

Articles of Association

§1 Name, juridical seat

The association has the statute of a non-profit association and is governed by the Title III and IIIter of the 27th of June 1921 Belgian law on non-profit associations, foundations, European political parties (in the current statutes “the law”).

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

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

§2 Purpose

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

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

Transform Europe operates as an autonomous network governed by its members and observers. As political foundation it is affiliated to the Party of the European Left.

§3 Non-profit status

The Association pursues exclusively and directly non-profit purposes. 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 three. Membership of the Association is only open to legally recognized 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 and can be elected to the Board or the auditing commission. 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 who is based in a country where a full member (or several full members) is/are already present must

be put forward together with 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 organization. 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, knowing that this amount cannot exceed €5000.

§8 Board

The Board shall consist of at least three 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 expiry of its term until a new Board is elected. The Board can make decisions equally in personal meetings, by phone or email. The decisions should be taken down in the minutes and circulated to all members of the Association not later than two weeks after the decision was made.

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

The Board shall elect from its members a Political Coordinator who will represent Transform Europe publicly and in court. The Political Coordinator shall be elected with a majority of at least three quarters for not more than two years. No member of the Board can be elected as political coordinator more than one time 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 Political Coordinator 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 The internal auditing commission

The Members' meeting elects an internal auditing commission whose responsibility is to control the annual accounts and the certification that the operations stated in the annual accounts are in conformity with the decisions of the Members' meeting respectively the decisions of the board. The internal auditing commission shall report its findings to the Members' meeting and request the discharge of liability of the board. The internal auditing commission has no political mandate but the right to formulate recommendations in order to improve the finance management of the association.

§10 Members' Meetings

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

- a) appointment and revocation of the members of the Board, as well as of the auditors
- b) the discharge to be granted to the members of the Board and the auditors
- c) approval of the accounts and budgets
- d) modification of social statutes
- e) exclusion of an effective member
- f) 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 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 or by voice-meetings. The decisions should be taken down 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 was held. Objections against the minutes should be made in written form not later than three weeks after the minute was received.

The members' meeting adopts the annual accounts and discharges the treasurer and board from liability.

§ 11 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 the 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 results in the guest being struck from the guest list.

§ 12 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 chairman. The chairman 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 by the Members' Meeting with 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, 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 taken by a show of hands. If one quarter of the members present so require, a written ballot must be held.

§ 13 Recording of resolutions

Resolutions must be recorded by the keeper of the minutes (§ 12) in a transcript giving the time and place of the meeting as well as the results of the voting. The transcript must be signed by the chairman of the meeting and the keeper of the minutes.

Every effective member can consult them at the premises of the association.

§14 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 with 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 on a non-profit organisation supporting the same or similar purposes as the Association.

Vienna, September 2017
Members' Meeting Transform Europe