

Articles of Association

§1 Name, juridical seat

The association has the statute of a non-profit association and is governed by Title III and IIIter of the 27 June 1921 Belgian law on non-profit associations, foundations, and European political parties.

The Association is hereinafter referred to (and shall be entered in the Register of Associations of the District Court) under the name "Transform Europe", abbreviated "TE".

The juridical seat of Transform Europe is located in Brussels, at the venue chosen by the Board of the Association. It is currently located at Square de Meeûs 25, 1000 Brussels, in the judicial district of Brussels.

§2 Purpose

The purpose of the Association is the promotion of alternative thinking and political dialogue aimed at transforming current societies to develop a common social, feminist, ecological, democratic, and peaceful Europe, as well as global solidarity. The purpose of the Association shall be realised by

- organising public debates,
- critical analysis and research,
- the creation and support of medias of communication.

Transform Europe operates as an autonomous network governed by its Members and Observers. As a political foundation it is affiliated with the Party of the European Left.

§3 Non-profit status

The Association exclusively and directly pursues non-profit aims. The Association does not act out of self-interest; it does not pursue its own economic aims. Association funds may only be used for the purposes stated in these Articles. No one may benefit from expenditures that are alien to the purpose of the Association or from emoluments that are disproportionately high.

§4 Admission of Members and their representation in the Association

The Association is composed of effective members whose number cannot be lower than seven.

Membership of the Association is only open to legally recognised foundations and other associations. They must support the purpose of the Association as stated in §2. They can either become effective members or Observing Members. Effective Members are entitled to vote at the Members' Meetings. Observing Members take part in the meetings, to which they are invited, as consultants. They have the right to apply for effective membership after one year.

Applications for membership must be made in writing and require a unanimous resolution of the Members' Meeting to be accepted. An application for full membership submitted by an observer based in a country where a Full Member (or several Full Members) is/are already present must also be presented by this/these Full Member(s) in order to be discussed at the Members' Meeting.

Every Member shall be represented in the Association by a physical person (Representative) formally appointed in writing by the authorised Board of the member's organisation. The appointment must be lodged with the Association's Board and may be revoked by the appointment of a new representative. The revocation becomes effective when the Board has been notified in writing of the appointment of the new representative.

§5 Resignation of Members

A Member may resign from the Association at any time by notifying the Board in writing.

§6 Expulsion of Members

Members may be expelled from the Association if they grossly and intentionally act against the interests of the Association. Expulsions are decided upon by the Members' Meeting by at least three quarters of the Members.

§7 Membership fee

Membership fees are 'paid annually in advance, falling due on 1 January each year. The annual fee is €100. Changes to the annual fee shall be decided by a resolution of the Members' Meeting.

§8 Board

The Board shall consist of at least seven individuals who are representatives of the members of Transform Europe. The Board shall be elected by the Members' Meeting for a period of two years, although it will remain in office after the expiration of its term until a new Board is elected. The Board can make decisions either in personal meetings, by videotelephony, by phone or email. The decisions are to be recorded in the minutes and

circulated to all members of the Association no later than two weeks after the decision is made.

If a member of the Board retires during their period of office, his or her place will remain vacant until the next meeting of the Association.

The Board shall elect from among its Members two Presidents and two Vice-Presidents who will assume responsibility for the political coordination of the Association. The Presidents will represent Transform Europe publicly and in court. They shall be elected by a majority of at least three-quarters of the Board for not more than two years. No Member of the Board can be elected as President or Vice-President more than once in succession.

The Board may appoint a Scientific and Strategic Advisor as well as establish a Scientific Advisory Council.

The Board shall appoint a Treasurer and one or more Directors (up to three), who together with the Presidents and Vice-Presidents are responsible for the daily work of the Association and the implementation of the resolutions of the Members' Meeting and the Board.

The Board acknowledges the annual accounts established by the Treasurer before submitting them to the Auditors.

§9 Members' Meetings

The following items are of the exclusive competence of the General Assembly:

- a) the appointment and revocation of the Members of the Board,
- b) the discharge to be granted to the Members of the Board ,
- c) the approval of the accounts and budgets,
- d) the modification of the Statutes,
- e) the exclusion of an effective member
- f) the dissolution of the Association
- g) every cases as required by the statutes

The ordinary Members' Meeting is held once a year. Extraordinary Members' Meetings shall be held if the interests of the Association so require or if the convocation of such a meeting is demanded of the Board by at least one fifth of the Members by post or e-mail, stating the purpose and reasons for their action. In case of necessity and by agreement of at least two-thirds of the Members, meetings may be held by the use of

instant messenger systems, as video- or voice-meetings. The decisions should be recorded in the minutes by a Member of the Board. The minutes should be proved by at least two other Members of the Board and circulated to all Members of the Association not later than two weeks after the meeting. Objections to the minutes should be made in written form no later than three weeks after the minutes are received.

The Members' Meeting adopts the annual accounts and discharges the Treasurer and Board of liability.

§ 10 Convocation of Members' Meetings

Members' Meetings shall be convoked by the Board, which will send invitations, including details of the agenda it has set, by mail. Invitations must be sent out four weeks in advance. This requirement shall be deemed to be met if the invitation is mailed in time to each Member's last address known to the Association.

Guests may be invited to attend Members' Meetings. The Board must announce this in the invitation. Every Member is entitled to raise objections to this invitation within three weeks; this will result in the guest being struck from the guest list.

§ 11 Conduct of Members' Meetings

The Members' Meeting shall be deemed to have a quorum if more than 50 percent of the Members of the Association are present or represented. If the Members' Meeting does not have a quorum, a new Members' Meeting with the same agenda must be called within four weeks. The new Meeting shall be deemed to have a quorum regardless of the number of Members or represented Members present.

The Members' Meeting shall be chaired by a Member of the Board. If the latter are unavailable, the Members' Meeting shall elect a Chairperson. The Chairperson of the Meeting shall appoint a keeper of the minutes.

The agenda set by the Board may be amended or supplemented by a resolution of the Members' Meeting. Acceptance of any motion to this effect shall be decided in the Members' Meeting by a majority of the valid votes cast, abstentions counting as invalid votes. Motions concerning the expulsion of Members or amendments to the Articles of Association, and motions concerning changes in the purpose of the Association or its dissolution require a majority of three-quarters of the valid votes cast.

Votes are normally cast by a show of hands. If one quarter of the members present so require, a written ballot must be held.

§ 12 Proceedings of the Members Meeting

Resolutions must be recorded by the keeper of the minutes giving the results of the voting. They must be signed by the Presidents and the Director(s) and the keeper of the minutes.

Every Full Member can consult the voted resolutions on the premises of the Association.

§13 Dissolution of the Association and devolution of its assets

The application to dissolve the Association can be brought forward in written form by at least a fifth of the Members, The dissolution of the Association can only be decided at an Extraordinary Members' Meeting by a majority of three-quarters This Extraordinary Members' Meeting decides to whom its assets shall devolve and appoints a liquidator. In the event of the Association being dissolved or terminated, or in the event of its original purpose ceasing to apply, its assets shall devolve to a non-profit organisation supporting the same or similar purposes as the Association.

Online, 25 September 2020

Members' Meeting Transform Europe