

Articles of Association

I - Establishment - purpose - composition

Article 1. Establishment - purpose

These articles govern the association called "EUROPA25" **NAME TO BE VOTED BY MEMBERS**: in compliance with the laws and regulations currently in force. They amend and replace the previous statutes dated [2018].

A registered association, governed by the law of 1901, forming a "political group" subject to law n°88-227 of 11 March 1988, amended by the law of 15 January 1990, has been established between the founding natural persons and the natural persons who will subsequently adhere to these articles of association and whose purpose is to organize all political activities relating to the European project of DIEM25 in France, including activities such as events of democratic life (elections, referenda, petitions, demonstrations, etc.), symposia, meetings with other groups and all other actions contributing to democratic life, at, including but not limited to, local, regional and European level.

The association guarantees freedom and respect for the principle of non-discrimination, democratic functioning, transparency in its management and equal access, for women and men regardless of age to its governing bodies.

This association undertakes to respect in every manner the values of the association established under Belgian law and named Democracy in Europe Movement 2025 (hereinafter "DIEM25" or the "Movement") and the political project set out in the European Spring manifesto and to comply with the articles of association and internal regulations of DIEM25 as defined above. The association ensures that it is in agreement with the objectives and organizational principles of DIEM25 and allows the Movement to validate its strategic choices.

Article 2. Name

The association has taken the following name: Europa 25 **NAME TO BE VOTED BY MEMBERS**

Article 3. Duration - Headquarters

The duration of the association is unlimited.
Its registered office is located at [49 rue de Lisbonne 75008 Paris].
It may be moved by a simple decision of the Board of Directors.

Article 4. Membership

The association is open to all natural persons who are members of the Belgian association Democracy in Europe Movement (DIEM25). Membership may not be combined with membership of another political party or political movement in France or Europe competing in local, regional or European elections in which DIEM 25 is running.

Membership is terminated on the day of resignation, death, non-payment of membership fees, striking off or exclusion, the latter of which is assessed and decided upon by the Board of Directors at its sole discretion after the individual concerned has been invited to be heard by registered post.

The members of the association may not receive any remuneration for the official functions. Reimbursement of expenses may be granted by the Board of Directors.

Members take part in the development of the direction and activities of the association through their participation in and voting at General Assembly meetings.

Article 5. Membership fees

The membership fee is set annually by the General Assembly, upon proposal by the Board of Directors. All members are subject to an annual membership fee of at least ten Euro unless otherwise agreed. A request for exemption should be sent to the Executive Committee for decision.

II - Bodies and functioning

Article 6. Bodies

The official bodies of the association are:

- the General Assembly
- the Board of Directors, which appoints an Executive Committee from among its members.

The members of the Board of Directors and any members who may be appointed are volunteers. If the financial resources of the association allow, the members of the Board of Directors may be reimbursed for travel or accommodation expenses incurred under the conditions defined in the Internal Rules.

Article 7. Board of Directors

7-1. Composition

The Board of Directors is composed of twelve members. The Board must be composed of, by half (6 members) of elected members of the National Collective of DIEM25 France ("NC College") and by half (6 members) of other members of this association.

TO BE PUT TO THE VOTE OF THE MEMBERS:

[Its composition respects gender parity]

or

it will be possible to ignore parity if there are not enough candidates].

Candidates for the Board of Directors must have been members of DIEM 25 for at least 4 months.

The Board of Directors designates six pairs from among its members according to the principle of parity between men and women and parity between members from the NC and not from the NC.

These six pairs are divided according to function.

- 1/ Spokesperson/ representation
- 2/ Relations with other parties, including partner parties
- 3/ Finance
- 4/ Coordination of campaign committees
- 5/ External and internal communication (secretariat)
- 6/ Relations with the DIEM 25 movement in France and Europe

7-2. Term of office

The term of office of the members of the Board of Directors, excluding members of the Executive Committee, is limited to the duration of the electoral campaign for which the association is participating, plus one month to carry out the activity report. Each new participation of the association in a local, regional, European or other election, duly and previously authorized by

the Movement, will result in the election of a new Board of Directors in its entirety in advance of the campaign.

In the event of a vacancy among the directors elected by the General Assembly, the Board of Directors shall convene an extraordinary General Assembly with the aim of electing new members in accordance with the rules previously established. The call for candidates and the convocation of the Extraordinary General Assembly must take place at least 15 days before it is held.

If the vacancy is among the members of the Board of Directors elected from the National Collective of DIEM 25 France (NC), the General Assembly will appoint new directors from the list proposed to the General Assembly by the NC.

7-3. Functioning

The Board of Directors meets as often as the association's interest requires but the number of meetings shall be no less than 2 per month (except outside the election period) and shall be convened by the "communication/secretariat" pair.

The Board of Directors may invite any person whose presence it considers useful for its work.

In the event of a written request from one quarter of the members of the Board, a meeting must be convened within a period of seven days.

Each member of the Board of Directors must participate personally, physically or by any electronic means in the meetings. After three consecutive non-excused absences, the person is considered to have resigned. Decisions are taken by a majority of the members attending but a decision cannot be taken by less than 7 votes. The decisions provided for in Article 10.9 may only be taken if a quorum of the 9 members of the Board of Directors is met. The deliberations of the Board give rise to approved minutes, which will be automatically and immediately made available to the members of the National Collective of DIEM 25 France (NC) and the Coordinating Collective (CC) of DIEM25 as well as to the members of the association.

7-4. Powers

The powers of administration are entrusted to the Board of Directors, which takes all decisions and measures relating to the association, other than those expressly reserved by law and/or by these articles of association to the competence of the General Assembly and this in strict compliance with the values, principles and programmes of DIEM25 and the European Spring.

It shall decide, by a two-thirds majority of the members attending and always with a minimum of 9 members, on any proposal to amend the Articles of Association or any other decision to be submitted to the Extraordinary General Assembly.

Article 8. - The Executive Committee

The Executive Committee is composed of three members: a President, a Treasurer and a Secretary. The Executive Committee only has administrative authority with delegated signature.

Its three members come from the NC College, having the following responsibilities:

- Spokesperson/Representation in the case of the President.
- Finance in the case of the Treasurer
- External/internal communication in the case of the Secretary.

Article 9. The President

9-1. Powers

The President along with the Executive Committee ensures administrative continuity.

9-2. Legal representation

The President represents the association in court, either as plaintiff, defendant or civil party. These powers are exercised in the material and moral interest of the association and with the aim of enforcing and respecting its organisational and social purpose.

Article 10. General Assembly

10-1. Composition - Meeting

The General Assembly is composed of all the members of the association whose payment of dues is up to date. It meets in ordinary session at least once a year with an agenda set by the Board of Directors and upon convocation by the latter.

Other General Meetings may be held at extraordinary meetings when the interests of the association so require, either on the initiative of the Board of Directors or at the request of one quarter of the association's members.

In this case, the convocation is considered to be automatic.

10-2. Convening

Notice of meetings shall be given in writing by any electronic means at least fifteen days in advance and shall indicate precisely the items on the agenda.

10-3. Admittance

Members who have paid their dues are only admitted to General Assembly upon presentation of a document proving their status. They sign the attendance register upon entry.

10-4. Representation

Any member has the right to be represented by another member by giving the latter a written power of attorney. No one may hold more than two powers of attorney.

10-5. Agenda

The General Assembly may only deliberate on the agenda items set by the Board of Directors in their meeting prior to the General Assembly.

Any member may request the inclusion on the agenda of any item he/she wishes to be dealt with. To this end, he/she sends a letter or e-mail to the President or the Co-Presidents in advance of the Board meeting preceding the General Assembly. The Board of Directors takes a decision on this request.

10-6. Powers

The General Assembly is the sovereign body of the association. It approves the annual activity and management reports, which present the association's work under the guidance of the Board of Directors during the past financial year, the financial situation and the association's accounts. It votes on the guidelines. It also decides on the other items added to the agenda.

In addition, the General Assembly approves the constitution of the Board of Directors (for the NC College from the list proposed by the National Collective of DIEM 25 France and for the other six members of the Board of Directors in accordance with Article 7.1) and the possible replacement of resigning Board members in accordance with Article 7.2.

The General Assembly approves the political content of the electoral programmes, which are subject to prior approval by the Movement. Once this approval has been obtained, the electoral programme becomes that of the association.

Concerning the electoral candidates, after selection by the Movement of candidates by electronic vote, the General Assembly shall ensure that the final list drawn up by the Movement respects the principle of parity between women and men.

These candidates must be (i) members of the association and not have membership of any political movement or party other than DIEM25, (ii) have joined DIEM25 at least six months prior to the elections and (iii) together constitute a gender balanced team.

10-7. Majority - Quorum physically or via electronic means at meetings.

Decisions of the Ordinary General Assembly are taken by a simple majority of the members attending or represented, after where appropriate, seeking a consensus decision.

Decisions of the Extraordinary General Assembly relating to the amendment of the Articles of association or the dissolution shall be taken by a two-thirds majority of the members attending or represented.

The Extraordinary General Assembly can only make binding decisions if a quorum of the majority of the members of the association are attending or represented on first convocation and a quorum of one third on the subsequent convocation.

10-8. Vote

The General Assembly shall vote by a show of hands, unless a special request is made for a secret ballot of the members attending or represented. This request is accepted if it is carried by 25% of the members in attendance at the General Assembly. Each member has one vote..

10-9. Amendment of the statutes

A request to amend the articles of association may only be discussed at the Extraordinary General Meeting if it is proposed by the Board of Directors.

Article 11. Internal Rules of procedure

The Internal Rules of procedure supplement the provisions these articles of association. They are to be defined by the Board of Directors by a 2/3 majority and validated by the General Assembly.

III. RESOURCES – Financial control

Article 12. Resources

The association is financed by any means authorised by the laws and regulations in force, including in particular donations within the framework and limit of current legislation, public aid provided for by the law of 11 March 1988 and by membership fees. The Board of Directors will maintain regular bookkeeping and have annual accounts established, from 1 January to 31 December, in accordance with the regulations in force. Any bequest authorised by law may be provisionally accepted by the Board of Directors, however their final acceptance must be approved by the General Assembly. In accordance with the regulations in force regarding political parties and movements, the association must also establish a financing association in parallel.

Article 13. Accounting - Expenses

Bookkeeping and accounting activities are to be managed by the finance pair. Expenses are sanctioned by the Board of Directors, their payment is made by the treasurer.

Article 14. Audit of accounts

Each year, during the examination of annual accounts, the General Assembly may appoint one or two auditors, members or not of the association, to report to it on the accounts for the past financial year.

IV - Dissolution – amendments to the Articles of association

Article 15. Dissolution

The association may be dissolved at any time upon the proposal of the Board of Directors and by vote of the Extraordinary General Assembly, in accordance with Article 10-7. The Statutes may be amended in accordance with the same procedure.

Article 16. Liquidation

In the event of voluntary liquidation, the Extraordinary General Assembly of Liquidation shall appoint one or more liquidators. Under no circumstances may property or assets be distributed among the members of the association. They are rather to be vested in another association with a purpose of the same nature, in accordance with the decree of 16 August 1901.

Signed in Paris, _____