by 1/20 of the ordinary members, shall be added to the agenda. Such a proposal has to be sent to the Executive Board at least 14 days prior to the date of the General Assembly meeting.

## **Article 13. Decisions**

13.1. Each ordinary member is entitled to one vote

13.2. Unless otherwise stated in the By-laws or in the relevant provisions of the Belgian Law, General Assembly decisions are validly taken by a simple majority of the votes cast.

13.3 For amending By-laws 2/3 majority is needed of the votes cast, of 2/3 members of the Centre being present in the vote.

13.4. In the event of a tie vote, the vote of the President shall be decisive.

## **Article 14. Minutes**

14.1. Minutes of the General Assembly shall be signed by the President and by the ordinary members wishing to do so.

14.2. The minutes shall be recorded in a special register to be kept at the registered office of the Centre.

14.3. Copies or extracts of the minutes to be produced in court or elsewhere shall be signed by two members of the Executive Board.

## ***SUBTITLE III – EXECUTIVE BOARD***

### **Article 15. Composition**

15.1. The Executive Board of the Centre is composed by a total maximum of eight members - including President and Secretary-Treasurer - and is elected by the General Assembly.

15.2. The members of the Executive Board are elected by the General Assembly as follows:

- following the recommendation of the EPP Presidency, elect maximum four physical persons, as members of the Executive Board.
- additionally, elect maximum four physical persons proposed by one or more political foundation/think-tank member/members, as members of the Executive Board.

The normal duration of the term of the Executive Board members, President and Secretary Treasurer is 3 years. All physical persons elected as members of the Executive Board will become ordinary members of the Centre.

15.3. The Executive Director and the Policy Director have a standing invitation to attend the meetings of the Executive Board without the right to vote.

15.4 If a member of the Executive Board fails to attend 3 consecutive meetings, the Executive Board may recommend to the General Assembly the replacement of this member with the election of a new member, in accordance and in the spirit of the provisions of Article 15.2.



15.5. A vote on the termination of the term of an Executive Board member will take place in the General Assembly if:

- a) the political foundation/think tank member on whose proposal the Executive Board member was appointed is excluded following the stipulation of the article 7.2;
- b) the political foundation/think tank member on whose proposal the Executive Board member was appointed withdraws its support to the member in question;
- c) the EPP Presidency decides to withdraw its support to one of the members of the Executive Board appointed on its proposal.

15.6. If a member of the Executive Board resigns or is dismissed, a new member may be elected by the General Assembly following the article 15. The new Executive Board member will complete the term of the previous Executive Board member.

## **Article 16. Competences**

The Executive Board manages the Centre and has all the competences which are not attributed to the General Assembly, including:

- ensuring the implementation of the decisions taken by the General Assembly;
- ensuring the general management of the Centre;
- drafting the annual program;
- preparing the annual accounts and the budget;
- monitoring the work of the Executive Director, the Policy Director and staff;
- the legal representation of the Centre;
- the appointment of external auditors, e.g. accountants;
- the proposal of admission and exclusion of the members of the General Assembly;
- the supervision and control of the activities and the assets of the Centre.

## **Article 17. Meetings**

17.1. The Executive Board has to convene at least twice a year. The President shall announce meetings of the Executive Board no later than 28 days prior to such meeting.

17.2. In addition, meetings of the Executive Board shall be convened if at least two members make a written request. This request must be addressed to the President.

17.3. Members of the Executive Board shall be convened by invitation (mail or e-mail), at least 14 days in advance. The invitation shall include the date, time and location of the Board meeting, as well as the agenda thereof.

17.4. Every member of the Executive Board has one vote each. The decisions of the Executive Board are taken by simple majority. In the event of a tie vote, the vote of the President is decisive. The Executive Board cannot validly deliberate unless the majority of the members are present. There shall be no voting by proxy..

#### **Article 18. Minutes**

18.1. Minutes of the Executive Board shall be signed by the President and the members of the Executive Board who wish to do so.

18.2. The minutes shall be recorded in a special register to be kept at the registered office of the Centre.

#### ***SUBTITLE IV - PRESIDENT, SECRETARY-TREASURER***

#### **Article 19. President**

The President is elected by the General Assembly following the recommendation of the EPP Presidency. The President chairs the Executive Board.

#### **Article 20. Secretary-Treasurer**

The Secretary-Treasurer is elected by the General Assembly following the recommendation of the EPP Presidency. The Secretary-Treasurer oversees the administrative and financial management of the Centre.

#### ***SUBTITLE V – EXECUTIVE DIRECTOR, POLICY DIRECTOR***

#### **Article 21. Executive Director**

The Executive Director is elected by the General Assembly for a three-year term which can be renewed, following the recommendation of the EPP Presidency. The General Assembly can dismiss the Executive Director at any time. The Executive Director is responsible for the daily management and the implementation of the activities of the Centre and accordingly, reports to the Executive Board. The Executive Board can delegate specific responsibilities and competences to the Executive Director.

The Executive Director and the Policy Director have the right to be present at the meetings of the General Assembly without the right to vote except when the Executive Director or the Policy Director are members of the General Assembly.

## **Article 22. Policy Director**

The Policy Director is elected by the General Assembly, upon the proposal of the EPP Presidency, for a renewable three-year term. The General Assembly can dismiss the Policy Director at any time. The Policy Director is responsible for planning and developing the Centre's policy agenda and heading the Centre's research work. The Policy Director reports to the Executive Board. The Executive Board will delegate the necessary powers to the Policy Director in order for the Policy Director to be able to perform his tasks. Within the delegation of powers by the Executive Board, the Policy Director performs his/her tasks under the authority of the Executive Director.

## ***SUBTITLE VI – NON-STATUTORY ORGANS***

### **Article 23. Honorary Board**

For the purpose of enhancing the profile of the Centre, the Executive Board can nominate high-profile personalities as members of the Honorary Board.

### **Article 24. Academic Council**

For the purpose of enhancing the academic scope of the Centre and oversee the scientific standards of the research and studies, the Executive Board can nominate esteemed academics and researchers as members of the Academic Council.

## ***SUBTITLE VII – REPRESENTATION***

### **Article 25. Representation**

The Centre is validly represented by the President or the Secretary-Treasurer, acting solely or alternatively, two members of the Executive Board acting jointly. With regard to the daily management, the Centre is validly represented by the Executive Director acting solely.

## **TITLE IV – FINANCES**

### **Article 26. Finances**

The activities and projects of the Centre shall be financed by subventions as specified in the budget of the European Union, fundraising activities and voluntary contributions. Members are not obliged to submit financial contributions.

## **Article 27. Accounting year and annual accounts**

27.1. The accounting year of the Centre begins on the first of January and ends on the thirty-first of December of each year.

27.2. Should the Centre meet at least two of the three criteria set out in Article 17 §3 of the Law of 27 June 1921 on non-profit associations, international non-profit associations and foundations, then the General Assembly must appoint a statutory auditor and determine its/his/her remuneration, if any.

## **TITLE V – DISSOLUTION**

### **Article 28. Dissolution**

28.1. Any proposal for the dissolution of the Centre shall be addressed by registered letter to the ordinary members so that they receive it at least two months prior to the meeting of the General Assembly when the proposal for a decision is submitted for a vote.

28.2. The Centre can be dissolved by a decision taken by a four fifths majority of the votes cast in the General Assembly where two thirds of the ordinary members are present or represented. Should this last quorum not be met at the first meeting, then a second meeting will be convened at the latest 30 days after the first meeting which will be allowed to deliberate regardless of the number of ordinary members present or represented.

28.3 The General Assembly or the liquidators will decide on the allocation of the net assets of the Centre.

## **TITLE VI – INTERNAL REGULATIONS**

### **Article 29. Internal Regulations**

Internal regulations of the Centre shall be adopted and, if applicable amended, by the General Assembly upon proposal of the Executive Board. Internal Regulations regulate issues of internal order not mentioned in these By-laws. Also, the way of functioning of the non-statutory organs will be further detailed.

## **TITLE VII – FINAL PROVISION**

### **Article 30- Final Provision**

Matters not expressly referred to in these By-laws are subject to the provisions of the Law of 27 June 1921 on non-profit associations, international non-profit associations and foundations.

## **TITLE VIII – TRANSITIONAL PROVISION**

*By way of derogation from article 15.2 of the articles of association as amended by the General Assembly on 20th October 2015, the Executive Board as appointed by the General Assembly on 23 April 2014 remains validly composed for the remainder of the term for which the members of this board were appointed, being until the ordinary General Assembly of 2017, taking place not later than 31st May 2017.*

*By way of derogation from article 22 of the articles of association as amended by the General Assembly on 20th October 2015, the first Policy Director will be Roland Freudenstein (born in Bonn, Germany on 22.04.1960, domiciled at Berensheide 254, 1170 Watermaal – Bosvoorde, Belgium) for a term ending on the date of the ordinary General Assembly of 2017 taking place not later than 31st May 2017, without requiring any prior nomination by the EPP Presidency.*