
**“Platform of European Social NGOs”, abbreviated “Social Platform”
Non-profit International Association**

STATUTES

N.15844 [75084]
(75084-74084P)

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[The original version of the statutes is in French]

TITLE I – NAME. INTERNAL RULES. DURATION. REGISTERED OFFICE. PURPOSE

Article 1 – Name. Internal rules. Duration

The association shall be called “Plate-forme des ONG européennes du secteur social”, abbreviated “Plate-forme sociale”, or in English, “Platform of European Social NGOs”, abbreviated “Social Platform” and shall hereinafter be referred to as “the Association”.

It concerns a Non-Profit International Association and shall be governed by the dispositions of Title III of the law of 27 July 1921 on non-profit associations, foundations and non-profit international associations.

The duration of the Association shall be unlimited.

Article 2 – Registered office

The Association’s registered office shall be located at Square de Meeûs 18, 1050 Brussels (Ixelles). It is based in the judicial district of Brussels. It may be transferred, by derogation of article ~~340~~ of the present statutes, to any other location in the Brussels conurbation by decision of the Management Committee, to be published in the Annexes of the Moniteur belge within one month following such decision.

Article 3 – Purpose

§1.

The Platform of European Social NGOs (the Social Platform) is the alliance of representative European federations and networks of non-governmental organisations active in the social sector. The Social Platform promotes social justice and participatory democracy by voicing the concerns of its member organisations. The Social Platform and its members are committed to the advancement of the principles of equality, solidarity, non discrimination and the promotion and respect of fundamental rights for all, within Europe and in particular the European Union.

Members base their common actions upon the following objectives:

- The eradication of poverty and the elimination of social exclusion.
- The elimination of discrimination in all its forms and the promotion of equality for all
- Equality between women and men in all areas of life
- The promotion of participatory democracy
- The engagement of social NGOs in an enhanced structured civil dialogue at EU level
- The involvement of people experiencing or at risk of poverty, exclusion and discrimination in decision-making processes affecting them.

In order to achieve these objectives, the Social Platform:

- seeks to advance the interests of its members through advocacy of common positions, and through providing opportunities for its members to advance their own work at EU level by engaging with European policy-makers.

- disseminates information and promotes understanding of EU policies of concern to social NGOs.
- builds solidarity, co-operation and expertise through the exchange of knowledge and experience amongst social NGOs.

The Social Platform, through its democratic structure, aims at the full participation of members in transparency and respect for their diversity. It is committed to promoting gender parity and diversity representation in the structures of the Social Platform.

The Social Platform seeks to bring added value to the work of its members.

Whilst the actions of the Social Platform are focused upon the European level, the Platform supports the development of these values at the global level.

§2.

The Association may carry out any activity it considers necessary or useful to promote its aims and tasks and shall also assume the defence of the interests of its members and their members as appropriate.

The Association shall respect the specificity of its members and does not intend to substitute for them in relation to their actions and positions.

TITLE II – MEMBERS

Article 4 – Membership

The Association is a coalition open to any European federation or European networks of NGOs with activities in the social sector, which (i) meets the criteria for membership set forth in these statutes and (ii) has accepted the Association’s statutes, internal rules, and such Joint Declarations as are annexed to the internal rules.

The Association shall have two membership categories: (i) full members, (ii) associate members

The rights and obligations of the full members and associate members shall be as set forth in these statutes and the internal rules of the association.

Members may at any time request a change in the category of their membership, following the rules set out for admission to the relevant category.

Any references in these statutes to “member” or “members” of the Association are references to full members and associate members collectively.

Article 5 – Full members

Applicants whose aims and activities conform to articles 3 and 4 of these statutes and who meet the criteria set forth in Article 9 of these statutes may be admitted to the Association as full members.

The rights of full members include full voting rights in the Association and the right to stand for election to the organizational structures of the Association in accordance with these statutes.

Full members have complete membership of the Association. They set the policies, guidelines and priorities of the Association and make an ongoing contribution to its activities.

Full members shall be informed and consulted on an ongoing basis about the activities of the Association.

Full members shall contribute an annual membership fee, the amount of which shall be determined by the General Assembly in accordance with article 12 of these statutes and the applicable provisions of the internal rules.

Article 6 – Associate members

Applicants whose aims and activities conform to articles 3 and 4 of these statutes and who meet the criteria for associate membership set forth in Article 9 may be admitted to the Association as associate members.

Associate members shall have no voting rights in the Association and no right to stand for election to the organisational structures of the Association.

Associate members may attend meetings of the General Assembly at their own expenses, they shall have speaking rights, but they shall not be entitled to vote.

Associate members may participate in meetings of the Social Platform.

Associate members shall receive the newsletter of the Association, as well as any relevant information about the activities and the relations of the Association with non-members.

Associate members shall contribute a reduced annual membership fee, the amount of which shall be determined by the General Assembly in accordance with article 12 of these statutes and the applicable provisions of the internal rules.

Article 7 – Membership application procedure

Applications for admission as a member shall be directed to the Membership Accreditation Committee by any means of communication set forth in the internal rules. The applications shall be in the form and be accompanied by the documents and data detailed in the present statutes.

The Membership Accreditation Committee shall review the membership application, and make a recommendation to the Management Committee.

The Management Committee shall issue an advice to the General Assembly, which shall decide whether or not to admit the applicant as a member.

Membership is acquired following (i) a resolution of the General Assembly to that effect and (ii) the payment of the applicable membership fee.

Applications for changes in membership category shall be treated in the same way as applications for membership.

Article 8 – Membership criteria

§8.1 - Full members

European networks or federations that satisfy all of the following criteria may be admitted to full membership:

- a) The network or federation must be composed of organisations (not individuals) in at least the absolute majority of the EU Member States. Transitional provisions relating to this provision may be specified in the internal rules in the case of enlargement of the European Union.
- b) The network or federation must be established as a not-for-profit and non-governmental organisation in one of the EU Member States. The majority of the organisation's membership must themselves be legally established, not-for-profit and non-governmental.
- c) The network or federation must be active in the social sector, working to promote the general interest and contributing to social cohesion.
- d) The network or federation must have separate legal personality
- e) The network or federation must demonstrate its representativity and that it is structured and managed in a democratic way, it is run by an elected body, whose decisions and membership must not be subject to approval by any extraneous body.
- f) The network or federation must bring added value to the work of the Social Platform.

§8.2 - Associate members

Organisations that satisfy all of the following criteria may be admitted to associate membership:

- a) The network or federation must be composed of organisations (not individuals) in at least a quarter of the EU Member States. Transitional provisions relating to this provision may be specified in the internal rules in the case of enlargement of the European Union.
- b) The network or federation must be established as a not-for-profit and non-governmental organisation in one of the EU Member States. The majority of the organisation's membership must themselves be legally established, not-for-profit and non-governmental
- c) The network or federation must be active in the social sector, working to promote the general interest and contributing to social cohesion
- d) The network or federation must have separate legal personality, or be in the process of acquiring legal personality.
- e) Networks or federations who are accepted as associate members and who have not yet acquired legal status shall be granted membership for one year, with further membership being subject to annual review by the General Assembly.

Article 9 – Resignation. Exclusion

Any member can withdraw from the Association with immediate effect; provided it has notified such withdrawal to the Management Committee by electronic mail, post or fax. The applicable membership fees remain due and payable to the end of the year.

Any member who violates or is no longer in compliance with the provisions of these statutes or the internal rules, or who acts in a way that is detrimental to the interests of the Association or its members, may be excluded from the Association by the General Assembly upon recommendation of the Management Committee and after having been heard by the General Assembly and more than 75% of the votes present or represented.

If the Management Committee is of the opinion that a member should be excluded from the Association in accordance with the statutes, it shall make a written recommendation to the General Assembly to this effect, setting out the reasons for the proposed exclusion. This written recommendation must be adopted by the majority of the Management Committee laid down in the statutes.

A copy of this written recommendation shall be attached to the invitation to the General Assembly that shall decide on the exclusion after having heard the member concerned. The invitation to the General Assembly shall take place according to the statutes. The General Assembly shall take its decision in accordance with the statutes. The minutes of the General Assembly shall set out the reasons for the exclusion. The excluded member shall receive, by electronic mail, post or fax, a copy of these minutes or, at the option of the Association, a written statement of the reasons for the decision.

As of the day that the General Assembly approves the exclusion, the excluded member shall lose all the rights it had as a member of the Association. The annual membership fee relating to the year that the exclusion takes place remains due for its entire amount. The excluded member shall remain liable for any amount that it owes the Association at the time of the exclusion.

An excluded member can only submit a new application for membership after the expiration of two years following the decision of the General Assembly to exclude the member.

A member who, in whatever way and for whatever reason, ceases to be a member of the Association shall, because of such cessation of membership, have no claim for compensation from the Association and shall have no claim on the Association's assets.

TITLE III – ORGANIZATIONAL STRUCTURES. SECRETARIAT

A. GENERAL

Article 10 – Organizational structures. Secretariat

The organizational structures of the Association are:

- 1 the General Assembly;
- 2 the Steering Group;

- 3 the Management Committee; and
- 4 the Membership Accreditation Committee.

They are assisted in their workings by the Secretariat of the Association.

B. GENERAL ASSEMBLY

Article 11 – Composition. Powers

The General Assembly shall consist of all the members of the Association; provided that only the full members shall have voting rights and that the associate members shall attend without voting rights. Each full member shall have one vote.

The General Assembly is the highest authority in the Association. Subject to the powers conferred upon the other organizational structures and the Director by these statutes, it shall have all the powers required to realize the Association's purpose. These powers include:

- 1 the setting of the policies, guidelines and priorities in the light of information and recommendations received from the Steering Group;
- 2 the adoption of the annual work plan of the Association;
- 3 the adoption of the Association's annual budget and accounts;
- 4 the modification of these statutes;
- 5 the dissolution of the Association;
- 6 the adoption and amendment of the internal rules;
- 7 the election and revocation of the President, the Vice-Presidents, the Treasurer and the other members of the Management Committee;
- 8 the admission and exclusion of members;
- 9 the determination of annual membership fees;
- 10 the granting of discharge to the members of the Management Committee; and
- 11 if necessary the election and dismissal of the representative.

Article 12 – Annual General Assembly

Each year the Management Committee shall convene an annual General Assembly. It will take place within six months after the close of the previous financial year.

Article 13 – Extraordinary General Assembly

The Management Committee is obliged to convoke an Extraordinary General Assembly upon the request of one fifth of the full members, or each time that the interests of the association so require. This invitation must be sent via the Secretariat to the members, by electronic mail, post or fax within 10 working days following the receipt of the aforementioned request..

Article 14 – Proxies

Each full member shall have the right, by any means of communication set forth in the internal rules, to be represented at a General Assembly by a proxy holder, who must be a full member.

A proxy holder shall never represent more than one other member.

Article 15 – Invitations. Agenda.

Invitations for the annual General Assembly and any extraordinary General Assembly shall be sent to the all members by electronic mail, post or fax, at least eight weeks in advance. The invitations shall mention the agenda, the location, the date and the time of the General Assembly. The agenda shall contain any item submitted by any means of communication set forth in the internal rules to the Management Committee by the number of full members set forth in the internal rules.

Any member present or represented at a General Assembly shall be deemed to have been properly notified.

Article 16 – Representation of full and associate members at the General Assembly.

Each full member may appoint two delegates, who must be physical persons, to attend the General Assembly. One of these two delegates must have a mandate to represent and vote on behalf of the member.

Each associate member may appoint one delegate, who must be a physical person, to attend the General Assembly in its name.

Each full and associate member shall inform the Management Committee at least four weeks before the General Assembly, by any means of communication set forth in the Internal Rules, of the identity of the delegate(s) that will attend the General Assembly.

Article 17 – Quorum. Votes. Register

The General Assembly shall be validly constituted if one half of the full members are present or represented. Should this quorum not be reached, a second General Assembly may be convened for any day which is at least three weeks and no more than six weeks later than the date for which the General Assembly was originally scheduled. This second General Assembly shall be validly constituted irrespective of the number of full members present or represented. The date of this second General Assembly shall be announced in the invitation to the first General Assembly. The invitation must stipulate that this second General Assembly shall be validly constituted irrespective of the number of full members present or represented.

The decisions of the General Assembly shall be validly adopted if they are approved by more than 75% of the votes cast. Abstentions shall not be counted as votes for this purpose.

Notwithstanding the preceding paragraph, if a resolution is taken about the election of the President, the Vice-Presidents, the Treasurer or another member of the Management Committee, the person obtaining the highest number of votes shall be elected.

The General assembly is committed to promote gender parity during the election of the members of the Management Committee. The procedure for presenting and electing candidates is specified in the internal rules.

The decisions taken at the General Assembly shall be kept in a register at the registered office of the Association and shall be at the disposal of the full members for consultation.

Article 18 – Procedures

18.1 The members of the Management Committee shall have the right to attend the General Assembly; they shall, however, have no voting rights in their capacity of member of the Management Committee.

18.2 The President, and in his/her absence the longest-serving Vice-President present at the General Assembly, shall preside the General Assembly. If neither the President nor any Vice-President is present, the meeting shall be presided by a delegate of a full member, designated by the General Assembly.

The person presiding the General Assembly shall declare the opening and closing of each meeting, appoint a secretary for the meeting, read the agenda, direct the discussions, ensure observance of the rules, accord the right to speak and announce the decisions taken.

18.3 If the two delegates appointed by a full member, do not agree on the way the full member shall vote, the full member they represent shall be deemed to abstain from voting. The same rule is applicable in the event a proxy giver has not indicated how the proxy holder shall vote and the delegates of the full member that is the proxy holder do not agree on the way the full member they represent, shall vote as a proxy holder.

18.4 In order to calculate the majority obtained in accordance with the statutes and the Internal Rules, the abstentions from voting shall not be taken into account (quorum vote).

A full member whose voting rights are suspended according to Article 4 of the Internal Rules, shall be deemed not to be present nor represented for the calculation of the quorum present and the majority obtained (quorum vote).

18.5 The decisions regarding the membership fees shall be taken by the General Assembly.

18.6 The decisions regarding the election of the President, the Vice-Presidents, the Treasurer and the other members of the Management Committee shall be taken in accordance with the following procedure.

The full members shall be invited by electronic mail, post or fax, to nominate candidates in accordance with a timetable which shall be determined by the Steering Group and which shall allow the nominations to be circulated, by electronic mail, post or fax, to all the full members at least two weeks prior to the General Assembly which shall proceed to the election. The full members must indicate, at the moment they nominate the candidates, for which mandate each of the candidates is nominated. The President, Vice-Presidents, Treasurer and the other members of the Management Committee must be elected from amongst the candidates nominated by the full members in accordance with the abovementioned procedure for the mandate concerned.

At the meeting of the General Assembly, the elections will take place by secret ballot. Each full member shall be entitled to cast, for each mandate, one vote.

Article 19 – Written procedure

In exceptional cases and when the urgency of the matter so requires, the General Assembly may make decisions by a written procedure.

To that effect the Management Committee shall send by any means of communication set forth in the internal rules the proposed decisions with an explanatory note to all full and associate members. The proposed decisions shall be deemed adopted if within ten working days after having been sent the number of duly completed communications returned to the Management Committee, by full members is sufficient to meet the quorum and voting requirements set forth in these statutes and the internal rules.

C. STEERING GROUP

Article 20 – Composition. Powers

The Steering Group shall consist of all the full members of the Association. The members of the Management Committee shall have the right to attend the Steering Group; they shall, however, have no voting rights in their capacity of member of the Management Committee.

Each member of the Steering Group shall have one vote.

Each member of the Steering Group shall appoint the number of delegates set forth in the internal rules to attend the meetings of the Steering Group.

The Steering Group shall have the following powers:

- 1 express opinions on the draft annual work plan of the Association;
- 2 express opinions on the Association's draft annual budget and accounts;
- 3 the adoption of policy statements and position papers;
- 4 the setting up of working groups and commissions;
- 5 the temporary appointment of a member of the Management Committee in case of a vacancy within the Management Committee
- 6 the election of the members of the Membership Accreditation Committee.

Article 21 – Procedures

The Steering Group shall meet at least three times each year.

Each member of the Steering Group shall have the right to be represented at a Steering Group by a proxy holder. A proxy holder shall never represent more than two other members of the Steering Group.

The Steering Group shall be validly constituted if one third of the members of the Steering Group are present or represented. Should this quorum not be reached, a second Steering Group may be convened for any day which is at least two weeks and no more than four weeks later than the date for which the Steering Group was originally scheduled. This second Steering Group shall be validly constituted irrespective of the number of full members present or represented. The date of this second Steering Group meeting shall be announced in the invitations to the first Steering Group meeting. The invitation to the first Steering Group shall stipulate that this second Steering Group shall be validly constituted irrespective of the number of full members present or represented.

Decisions of the Steering Group shall be validly adopted if they are approved by more than 75% of the votes cast, except if and to the extent that other majorities are provided for in the internal rules.

Any other rules applicable to the organization and meetings of the Steering Group shall be as set forth in the internal rules.

D. MANAGEMENT COMMITTEE

Article 22 – Composition. Powers

The Management Committee shall consist of the President, the Vice-Presidents, the Treasurer and the other members of the Management Committee elected by the General Assembly, all of whom must be physical persons. If the association consists of no more than three members, the number of Management Committee members is reduced to two which is the minimum number of members for this committee.

The term of office of the members of the Management Committee shall be two years, renewable twice for two years each time. Each member of the Management Committee shall have one vote.

Their function ends in the case of death, resignation, civil or legal incapacity, dismissal or expiration of mandate. A Management Committee members can be dismissed by the general assembly following its ordinary modes of deliberation.

In case of absence during a mandate, the steering group can design a provisional replacement who will end the mandate of the member he/she replaces.

The Management Committee is the management body of the association.

It has the fullest powers necessary for the administration and the management of the association. The only powers excluded from its competence are acts reserved by the law or by the present statutes for the General Assembly.

It shall have the following powers:

- 1 the preparation of the draft annual work plan of the Association;
- 2 the preparation of the Association's draft annual budget and accounts;
- 3 the supervision of the daily management of the Association;
- 4 the ongoing and effective management of the finances of the Association in conformity with the budget of the Association;
- 5 the co-operation between the Association and third parties;
- 6 the external relations of the Association;
- 7 the decisions on the representation of the Association on the occasion of external meetings and events;
- 8 the appointment and dismissal of senior staff of the Secretariat;
- 9 the appointment and dismissal of the Director;
- 10 the determination of the seat of the Secretariat

The Committee can delegate the daily management of the association and the use of the signature pertaining to this management to one or more Director(s) chosen amongst its members or not, and may therefore fix the

salary or the appointment. If there are more than one, they shall act separately or collectively following the decision of the Management Committee. The Management Committee has the power to dismiss the Director(s), following their ordinary mode of deliberation.

Article 23 – Procedures

The Management Committee shall meet regularly six times each year upon the convocation of the President or the two administrators. The convocation shall be made by electronic mail, post or fax via the intermediary of the Secretariat, whenever the interests of the Association so require or upon the request of one third of the members of the Management Committee. In the case of indisposition of the President, their functions shall be assumed by the longest-serving of the two Vice-Presidents present.

It shall not be validly constituted unless the majority of its members are present.

Its decisions shall be validly adopted if they are approved by more than 50% of the votes present or represented, with the vote of the President or their replacement having the casting vote in the case of a tie.

Any other rules applicable to the organization and meetings of the Management Committee shall be as set forth in the internal rules.

E. MEMBERSHIP ACCREDITATION COMMITTEE

Article 24 – Composition. Powers

The Membership Accreditation Committee (MAC) shall consist of five representatives of full members of the association, elected by the Steering Group, all of whom must be physical persons. The Committee shall select a Chair. The term of office of the members of the Membership Accreditation Committee shall be two years, renewable twice for two years each time.

The MAC shall:

1. make recommendations to the Management Committee concerning new candidatures for membership;
2. make recommendations to the Management Committee concerning applications from existing members to change their category of membership
3. exercise a permanent review of the statutes and objectives of the members of the association in order to ensure that they continue to comply with the relevant membership criteria defined in article 5 and the following articles. If this is not the case, it shall make recommendations to the Management Committee that a member should change its category of membership.

Article 25 – Procedures

The Membership Accreditation Committee shall meet at least twice a year.

The Membership Accreditation Committee shall be validly constituted if the number of its members set forth in the internal rules are present.

Decisions of the Membership Accreditation Committee shall be validly adopted if they are approved by more than 50% of the votes cast.

Any other rules applicable to the organization and meetings of the Membership Accreditation Committee shall be as set forth in the internal rules.

F. PRESIDENT. VICE-PRESIDENTS. TREASURER

Article 26 – President. Vice-Presidents. Treasurer

The powers and tasks of the President, the Vice-Presidents and the Treasurer shall be as described in the internal rules, provided that, when the urgency of the matter so requires, the President shall have the power

to take all appropriate action after consulting the members of the Management Committee. The number of Vice-Presidents shall be as set forth in the internal rules.

G. DAILY MANAGEMENT

Article 27 – Tasks. Director

The Director shall assume the daily management of the Association and shall have full operational and administrative responsibility over the Secretariat, as further set forth in the internal rules.

TITLE IV – REPRESENTATION

Article 28 – Representation vis-à-vis third parties

The Association shall be validly represented vis-à-vis third parties and with regard to all deeds by the President acting individually or by two members of the Management Committee acting jointly. Legal actions, either as plaintiff or as defendant, shall be conducted by the Management Committee represented by the President or by two of its members.

Within the framework of daily management, the Association shall be validly represented vis-à-vis third parties and with regard to all deeds by the Director.

None of the aforementioned persons need to justify his/her powers vis-à-vis third parties.

TITLE V – FINANCIAL YEAR

Article 29 – Financial year

The financial year of the Association shall run from 1st January to 31st December of each year.

TITLE VI – MODIFICATION OF THE STATUTES AND DISSOLUTION

Article 30 – Modification of the statutes

Subject to what has been stipulated under article 2 of the present statutes, the statutes cannot be modified except by decision of the General Assembly at which at least two thirds of the full members are present or represented. Decisions shall be taken by a majority of at least 75% of the total votes.

The requested modifications cannot be taken into consideration by the General Assembly unless they were formally distributed with the invitation to the meeting.

Should this quorum not be reached, a second General Assembly may be convened for any day which is at least three weeks and no more than six weeks later than the date for which the General Assembly was originally scheduled. This second General Assembly shall be validly constituted irrespective of the number of full members present or represented. The date of this second General Assembly shall be announced in the invitation to the first General Assembly. The invitation must stipulate that this second General Assembly shall be validly constituted irrespective of the number of full members present or represented.

The decisions of the General Assembly shall be validly adopted if they are approved by more than 75% of the votes cast. Abstentions shall not be counted as votes for this purpose (quorum vote).

Article 31 - Dissolution

The dissolution of the association can only be pronounced by the General Assembly following the same conditions foreseen for the modification of the statutes.

The General Assembly shall decide the modalities of the liquidation of the association and the transfer of the assets to another non-profit association.

TITLE VII – LANGUAGE

Article 32 – Language

The language used for all official documents shall be French when required by Belgian law. The working languages of the Association shall be English and French.

TITLE VIII – FINAL PROVISION

Article 33 – Final provision

Anything that should not have been provided for by these statutes will fall under Titre III of the Belgian law of 27 July 1921 on non-profit associations, foundations and international non-profit associations.