

INTERNATIONAL ASSOCIATION

"EUROCHAMBRES - ASSOCIATION OF EUROPEAN CHAMBERS OF COMMERCE AND INDUSTRY"

STATUTES

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PART I

DESIGNATION, REGISTERED OFFICE, PURPOSE

Article 1

EUROCHAMBRES – Association of European Chambers of Commerce and Industry – is a non-profit international association, governed by the Belgian law of 25 October 1919 as amended by the Laws of 6 December 1954 and of 30 June 2000.

Article 2

- (1) The registered office of EUROCHAMBRES is 19 AD avenue des Arts 1000.¹
Brussels, Belgium
- (2) The registered office may be transferred within Belgium following a decision by the Board of Directors.
- (3) The decision must be published in the annexes of the Moniteur Belge within the following month.

Article 3

The non profit making objectives of EUROCHAMBRES are:

- (1) The main purpose of the association is on the one hand to promote the European integration and on the other hand to identify related actions in favour Chambers of Commerce, their member companies and their national organisations.
To achieve its purpose, it shall engage in an economic, scientific and technical examination of the proposals formulated by the European Union institutions as well as in research and in the organisation of projects.
- (2) The association's secondary purpose, and without prejudice to the main purpose is to present to the European Union institutions the needs, aspirations and opinions of its members in the strongest possible manner.
It shall also indicate to the European Union institutions the capacity of its members - owing to their geographical distribution, and proximity to European enterprises - in providing information on Community policies and programmes and in promoting economic and trade relations with the European Union Member States and non-EU countries.
It also intends to improve the capacity of its members to supply high quality services to the European business community and to develop joint actions and programmes.

¹ Modification approved by EUROCHAMBRES' plenary assembly on 28 May 2004 and published in the Moniteur Belge on 2 September 2004

PART II MEMBERS

Article 4

Members of EUROCHAMBRES are national organisations of Chambers of Commerce and Industry in Europe or, failing that, of the Chamber of Commerce or the organisation which takes its place. The members can be distinguished as follows: full members, affiliated members and correspondent members.

Article 5

Full members are legal persons set up in the Members states of the European Union. They have voting rights and have the full right to participate in the Plenary Assemblies, in the Commissions and working groups set up by EUROCHAMBRES.

Article 6

Affiliated members are legal persons set up in European countries non part of the European Union. They have voting rights and have the full right to participate in the Plenary Assemblies, in the Commissions and working groups set up by EUROCHAMBRES.

Article 7

Correspondent members are organisations coming from non European countries or regional transnational Chamber organisations. They are entitled to take part in the Plenary assemblies of EUROCHAMBRES without the right to vote. They may be invited by the President to take part in other meetings called by EUROCHAMBRES.

Article 8

- (1) The members of EUROCHAMBRES are obliged to pay an annual subscription, the amount of which is fixed by the Plenary assembly. The subscriptions are fixed for a full year.
- (2) The members commit themselves to respect the statutes and the rules of procedures.
- (3) A member who ceases to belong to EUROCHAMBRES forfeits its rights, if any to the funds of the association. It is liable for the subscription for the current financial year.

PART III ADMISSION, EXCLUSION AND RESIGNATION OF MEMBERS

Article 9

An application for membership in the association shall be submitted to the Secretary General.

Article 10

- (1) An application for membership shall be decided upon by the Plenary Assembly using secret ballots. A positive decision shall require 2/3 of the votes of the full and affiliated members present at the meeting.
- (2) Decisions concerning applications do not have to be motivated.

Article 11

A notice of resignation from the association shall be sent to the Secretary General by registered mail.

Article 12

A member who does not conform to the statutes of the association may be expelled by decision of the Plenary Assembly. The decision shall obtain 2/3 of the votes of the full and affiliated members present at the meeting excluding the member involved.

The organisation involved which has been informed is entitled to present its defence before any decision.

PART IV THE PLENARY ASSEMBLY

Article 13

- (1) The Plenary Assembly consists of representatives from the full, affiliated and correspondent members.
- (2) The Plenary Assembly has the widest powers to make decisions and to ratify all documents aiming to achieve the objectives of the association.
- (3) If a unanimous opinion cannot be obtained by the Plenary Assembly, the arguments of the minority are attached, on application by the latter, to those of the majority in the communications which follow from it.
- (4) The Plenary Assembly is exclusively competent for decisions concerning the following:
 - a) amendments of the Statutes
 - b) dissolution of the association
 - c) approval of the accounts, release of directors and auditors and voting of budgets
 - d) election of Directors
 - e) elections of President, Deputy Presidents
 - f) appointment of the auditors
 - g) the Plenary may decide to grant the title of Vice-President(s) to certain member of the Board of Directors
 - h) appointment of the Secretary General
 - i) adoption of and amendment to the Rules of Procedure
 - j) applications and expulsions of members
 - k) fixing of annual subscriptions.

Article 14

The votes of the full and affiliated members will be allocated according to the weighting of votes as decided by the Plenary according to their group of membership, the size and representativeness of their organisations.

Article 15²

- (1) The Plenary Assembly may only make decisions if at least half of the full and affiliated members are present at the meeting.
- (2) If the quorum is not reached, the following plenary assembly will make decision according to the provisions of §3 of the present article. No quorum of presence will be requested.
- (3) Unless otherwise specified in these statutes, the decisions by the Plenary Assemblies are taken with a 2/3 majority of the votes of the full and affiliated members present at the meeting. Abstentions will not be taken into account in the calculations of the votes.
- (4) Any vote involving individual persons should be conducted by using secret ballots.

Article 16³

² Modification ratified by EUROCHAMBRES' plenary assembly on 29 May 2007 and published in the Moniteur Belge on 20 June 2007

- (1) The Plenary Assembly is convened and presided over by the President. In the absence or impediment of the President, the Secretary General convenes the Plenary Assembly, which is then presided over by a member of the Board of Directors elected by the Assembly for the meeting in question.
- (2) The Plenary Assembly meets twice per year.
- (3) A notice of meeting for a Plenary Assembly shall be sent to all members no later than one month prior to the meeting. The notice shall include the agenda of the meeting.
- (4) If circumstances so warrant, an Extraordinary Plenary Assembly may be called by the President, or in his absence or impediment by the Secretary General. An Extraordinary Plenary Assembly shall be called upon the request of 1/5 of its members at least. In this case the invitation shall be sent by the Board of Directors in accordance with the provisions of § 1 & 3 of the present article.

Article 17

- (1) The Spring Plenary Assembly shall approve the accounts for the previous fiscal year. The proposal for the final accounts shall be submitted by the Board of Directors.
The Spring Plenary Assembly shall give discharge to the President, the Board of Directors and the Secretary General for the previous fiscal year.
- (2) The Autumn Plenary Assembly shall approve the budget for the coming fiscal year. The proposal for the budget shall be submitted by the Board of Directors.

Article 18

- (1) The resolutions of the Plenary Assembly are recorded in minutes signed by the President and the Secretary General.
- (2) The minutes are filed at the registered office where any member may read them.

PART V THE BOARD OF DIRECTORS

Article 19⁴

- (1) The Board of Directors, subject to the powers of the Plenary Assembly, defines the general policy of EUROCHAMBRES and provides the management of the association. The Board is competent for all subjects related to the association not falling in the exclusive powers of the Plenary Assembly.
- (2) The Board is composed of a minimum three-directors, President, Deputy Presidents included, elected by the Plenary Assembly among the members. Each Director may appoint a substitute with a full mandate
- (3) The members of the Board are elected for one year renewable, except for the President and Deputy President(s) see art 23 § 2 and 3 .
- (4) The Board of Directors may delegate its powers, for specific business, to one or more representatives.
- (5) The Board of Directors may only legitimately make decisions if at least half its members are present or represented by their substitute. The decisions of the Board of Directors are taken with a simple majority of the votes of the members present.
- (6) The Board of Directors must hold a register of the members which includes the following indications: date of admission - date of resignation - date of exclusion as well as the legal statute of the members. These indications must be recorded in the register within the eight days from the date the decision is taken.
- (7) The Board of Directors must send a copy of the annual accounts to the Ministry Justice.

Article 20

³ Modification ratified by EUROCHAMBRES' plenary assembly on 29 May 2007 and published in the Moniteur Belge on 20 June 2007

⁴ Modification ratified by EUROCHAMBRES' plenary assembly on 29 May 2007 and published in the Moniteur Belge on 20 June 2007

- (1) The meetings of the Board of Directors are convened by the President, or in his absence or impediment, by the Secretary General.
- (2) The Board meets at least twice a year.

Article 21

- (1) The decisions of the Board of Directors are recorded in the minutes signed by the President and the Secretary General.
- (2) These minutes are filed at the registered office where any member may read them.

Article 22

Legal proceedings, both as plaintiff and defendant, are monitored, including proceedings and applications, by the Board of Directors, represented by its President or one of its members appointed by it for that purpose.

PART VI PRESIDENCY AND SECRETARY GENERAL

Article 23

- (1) The Plenary elects the President, and up to three Deputy Presidents
- (2) The President is elected for a two-year term and may be re-elected once for a further period of two years.
- (2) The Deputy Presidents are elected for a two-year term and may be re-elected.

Article 24

- (1) The President presides over the Plenary Assembly and the Board of Directors. He acts as a delegate of the Plenary Assembly. He may delegate the powers which are conferred on him by the Plenary Assembly to a Deputy President or a Vice President.
- (2) The President represents EUROCHAMBRES vis-à-vis third parties. He signs the documents which bind EUROCHAMBRES, except for contracts referred to in art 25 §2 and art 30.

Article 25

- (1) The President is assisted by a Secretary General appointed by the Plenary Assembly at the proposal of the Board of Directors.
- (2) The Secretary General is responsible for the administrative and day-to-day affairs of EUROCHAMBRES.

PART VII FINANCES

Article 26

The association's financial year begins on 1st January and ends on 31st December of each year.

Article 27

The resources of EUROCHAMBRES come from subscriptions paid by the members, (see article 8 §1) and incidentally from interest income and from payment for the provision of services.

Article 28

The Board of Directors is responsible for the EUROCHAMBRES finances. The finances are managed by the Secretary General, pursuant to instructions of the Board of Directors.

Article 29

All the receipts are the property of EUROCHAMBRES and are used exclusively to promote its objectives.

Article 30

- (1) Contracts which EUROCHAMBRES concludes with the European Commission or other institutions are signed by the Secretary General.
- (2) Contracts between EUROCHAMBRES and its members and between EUROCHAMBRES and individual Chambers of Commerce and Industry are signed by the Secretary General.

**PART VIII
AMENDMENTS**

Article 31⁵

- (1) A proposal for the change or amendment of these statutes shall be approved by the Plenary Assembly.
- (2) A quorum is reached when 2/3 of the full and affiliated members are present. Decisions shall obtain 2/3 of the votes of the full and affiliated members present at the meeting. The decisions related to modification of the objectives of the association shall obtain the majority of 4/5 of the votes of the present full and affiliated members. Abstentions will not be taken into account in the calculation of the votes.
- (3) If the quorum is not reached, the following Plenary Assembly must be called within 15 days minimum. No quorum of presence will be requested, the assembly will make decision according to the provisions of §2.
- (4) Any modification to the statutes should be submitted to the Belgian Ministry of Justice and published in the Annexes of the Moniteur Belge.

**PART IX
DISSOLUTION**

Article 32⁶

- (1) A proposal for dissolution of the association shall be decided upon by the Plenary Assembly.
- (2) A quorum is reached when 2/3 of the full and affiliated members are present. The decisions shall obtain 4/5 of the votes of the full and affiliated members present at the meeting. Abstentions will not be taken into account in the calculation of the votes.

⁵ Modification ratified by EUROCHAMBRES' plenary assembly on 29 May 2007 and published in the Moniteur Belge on 20 June 2007

⁶ Modification ratified by EUROCHAMBRES' plenary assembly on 29 May 2007 and published in the Moniteur Belge on 20 June 2007

- (3) If the quorum is not reached, the following Plenary Assembly must be called within 15 days minimum. No quorum of presence will be requested, the assembly will make decision according to the provisions of §2.
- (4) In case of dissolution, the Plenary Assembly shall appoint a liquidator.
- (5) The Plenary Assembly shall decide on the powers of the liquidator and the purpose intended for the liquid assets after the settlement of the liabilities which will have to be allocated to a non profit making activity.

**PART X
MISCELLANEOUS**

Article 33

The Plenary Assembly may decide, upon a proposal from the Board of Directors, to draw up or subsequently amend the Rules of Procedure for the internal functioning of EUROCHAMBRES.
Such a decision shall be taken according to the same rules of quorums of presence and vote as those applicable to an amendment of the Statutes.

Article 34

Unless otherwise specified in these statutes, the legal provisions and especially the law of 25th October 1919 on international associations modified by the laws of 6 December 1954 and 30 June 2000 will apply. Any clause contrary to the public order provisions of the aforesaid law is regarded as not written.
