

STATUTES OF ESIP AISBL

(Adopted by ESIP General Assembly of 17 November 2021)

TITLE I

NAME – SEAT – DURATION – MISSION

Article 1

Name

(1) The association is named “EUROPEAN SOCIAL INSURANCE PLATFORM,” abbreviated ESIP (hereinafter “the **Association**”). Either the full name or the acronym may be used.

(2) It is organised as an international non-profit-making association governed by the provisions of the Belgian Companies and Associations Code applicable to international non-profit associations.

(3) All acts, invoices, announcements, publicity, letters, orders, websites and other documents, whether in electronic format or not, issued by the Association, shall contain the following data:

1. the name of the Association;
2. its legal form, in full or in abbreviated form;
3. the precise indication of its registered office;
4. its number from the Crossroads Bank for Enterprises;
5. the terms “legal persons register” or the abbreviation “LPR”, followed by the indication of the Court of the registered office of the Association;
6. as the case may be, the email address and website of the Association;
7. as the case may be, the indication that the Association is being wound up.

(4) Transparency and equal opportunities shall be the general principles governing the procedures of the association. The association is committed to ensure a gender balanced approach in the occupation of the various positions in its bodies.

Article 2

Seat

(1) The Association’s registered office shall be situated in the Brussels-Capital region, Belgium.

(2) It may be transferred to any other location in the Brussels-Capital Region, by decision of the Board of Governors, which shall be published the month subsequent to this decision in the Annexes to the Moniteur Belge (Official Gazette).

Article 3

Duration

The duration of the Association is unlimited.

Article 4

Mission – Activities

(1) In pursuing its aims, the Association shall respect a clearly defined doctrine and code of ethics set forth in its Charter of Founding Principles, which shall be approved by the General Assembly.

(2) The Association is not motivated by profit. Its purpose shall be:

- to promote and strengthen the values and principles of solidarity-based social protection, generally referred to as basic or mandatory social protection;
- to represent the interests of solidarity-based protection before Community authorities in all branches of the Community and for all types of insurance, but without taking the place of its members or their actions;
- to provide a setting for formal consultation and expert evaluation in matters of social protection and to participate in debates or decision-making processes that concern or involve it;
- to promote good practices and the exchange of information among its members and to encourage them to take joint positions;
- to carry out work, conduct actions or participate in projects that contribute to a better knowledge of the social field, as it is or as it will be in the medium and long term; and
- to develop synergies and cooperative actions for the purpose of achieving the above-defined aims.

(3) The Association may take any action that relates directly or indirectly to its purpose, by any means. In particular, it may lend assistance and take an interest in any activity that is similar or complimentary to its purpose. The Association shall carry out its purpose by, in particular, developing policy positions, responding to queries from the European Institutions, participating in events organised by the European institutions, holding regular meetings of expert committees, maintaining a website and publishing a newsletter. It shall act with full independence from any entity, except that the Board of Directors will have to give an account of its activities to the General Assembly.

TITLE II

MEMBERS – DECISION-MAKING BODIES

Article 5

Full members

(1) Members of the Association shall consist of not-for-profit national organisations of the Member States of the European Union and European Economic Area, and Switzerland, charged with a public service mission of social protection whose activities fall within the scope of European regulations on the coordination of social security (Regulation (EC) No 883/2004 and replacing regulations).

(2) Several organisations in a single country may be members of the Association.

(3) National organisations that provide an umbrella for several organisations in the sense of paragraph 1 of this article may also be members.

(4) To ensure that organisations applying for admission meet all of the requirements in Article 5, applicants must complete a questionnaire and, if necessary, provide proof of their public service mission.

(5) As a prerequisite for admission, applicant organisations shall expressly agree in writing to abide by the Statutes and Bylaws in force.

Article 6

Observers

(1) The Association may admit observer organisations which, by reason of their activities, work or expert knowledge, are able to assist it in carrying out its purpose. They may participate in the General Assembly and working bodies but shall have no voting rights or decision-making power and may not sit on the Board of Governors.

(2) Organisations applying for observer status in the Association must show proof that neither they nor the organisations to which they report are profit-making organisations.

(3) The General Assembly may limit the period of observer status.

Article 7

Membership fees

(1) The status of member shall entail an obligation to pay annual fees.

(2) Where the General Assembly has granted a member more than one vote in accordance with the provisions of Article 16, this member must pay annual fees for each vote.

(3) Annual fees shall be a flat fee. The amount shall be set by the General Assembly at the proposal of the Board of Governors.

(4) The General Assembly may decide as applicable to require annual fees from observers. However, the amount may not exceed the amount set for member fees.

(5) The method of fees payment shall be determined by the Bylaws.

(6) If the annual fee has not been received by the Association in due time, the member is in default of payment without further warning, which can result in suspension or expulsion of the member from the Association as set out in Article 10.

Article 8

Admission

(1) Applications for member or observer status in the Association must be addressed in writing to the President of the Board of Governors.

(2) To ensure that applicants approved by the General Assembly are eligible for admission, the Board of Governors shall verify that organisation meet the requirements established in Articles 5 and 6.

(3) The General Assembly shall approve such applications by a two-thirds majority of the members present or represented.

Article 9

Withdrawal

Any member may withdraw from the Association at any time by written notice to the President of the Board. Because membership fees are annual, no refund can be made in the event of withdrawal or expulsion during the course of the year.

However, if the withdrawal is communicated to the Board after 31 March of the year the leaving member has to pay the annual membership fees for the following year as well.

To the full extent permitted by law, membership automatically ends in the case of bankruptcy, arrangement with creditors, winding up or any similar situation. However, the member shall remain liable for its financial obligations vis-à-vis the Association.

Article 10

Expulsion – Suspension

(1) Expulsion of a member may be proposed by the Board of Governors for serious offences; in particular, violation of the Statutes, Bylaws or Charter of Founding Principles or failure to pay annual fees. The said member must be notified of the specific offence and shall be summoned before the Board of Governors to present evidence in the member's defence. The member will have the possibility to be heard by the General Assembly.

(2) Pending the next General Assembly, the Board of Governors may suspend any member accused of a serious violation.

(3) If a delegate of the member organisation in question is member of the Board of Governors, discussions concerning the accused member shall take place in the absence of this member of the Board of Governors, who shall be barred from voting.

(4) The same procedure shall be followed for the suspension of a member. If warranted by the seriousness of the offence, the Board of Governors may meet especially for this purpose, with no other item on the agenda.

(5) Notice of any decision to suspend or expel a member must be sent to the member not more than five business days from the date of effect, by registered letter or by electronic means with request of receipt of delivery.

Article 11

Decision-making bodies

The Association's two decision-making bodies shall be the General Assembly and the Board of Governors. The powers of the Association's two decision-making bodies are defined in Titles III and IV.

TITLE III

GENERAL ASSEMBLY

Article 12

Functioning – Meetings – Convention

(1) The General Assembly shall be the Association's highest authority and shall have full powers to carry out the aims of the Association.

(2) Each member shall appoint a representative to the General Assembly. In the case provided in Article 16, a member may appoint as many representatives as it has votes.

A member's representative may attend a meeting of the General Assembly and participate in the voting only if he or she has been duly appointed in advance by the organisation to whom he belongs, by any written or electronic means.

Any representative can be accompanied by other representatives of his organisation or by representatives of his permanent representation based in Brussels.

(3) The President of the Board of Governors shall call at least one meeting of the General Assembly per year by notice to each member, sent by any written or electronic means at least thirty days prior to the date of the meeting. At least one General Assembly shall be held before 30 June of each year. The agenda of this meeting, called the Annual Meeting of the General Assembly, shall include:

- the presentation of the report of the Board of Governors;
- the approval of the financial statements for the previous financial year;
- the approval of the budget;
- the voting on the amount of the annual fees for members and observers;
- the election of Governors when necessary.

Meetings of the General Assembly shall take place at the Association's registered office except on an exceptional basis.

(4) Each meeting shall be held on the date and at the time and place specified in the notice of meeting.

(5) The agenda shall be indicated in the notice of meeting. By a simple majority of the votes present or represented, the General Assembly may decide to consider items that are not on the agenda, with the following exceptions: amendments to the Statutes, voluntary dissolution of the Association, expulsion of a member, adoption of political statements or policy positions or setting of fees.

(6) When so requested by a minimum of one fifth of the members, the President of the Board of Governors must call a meeting of the General Assembly.

(7) The meetings of the General Assembly can be validly held by conference call, videoconference, web-conference or any other way indicated in the convening notice. Decisions taken by conference call, videoconference and web-conference are deemed to take place at the registered office of the Association.

(8) The Board of Governors (or any person designated by it to that end), under conditions which it determines, may authorise the members of the Association to remotely vote (including in electronic form) before a General Assembly meeting.

(9) Decisions of the General Assembly may also be taken by written resolutions, in accordance with Belgian law, provided that each voting member has been informed at least five business days in advance of the decisions to be taken. The Board of Governors will inform all members about the result of the procedure. The decisions come into effect on the date mentioned on the written resolutions and are deemed to be taken at the registered office of the Association.

Article 13

Authority

The following powers are restrictively reserved to the General Assembly:

- to define the Association's orientations and priorities;
- to elect, dismiss or discharge members of the Board of Governors;
- to elect or dismiss the President and Vice President;
- to approve a Charter of Founding Principles;
- to appoint, dismiss and, when required, discharge the auditor(s);
- to amend the Statutes;
- to admit or expel a member or observer organisation;

- to approve or amend the Bylaws at the proposal of the Board of Governors, for the purpose of implementing the present Statutes or points not covered by the Statutes;
- to adopt political statements and policy positions;
- to approve the Association's annual budget and its financial statements;
- to approve the annual report for the previous financial year;
- to adopt the Association's annual programme of work;
- to vote on the annual fees of members and observers.
- to dissolve and liquidate the Association; and
- any other power reserved to the General Assembly by law or by the Statutes.

(2) The General Assembly can decide, by simple majority, to invoke any power not expressly assigned to another body of the Association by the law or by the Statutes.

Article 14

Presidency

The General Assembly shall be chaired by the President of the Association's Board of Governors or, in the absence thereof, by the Vice President.

If both the President and the Vice President are absent, the General Assembly shall be presided over by a member of the Board or an attending member chosen for such purpose by the General Assembly.

Article 15

Representation

Each representative to the General Assembly shall submit his or her credentials to the President. If a member is unable to attend a meeting of the General Assembly, he or she may give a proxy to another member. Each member may hold a maximum of two proxies.

Article 16

Voting rights – Quorum

(1) Each member shall have one vote. However, at the request of organisations representing more than one branch of social security (within the material scope of Regulation (EC) No 883/2004 and replacing regulations), the General Assembly may grant up to three votes, one per branch represented, after verification by the Board of Governors.

Votes shall be taken by show of hands. However, at the request of a representative or in the case of elections of members of the Board, voting shall be by secret ballot.

(2) The General Assembly may take a decision if members holding at least 51 percent of the voting rights are present or represented. Decisions shall be taken by a simple majority of the votes cast by the members present and represented. If a quorum cannot be obtained, the General Assembly shall decide at its next meeting by a simple majority of the votes cast by the members present or represented.

(3) Amendments to the Statutes, dissolution of the Association, admission or expulsion of member or observer organisms, political statements and policy positions may be approved only by a two-thirds majority of the votes cast by the members present and represented. Furthermore, members holding two thirds of the Association's voting rights must be present or represented at the vote. If

this quorum cannot be obtained, the General Assembly shall decide at its next meeting by a two-thirds majority of the votes cast by the members present and represented, provided that the voting rights held by the members present and represented constitute 51 percent of the total voting rights. Otherwise, the proposal put to vote shall fall.

(4) For all decisions of the General Assembly, abstentions, blank and mutilated votes are not taken into account (both in the numerator and denominator).

Article 17

Minutes

The decisions of the General Assembly shall be recorded in minutes signed by the President or the Vice President and the Secretary. The minutes of each meeting of the General Assembly shall be submitted for its approval at its next meeting. These minutes shall be kept at the registered office, where all of the members can consult them.

Article 18

Internal Finance Committee – Audit

(1) The General Assembly shall establish a three-member Internal Finance Committee which shall be charged with auditing the accounts of the Association and presenting an annual report to the General Assembly. Detailed provisions are contained in the Bylaws.

(2) However, the General Assembly may decide to entrust the audit of the Association's accounts to an external auditor, who must in such event be a chartered accountant (réviseur d'entreprises or expert comptable).

TITLE IV

ADMINISTRATION – CONTROL

Article 19

Board of Governors

(1) The Association shall be governed by the Board of Governors.

(2) The Board of Governors shall consist of seven persons elected from among the members' representatives or alternatively the staff of their permanent national representative offices. The President and Vice President are elected under the provisions of Article 19a and the remaining five persons are elected under the provisions of Article 19b, for a term of three years. Any person elected under the provisions of Article 19a may serve a maximum of two consecutive terms, whether as President or Vice-President, after which the person will not be eligible for the role of President or Vice-President for one term.

(3) The composition of the Board shall reflect the diversity of the Association's members in terms of countries and branches.

(4) The mandate of the Board members, not re-elected and leaving the Board, ends immediately following the ordinary General Assembly. Any member of the Board may be dismissed at any time by decision of the General Assembly taken by simple majority.

(5) The Treasurer and the Secretary are nominated by and from the members of the Board.

(6) The election of the President, Vice-President and the five members of the Board shall be organised by the Secretariat and supervised by two observers nominated by the General Assembly on the day of the election.

(7) In the event that a vacancy occurs, the General Assembly shall elect a new member of the Board. The term of office of the new member of the Board shall expire at the same time as the term of the replaced member of the Board.

Article 19a

Election of the President/Vice-President

(1) The President and Vice-President are elected in two separate election procedures. Each election process must ensure a secret ballot.

(2) Each member of the Association with voting rights can nominate one Candidate for the position of President and one candidate for Vice-President.

(3) Each member of the Association with voting rights has one vote for the election of the President and one vote for the election of the Vice-President, unless the member has been granted more voting rights in accordance with Article 16. In this case the votes for the election are increased in accordance with the voting rights. The candidate that obtains the absolute majority of votes in each election procedure is elected. If no candidate obtains an absolute majority of votes, the two candidates with the highest number of votes shall proceed to a run-off election. The candidate that obtains the majority of votes in the run-off election is elected. In case of parity of votes between eligible candidates, a new ballot shall decide between these two candidates.

(4) The President and Vice-President must represent different countries. Candidates for Vice-President representing the same country as the President-elect are excluded from the election.

(5) If there is no candidate for the election of Vice-President, the election procedure of the remaining members of the Board of Governors, as set out in Article 19b, shall be adapted to include one additional member. The members of the elected Board of Governors may then nominate one person of their ranks as Vice-President.

(6) During the course of the mandate, if the President is permanently unable to perform the duties of the office, the Vice-President shall permanently act as President and the members may nominate a new Vice-President from their ranks.

Article 19b

Election of the members of the Board of Governors

(1) Each member of the Association with voting rights can nominate one Candidate for this election procedure. If the President-elect and/or Vice-President-elect have submitted their candidature for this election procedure, they will be removed from the ballot.

(2) The election process must ensure a secret ballot. Each member of the Association with voting rights has five votes (and can cast one vote per candidate), unless the member has been granted more voting rights in accordance with Article 16. In this case, the votes for the election (and per candidate) are increased in accordance with the voting rights.

(3) The five candidates receiving the highest number of votes shall be elected on the condition that the resulting composition of the Board ensures that:

- a) Every member of the Board was nominated by a different member of the Association with voting rights;
- b) At least five member countries are represented in the Board;
- c) The following five branches of social security are represented:

- Health and sickness insurance, maternity and paternity benefits, long-term care insurance;
- Occupational accident and occupational diseases insurance, disability, rehabilitation and work (re)integration;
- Family allowances, basic income, basic pension, allowances for disabled people;
- Pension insurance;
- Unemployment insurance.

The Secretariat supervised by the observers shall determine the list of elected candidates by applying the conditions defined in Paragraph (3). If after the application of the conditions in Paragraph (3), there are fewer eligible candidates than available positions, the condition of paragraph (3) letter c) is waived.

(4) In case of parity of votes between eligible candidates, a new ballot shall decide between these candidates.

Article 20

Meetings – Convention – Quorum

(1) The Board of Governors shall meet at least twice a year at the call of the President.

(2) At the request of at least half of the members, the President must call a meeting of the Board of Governors.

(3) The Board of Governors must be called at least 5 business days before the meeting.

(4) Meetings shall be conducted by the President or, in the absence thereof, by the Vice President.

(5) For the Board to issue a decision, a majority of its members must be present or represented. Decisions shall be taken by a simple majority of the members present or represented. Any member who is unable to attend may appoint, by ordinary mail, electronic mail or other means, another member of the Board to represent him or her and vote on his or her behalf. There can only be one substitute per member. In the event of a tie, the President shall have the casting vote.

(6) For all decisions of the Board of Governors, abstentions, blank and mutilated votes are not taken into account (both in the numerator and denominator).

(7) The meetings of the Board of Governors can be validly held by conference call, videoconference, web-conference or any other way indicated in the convening notice. Decisions taken by conference call, videoconference and web-conference are deemed to take place at the registered office of the Association.

(8) The Board of Governors, under conditions which it determines, may authorise members of the Board to remotely vote (including in electronic form) before a Board of Governors meeting.

(9) Decisions of the Board of Governors may be taken by written resolutions, provided that each member of the Board has been informed at least five business days in advance of the decisions to be taken. The Board of Governors will inform all members of the Board about the result of the procedure. The decisions come into effect on the date mentioned on the written resolutions and are deemed to be taken at the registered office of the Association.

Article 21

Authority

(1) The Board of Governors shall have all powers, except those that are reserved by law or the Statutes to the General Assembly to act on behalf of the Association for the purposes of the Association defined in Article 4.

(2) In particular, the Board of Governors shall be responsible for:

- calling ordinary or special meetings of the General Assembly and establishing the agenda;
- reporting to the General Assembly on a regular basis;
- proposing political statements and policy positions to the General Assembly;
- formulating an opinion on the draft annual programme of work of the Association;
- proposing the annual budget and the annual fees amount for members and observers;
- formulating an opinion on the Association's financial statements to present to the General Assembly;
- establishing or dissolving Standing Committees and working groups;
- taking decisions regarding the paid staff of the Association;
- preparing the annual accounts;
- appointing and supervising the Director; and
- taking care of all legal formalities and publicity in respect of appointments as well as publishing the annual financial statements.

(3) The Board of Governors may delegate, under its responsibility, a part of its powers for specific purposes to a member of the Board, the Director or a third party.

Article 22

Representation

Written instruments legally or otherwise binding on the Association shall be signed by the President. The Board of Governors may decide to allow certain acts to be signed by a member of the Board of Governors, the Director or member of staff acting by delegation or on written authority.

Article 23

Limited liability

The members of the Board are not personally liable for the obligations of the Association. Their liability is limited to the proper performance of their mandate.

Article 24

President of the Board

(1) The President of the Board of Governors shall act for and on behalf of the Association and shall represent it in all legal and financial matters. The President shall ensure that the Association operates in accordance with its Statutes and in concert with the Board of Governors. The President shall call and preside over meetings of the General Assembly and the Board of Governors.

(2) The President may delegate some of his or her powers to any member of the Association's Board of Governors.

Article 25

Vice President

The Vice President shall carry out assigned missions and report thereon to the Board of Governors. If the President is unable to perform the duties of the office, the Vice President shall act as President.

Article 26

Secretary

The Secretary shall ensure that the meetings of the bodies provided for herein proceed smoothly and that the decisions of these bodies are applied.

Article 27

Treasurer

The Treasurer shall be responsible for supervision of the accounts, preparation of financial analyses and the Association's financial transactions. The Treasurer shall propose budgets and fees to the Board of Governors at the appropriate time.

Article 28

Director

(1) The Board of Governors, following a transparent selection procedure, appoints the Director of the Association.

The Director reports to the Board of Governors.

(2) The Director shall implement the decisions of the Board of Governors and shall be responsible for the daily management of the Association, including relations with relevant stakeholders and representing the Association externally in close liaison with the Board of Governors.

Article 29

Standing Committees – Working Groups

The method of operation of the Standing Committees and subject area working groups shall be stipulated in the Bylaws. Standing Committees and subject area working groups shall have no decision-making authority.

TITLE V

FINANCIAL YEAR – DISSOLUTION

Article 30

Financial Year – Audit

The financial year shall begin on 1 January and end on 31 December of each year.

As necessary and whenever required by law, the Association shall entrust the auditing of the Association's financial position, its annual accounts and the compliance of the operations to be recognised in these accounts to one or more auditors appointed for three years by the General Assembly from among the members of the Institut des Réviseurs d'Entreprise.

Fees paid to the auditor or auditors shall be determined by the General Assembly at the time of appointment.

Auditors may be reappointed for additional terms.

Article 31

Resources

The Association shall be funded by:

- the fees of members and such fees as may be established by the General Assembly for observers;
- aid, notably financial, given to the Association by natural or juridical persons;
- asset income;
- subsidies from the European Union or Member States;
- income generated by its work, studies or actions;
- and any other sources authorized by law.

Article 32

Dissolution – Liquidation

In the event of dissolution, the General Assembly shall appoint one or more liquidators. The net assets of the Association, after payment of all debts, will be allocated by the General Assembly to an association, foundation or institution with the same purpose as the Association. If there is no such association, the net assets will be allocated, to an association, foundation or institution having a purpose as close as possible to the purpose of the Association.

TITLE VI GENERAL REGULATIONS

Article 33

Bylaws

The General Assembly may adopt and amend Bylaws. The Bylaws regulate the functioning of the Association and its bodies and committees in general and may not conflict with the Statutes.

The last version of the Bylaws was approved on 1 June 2022.

The Board of Governors is authorised to adapt the reference in the present Statutes to the last approved version of the Bylaws and to publish the coordinated version of the Statutes following that modification.

Article 34

Meeting formats

The meetings of working bodies of the Association can be validly held by conference call, videoconference, web-conference or any other way indicated in the convening notice.

Article 35

Languages

Where so required under Belgian law, the language of official documents shall be French. The working language of the Association shall be English.

Article 36

Arbitration procedure

(1) In the event of a dispute between the Association and a member, or between bodies of the Association and a member, which are related with the interpretation of the Constitution or the Bylaws, an amicable resolution should be attempted first.

(2) An ad-hoc arbitration committee is constituted for this purpose. The arbitration committee shall be composed of three members. Each of the parties appoints an arbitrator, who in turn appoint jointly an arbitrator amongst other members from the Association who will act as the Chair of the Arbitration committee. Members of the Board of Governors cannot be appointed as arbitrators.

(3) The Arbitration committee, acting by consensus, submits a proposal to the parties. Should this proposal be rejected, the parties are entitled to submit the case to the Court.

Article 37

Applicable law and competent Courts

Any dispute in connection with the Statutes, the Bylaws and/or any decision of the bodies of the Association shall be governed by Belgian law and shall be submitted to the (French-speaking) Courts of Brussels.

Article 38

General provisions

(1) A copy of the Statutes and the Bylaws shall be made available to each member of the Association.

(2) All matters not expressly regulated in the present Statutes shall be governed by the provisions of the Belgian Companies and Associations Code applicable to international non-profit associations.
