

BEUC STATUTES



As revised by BEUC General Assembly on 14 May 2020

Corporate Identification Nr 0422071051

The official language of our statutes is French. Once the GA has adopted the English version we will translate into French and submit for publication to the Belgian Official Journal. In the event of any divergence in meaning between the English and French texts, the French text is the legally authoritative one.

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 **EC register for interest representatives: identification number 9505781573-45** 

Article 1 : Name - Registered Office

- 1.1** An international non-profit making Association is established by the consumer organisations in the European Union and other European countries under the provisions specified in these Statutes.
- 1.2** The name of the Association is BEUC (Bureau Européen des Unions de Consommateurs).
- 1.3** The Association is governed by the provisions of Title III of the Belgian law of 27 June 1921 on non-profit associations, foundations and international non-profit associations, as lastly amended by the law of 23 March 2019.- the Companies and Association Code.
- 1.4** The headquarters are in one of the Communes of the Brussels Region (Région de Bruxelles-Capitale) . The registered office is currently at 80 rue d’Arlon B-1040 Brussels. It can be transferred to any place within the same city by decision of the Executive, published within one month of its date in the appendix of the Belgian Official Journal. The website is www.beuc.eu. The central e-mail contact is communications@beuc.eu

Article 2 : Objective and Activities

- 2.1** The objective of the Association is to bring together consumer organisations of the European Union and other European countries in order to promote, defend and represent the interests of European consumers in the elaboration and implementation of European Union policies with the European Union institutions and with other bodies.
- 2.2** To this end, the Association shall, in particular:
 - 2.2 a.** seek by all legitimate means at its disposal to influence the evolution of European Union policies in the interest of consumers;
 - 2.2 b.** keep up-to-date documentation and carry out the necessary research;
 - 2.2 c.** keep its member organisations regularly informed of developments in European Union policy which affect consumers;
 - 2.2 d.** promote initiatives corresponding to its objectives to be undertaken by the member organisations in their respective countries;
 - 2.2 e.** encourage co-operation among member organisations;
 - 2.2 f.** take all other useful initiatives as may further its objectives.

Article 3: Forms and conditions of membership

- 3.1.** The association is composed of full members and affiliate members.
- 3.2** Full members are organisations that:
 - 3.2 a.** belong to a European Union or European Economic Area Member State, or to the United Kingdom of Great-Britain and Northern Ireland, and
 - 3.2 b.** exist as legal entities or a consortium of legal entities in their own right according to the rules applicable where relevant in the country of origin, and

- 3.2 c.** demonstrate through their own statutes and by their practice that:
 - 3.2 c. 1)** they have as their purpose to promote and defend the general interests of consumers, and
 - 3.2 c. 2)** they have a national outreach and
 - 3.2 c. 3)** they have competence in all or many areas of consumer interests, and have the capacity and representativeness to influence decision making, and ability to provide feedback to BEUC policy and back up to BEUC campaigning works, and commit to do so, and
 - 3.2 c. 4)** they have the ability to act independently of public authorities and other non-consumer interests;
 - 3.2 d.** they have a record of not having engaged into unlawful or unfair behaviour against BEUC, its full members or affiliate members and commit not to do so in the future, and
 - 3.2 e.** they demonstrate their ability and commitment to pay the annual membership fee.
- 3.3** Affiliate members are organisations that:
- 3.3 a.** belong to a European State, including a European Union or European Economic Area Member State. The territorial limits of Europe are those defined by the Council of Europe; and:
 - 3.3 b.** exist as legal entities in their own right-or a consortium of legal entities, according to the rules applicable where relevant in the country of origin and
 - 3.3 c.** demonstrate through their own statutes and by their practice that:
 - 3.3 c. 1)** they have among their main purposes the promotion and defence of consumer general interests, and;
 - 3.3 c. 2)** they have a national, regional, cross-border or international outreach, and;
 - 3.3 c. 3)** they have competence in the area of consumer interests, the capacity and representativeness to influence decision making, and commit to provide feedback to BEUC policy and back up to BEUC campaigning works on these issues, and ;
 - 3.3 c. 4)** they are able to act independently of other interests in such a way as to safeguard the promotion of the consumer interest, and
 - 3.3 d.** they have a record of not having engaged into unlawful or unfair behaviour against BEUC, its full members or affiliate members and commit not to do so in the future, and
 - 3.3 e.** they demonstrate their ability and commitment to pay the annual affiliation fee.
- 3.4.** BEUC may conclude partnership agreements with organisations to cooperate on specific policy issues relevant to BEUC, according to the specific partnership agreement.

Partnership agreements are approved by the Executive and include the fee that the partner has to pay, where appropriate.

- 3.5** The Executive may draw up detailed rules for the interpretation of Article 3.2 to 3.4, which shall be submitted to the General Assembly for approval.

Article 4 : Admission - Resignation - Expulsion - Suspension – Change of category

4.1 Admission

- 4.1 a.** Any organisation wishing to become a full member or affiliate member shall submit an application stating the desired category of membership. This application shall be accompanied by a file which includes its statutes, board members, work programme the activity report, and a copy of the last annual accounts. The file shall include a declaration of commitment and adherence to the present Statutes and particularly Article 3.
- 4.1 b.** Two commissioners chosen from full members who are from countries other than that of the applicant organisation shall be appointed by the Executive during its first meeting after receipt of the application, to investigate the application. They shall report within three months to the Executive whether they consider that given the provisions laid down in or adopted according to Article 3, the application can be accepted.
- 4.1 c.** The Executive, at its first meeting after receipt of the application, shall submit the application for full membership or affiliation to the existing full members and affiliate members from the same country, for them to make their comments within two months.
- 4.1 d.** On proposal of the Executive, the General Assembly shall decide by a simple majority of cast votes on the admission of the applicant and on the category of membership to which the applicant will belong, regardless of the choice of category indicated by the applicant. However, for applicant full members, the decision of the General Assembly has to be adopted by a 2/3 majority of cast votes.

4.2 Resignation - Expulsion - Suspension

- 4.2 a.** Any full member or affiliate member wishing to resign from the Association shall inform the Executive about its decision by a registered letter. The Executive shall transmit the letter of resignation to the next meeting of the General Assembly along with its observations on the resigning organisation's compliance with its financial obligations to the Association. The General Assembly shall take note of the resignation, which will take effect on the day after the session during which the resignation was presented, subject to the condition that the resigning member has paid to BEUC all outstanding debts.
- 4.2 b.** Any full member or affiliate member - contravening the rules of the present Statutes, and particularly no longer fulfilling the requirements laid down in or adopted in accordance with Article 3, can be expelled on the recommendation of the Executive. The Executive may suspend the interested party pending the decision of the General Assembly. After hearing the interested party's defence, the General Assembly shall take such action by a 2/3 majority of cast votes. Unless otherwise decided by the General Assembly, membership shall cease automatically in the event of non-payment of contributions for two successive years.
- 4.2 c.** No member may be expelled without having been informed in writing of the reasons behind such expulsion. Such notification shall be given at least three months before the date of the meeting of the General Assembly at which the matter is to be decided.

- 4.2.d. Expulsions or terminations of membership shall be notified by a registered letter sent to the office of the organisation concerned.
- 4.2 e. In case of urgency, the Executive may decide to suspend from membership any organisation which is in contravention of these Statutes, or no longer meets the requirements laid down in accordance with Article 3 of these Statutes. Such a decision will be valid until the following General Assembly which must decide whether to repeal the suspension or expel the organisation.
- 4.2 f. Expelled organisations or those which have resigned shall have no right to the assets of the Association.

4.3 Change of category

- 4.3 a. For full Members, which, according to the Executive, do no longer comply with the requirements applicable to their category of membership, the Executive may recommend to the general Assembly to decide to change their category of membership. The General Assembly shall take such decision by a simple majority of cast votes.
- 4.3 b. For affiliate members, which, following admission, fulfil, according to the Executive, the conditions for becoming full members, the Executive may recommend to the General Assembly to decide to change the category of membership. The General Assembly shall take such action by a 2/3 majority of cast votes.

Article 5 : Functioning - General Principles

5.1 The Association is governed by a General Assembly and an Executive.

5.2 The General Assembly

5.2 a. Composition

The General Assembly is made up of full members and affiliate members. Each organisation designates its representative and alternate representative to the General Assembly.

5.2 b. Powers

The General Assembly is sovereign and has the widest-ranging powers towards the association. In particular it may:

- 5.2 b. 1) approve the Executive's activities report;
- 5.2 b. 2) approve the work programme proposed by the Executive;
- 5.2 b. 3) approve general policy objectives and specific directions in fields of consumer interest, on proposal by the Executive;
- 5.2 b. 4) approve the annual accounts and budget presented by the Treasurer;
- 5.2 b. 5) determine the general rules for financial contributions;
- 5.2 b. 6) admit and expel full members and affiliate members, as well as decide on changes of category;
- 5.2 b. 7) elect the Executive and revoke its members;

- 5.2 b. 8)** elect the President and the Vice-President from among the full members of the Association;
 - 5.2 b. 9)** appoint the chartered accountant to audit the Association's annual accounts;
 - 5.2 b. 10)** modify the Statutes;
 - 5.2 b. 11)** dissolve and liquidate the Association.
- 5.2 c. Voting**
- 5.2 c. 1)** Only full members are entitled to vote. Affiliate members may take full part in the Assembly discussions but are not entitled to vote.
 - 5.2 c. 2)** Full members may only vote if they have paid their contributions for the previous year to the Association, unless the Executive has provided for an exemption ahead of the meeting where the vote takes place.
 - 5.2 c. 3)** Decisions by the General Assembly are taken by a one full member/one vote system. However, the decisions by the General Assembly listed under Article 5.2 b. 5) to 11) are taken by a weighted voting system organised as follows :
 - 5.2 c 3) i.** full Members contributing more than 5% of all BEUC member organisations contributions (full and affiliate members) will have 5 votes;
 - 5.2 c 3) ii.** full members contributing less than 5%, but more than 1%, will have 3 votes;
 - 5.2 c 3) iii.** full members contributing less than 1% shall have 1 vote;
 - 5.2 c 3) iv.** the number of votes of each full member is defined on basis of the full member's contribution of the year on hand and shall apply for this whole year.
 - 5.2 c. 4)** Decisions may only be taken if the items have been put on the agenda.
 - 5.2 c. 5)** Deliberations in the General Assembly are only valid if at least half of the full members are present or represented. If this quorum is not reached, a second General Assembly shall be convened for the same purpose and shall be entitled to take decisions no matter how many full members are present.
 - 5.2 c. 6)** Each member organisation may be represented at meetings of the General Assembly by another member organisation entitled to vote and holding a written proxy. However, a member organisation may not represent more than three other member organisations. A member organisation will be considered present or represented if its representative or the representative of the member organisation who is holding its proxy has signed the attendance list. Proxies must be delivered by hand or sent in any unique and reproducible form to the Secretariat.

5.2 c. 7) Unless otherwise specified in these Statutes, decisions are taken by the General Assembly by a simple majority of cast votes, and they are brought to the knowledge of all full members and affiliate members.

5.2 c. 8) Under conditions referred to in article 5.2.d.3) the General Assembly will take decisions by electronic voting.

5.2.c. 9) Decisions of the General Assembly are recorded in a register signed by the chair of the meeting and kept by the Executive, which will hold it at the disposal of the full members and affiliate members.

5.2 d. Convocation

5.2 d. 1) The General Assembly is convened by the Executive at least once a year. Notice shall be given at least one month in advance by letter, fax, electronic mail or any other means of communication specifying the agenda, the time and location of the meeting.

5.2 d. 2) The General Assembly may be convened for an extraordinary session at the request of a quarter of its full members, or of the Executive.

5.2.d.3) Where extraordinary circumstances do not allow for a physical gathering of the General Assembly, the Executive may propose to hold a virtual meeting, The Secretariat will organise the tools that will allow both for hosting the meeting and for virtual voting.

5.3 The Executive

5.3 a. The Association is administered by an Executive.

5.3 b. The Executive is composed of the President, Vice President and 8 representatives all elected by the General Assembly from among the full members of the Association. Each full member may only have one seat in the Executive. All Executive seats are occupied in the name of the member organisation concerned.

5.3 c. One seat on the Executive shall be set aside for an association from a state having become a member of the European Union after 2004. If that seat is not filled at the time of the election of the President, Vice-President and other Executive members, it will be occupied by the candidate from an association from one of these states receiving the largest number of votes at the time of election of Executive members.

5.3 d. The Executive may co-opt up to two additional members among its full members who in each case after approval will be appointed by the General Assembly. Where, however, the arrangements set out in the above sub-paragraph have been applied, one seat only may be allocated by co-option.

5.3 e. The Executive decision will be valid only if two thirds of its members are present and represented.

5.3 f. The Executive is elected for four years by the General Assembly. Executive members whose term of office has expired may stand for re-election.

5.3 g. The Executive shall choose a Treasurer from among its members.

- 5.3 h.** The Executive has full powers of administration and management, subject to the powers given to the General Assembly. All powers not expressly reserved by these Statutes to the General Assembly are delegated to the Executive. In particular it may:
- 5.3 h. 1)** determine the time, location and agenda of the next General Assembly;
 - 5.3 h. 2)** appoint the Director General;
 - 5.3 h. 3)** set up working parties in priority areas of the work programme and invite representatives of full members, affiliate members and partners;
 - 5.3 h. 4)** determine the level of service and information to be provided by the Association to full members, affiliate members and partners;
 - 5.3 h. 5)** decide of the procedures to be followed for the internal elections at BEUC.
 - 5.3 h. 6)** define Rule of Procedures, in compliance with the provisions of the present Statutes
- 5.3 i.** The Executive may delegate daily administration to its president, to a member of the Executive or to the Director General.
- 5.3 j.** The Executive shall meet at least four times a year. Meetings will be convened at least one month in advance by the Director General, by letter, fax, electronic mail or any other means of communication, specifying the agenda and the time and location of the meeting.
- 5.3 k.** Each member of the Executive has one vote. Decisions of the Executive are taken by a simple majority of votes of members present.
- 5.3 l.** Decisions taken by the Executive are recorded in a register signed and kept by the chair of the meeting who will hold it at the disposal of the full members and affiliate members. This register may be hosted on any durable medium.
- 5.3 m.** The General Assembly may decide to revoke the members of the Executive. This decision has to be adopted by a majority of 2/3 of cast votes.
- 5.3 n.** If a member having a representative on the Executive is expelled, resigns, or ceases to be a full member, a replacement shall be elected, to put an end to his mandate, by the General Assembly, at its next ordinary meeting, and without prejudice to article 5.3 c.
- 5.3 o.** When a President or Vice-President leaves office before the expiration of the term for which he or she was elected, the General Assembly shall elect from among its full members a successor to serve out the remaining time.
- 5.3 o. 1)** Before an election is held there must be a minimum period of four weeks between notification of the vacancy and the closing date for nominations.
 - 5.3 o. 2)** If a candidate is elected from a member organization not already a member of the Executive, the maximum number of members of the

Executive may be increased by one for the remainder of the term for which that candidate has been elected.

Article 6 : Contributions

- 6.1 For full members and affiliate members, contributions are fixed annually for every member of each category. They are based on a percentage of the total turnover of the organisation. The Executive shall define how the total turn-over is to be calculated for the purpose of fixing contributions to the Association.
- 6.2 If in a member state, there are regional organisations with a general competence which are financially independent from their national organisation which represents them within the Association, the national organisation must add, as a basis for the calculation of contributions, the annual turn-over of the regional organisations to its own turn-over. Alternatively, if the national organisation is predominantly financed by the contributions of the regional organisations, the national organisation must calculate its annual turn-over by taking into account these contributions. If the member organisation is a federation of other organisations, the Executive shall set the amount of this member organisation's contribution in the light of the specific circumstances.
- 6.3 Notwithstanding Article 6.1, all full members and affiliate members—shall pay minimum contributions decided by the Executive for each category.
- 6.4 The Executive may decide to exempt, in exceptional circumstances, a full member or affiliate member, from part of its contributions to the Association.
- 6.5 In case of resignation or expulsion of a full member or affiliate member, the membership contribution due for the ongoing year has to be fully paid by the organisation concerned. In case of suspension of a full member or an affiliate member, the membership contribution is due for the whole period of suspension.

Article 7 : Annual accounts

- 7.1 The financial year is closed on 31 December. The Executive has to submit for the approval of the General Assembly the accounts of the past financial year, as well as the budget of the next financial year.
- 7.2 The annual accounts of the Association are verified by a chartered accountant appointed by the General Assembly.
- 7.3 In accordance with Article 3 :47§7 of the Companies and Associations Code, the annual accounts of the Association will be filed every year by the Secretariat with the National Bank of Belgium.

Article 8 : Representation

- 8.1.a. Subject to the provisions laid down in Article 8.1.b, the Association is committed by the signature of either two members of the Executive, one of whom should be President or Vice-President, or

by the Director General. The Executive will decide which commitments may be signed by the Director General, and more generally the powers of the Director General.

- 8.1.b. By derogation to Article 8.1.a, the opening and closing of bank accounts, as well as the appointment of and change in right-holders/signatories, lies in a double decision by the Director General and a member of the Executive.
- 8.2 Legal proceedings, in prosecution and defence, are undertaken by the Executive represented by its President or by one of its representatives appointed for this purpose.

Article 9 : Modification - – Winding up

- 9.1 Without prejudice to prevailing legislation, any proposal for a modification of the statutes or for dissolution of the Association has to be submitted by the Executive or at least a quarter of the full members of the Association.
- 9.2 The Executive has to inform the full members and the affiliate members of the Association at least six weeks in advance of the date of the General Assembly which will decide upon this proposal.
- 9.3 A decision may be validly taken by the General Assembly only insofar as 2/3 of the full members are present. However, if this quorum is not reached, a new General Assembly shall be convened under the same conditions as under Article 9.2. This new General Assembly will take a definitive decision on the proposal, whatever the number of full members present.
- 9.4 The General Assembly may adopt a modification of the statutes or decide to dissolve the Association only by a 2/3 majority of cast votes.
- 9.5 Modifications to the statutes will be submitted to the Ministry of Justice and will only take effect ten days after publication of the new statutes in the appendix of the Belgian Official Journal.
- 9.6 **Subject to article 9.7.,** the General Assembly shall decide the procedure for the dissolution and liquidation of the Association.
- 9.7 In the event of winding up of the Association, the General Assembly shall appoint one or more liquidator(s) who shall be authorized to allocate the net assets to an association or to any public authority of which the purpose is similar or comparable to that of the present association. These decisions and the names, professions and addresses of the liquidator(s) shall be published in the Annexes of the Belgian Official Gazette.

Article 10 : Final provision

- 10.1 Anything which is not provided for in these statutes, and in particular publications to be made in the "Moniteur Belge" (Belgian State Gazette), will be settled in accordance with the provisions of the Belgian Companies and Associations Code, of 23 March 2019 or any further legislation that comes into force regarding international associations.

Explanatory memorandum

- **Legal entity**: This condition has to be implemented while taking account of the specific systems existing in some countries, where organisations recognized as legitimate consumer organisations do not necessarily have the status of a legal entity.

- **For the interpretation of the term “European state” the recommendations of the Council of Europe should provide guidance**: <http://www.coe.int/en/web/about-us/our-member-states>

- **Representativeness**: The notion of representativeness has to be interpreted in a relative way, taking account of the specific circumstances of the environment in which the organisation is active.

- **Regional organisation**: The notion of regional organisation referred to in these statutes must be understood as sub-national organisation.

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