

**STATUTES**  
**FOR THE ESIP aisbl**  
**(27 October 2008)**

**TITLE I**  
**NAME – SEAT – DURATION – MISSION**

**Article 1**

**Name**

(1) There is hereby established among the subscribers to the present Constitution an association 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 Belgian law of 27 June 1921 and its subsequent amendments.

(3) The Constitution and Bylaws shall be published in the French, German and English languages. In the event of discrepancies among the various texts, the French version shall prevail.

(4) All legal instruments, invoices, announcements and other documents issued by the non-profit-making association to which legal personality has been granted must mention its name, immediately preceded or followed by the words “*Association internationale sans but lucratif*” (International Non-Profit-Making Association) or the acronym “AISBL”, together with the address of its registered office.

**Article 2**

**Seat**

(1) The Association’s registered office shall be situated at Rue d’Arlon 50, Brussels, Belgium, in the judicial district of Brussels.

(2) It may be transferred to any other location in the judicial district of Brussels, Belgium, 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**

#### **Article 5**

##### **Full members**

(1) Members of the Association shall consist of not-for-profit national organisations of European Union Member States charged with a public service mission of social protection whose activities fall within the scope of European regulations on the co-ordination of social security (Regulation 1408/71 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.

#### **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 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.

## **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) 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.

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

## **Article 11**

### **Decision-making bodies**

The Association's two decision-making bodies shall be the General Assembly and the Board of Governors.

**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, insofar as such powers are not among those reserved for the Board of Governors.

(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.

(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. 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.

(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 Constitution, 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 third of the members, the President of the Board of Governors must call a meeting of the General Assembly.

(7) When urgent action is required, the General Assembly may take decisions by written vote, using means including facsimile and electronic mail according to the conditions laid down in the bylaws.

**Article 13**

**Authority**

The General Assembly shall have the powers expressly recognised by law and the present Constitution, including the power:

- to elect or dismiss members of the Board of Governors;
- to approve a Charter of Founding Principles;
- the appointment of the auditor(s);
- to amend the Constitution;
- to admit or expel a member or observer organism;

- to approve or amend the Bylaws at the proposal of the Board of Governors, for the purpose of implementing the present Constitution or points not covered by the Constitutions;
- to define the Association's orientations and priorities;
- 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; and
- to vote on the annual fees of members and observers.

#### **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.

#### **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, the General Assembly may grant up to three votes, one per branch represented, after verification by the Board of Governors. The following shall be considered branches of social security:

1. Health insurance and maternity benefits,
2. Long-term care insurance,
3. Occupational accident and occupational illness insurance,
4. Family allowances,
5. Invalidity benefits
6. Pension insurance,
7. Unemployment insurance.

(2) The General Assembly may take a decision if at least 51 percent of the voting members are present or represented. Decisions shall be taken by a simple majority of 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 voting members present or represented.

(3) Amendments to the Constitution, admission or expulsion of member or observer organisms, political statements and policy positions may be approved only by a two-thirds majority of the voting members present and represented. Furthermore, two thirds of the Association's voting

members 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 voting members present and represented, provided that the voting members present and represented constitute 51 percent of the total. Otherwise, the proposal put to vote shall fall.

#### **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. 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.

(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 for a maximum renewable term of three years by the General Assembly from among the members' representatives or the staff of their permanent national representative offices physically located in Brussels. The mandate of the board members, not re-elected and leaving the board, ends immediately following the ordinary General Assembly. The mandates of the members of the board can be withdrawn at any time by a decision of the General Assembly taken by simple majority.

(3) The President, Vice President, Secretary and Treasurer shall be elected by the General Assembly to their respective offices.

#### **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) Meetings shall be conducted by the President or, in the absence thereof, by the Vice President.

(4) 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, telegram, facsimile transmission 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.

## **Article 21**

### **Authority**

(1) The Board of Governors shall have the powers expressly granted under the law and the present Constitution 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;
- 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 the auditor; and
- taking care of all legal formalities and publicity in respect of appointments as well as publishing the annual financial statements.

## **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 or member of staff acting by delegation or on written authority.

## **Article 23**

### **Limited responsibility**

The Governors shall assume no personal liability by reason of their office and shall be responsible solely for the performance of their duties.

**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 Constitution 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. The President shall also supervise the activities of the paid staff.

(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**

**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 29**

**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 30**

#### **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 31**

#### **Dissolution – Liquidation**

In the event of dissolution of the Association, the General Assembly shall appoint one or more liquidators and decide for which altruistic purposes the net assets of the dissolved Association shall be used.

## **TITLE VI GENERAL REGULATIONS**

### **Article 32**

#### **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 33**

#### **Competent Court**

The competent court for all actions involving the Association shall be the court of jurisdiction where the Association has its seat.

**Article 34**

**Applicable Law**

(1) A copy of the Constitution shall be given to each member of the Association.

(2) All matters not expressly regulated in the present Constitution shall be governed by the International Non-Profit Associations under Belgian Law Act of 27 June 1921 and subsequent amendments.

---