

## **EUROMIL (aisbl) Statute**

**Approved by the Congress on 22/10/2021 in Athens (Greece)**

**(Art 14 and 16 amended by the Extraordinary General Assembly on 24/10/2024 in Budapest)**

### **TITLE I - Name - Seat – Object – Duration**

#### **Article 1: Name and registered office**

The name of the association is "European Organisation of Military Associations and Trade Unions" Association Internationale Sans But Lucratif (EUROMIL (aisbl); in the following: EUROMIL).

The seat of the association is established in the Brussels-Capital Region.

#### **Article 2: Purpose and mandate**

EUROMIL is an organisation of free democratic military associations and trade unions. In this statute both referred to as military associations.

Military associations represent the professional and social interests of active and former military personnel and their families.

The purpose of the organisation is:

- a) to promote the fundamental rights and fundamental freedoms in the armed forces of the countries of Europe;
- b) to promote European social policy so as to include military personnel;
- c) to promote the general, non-material, social and professional interests of active and former military personnel, their families and surviving dependents;
- d) to represent the interests of the member associations vis-à-vis supranational institutions and authorities, and to support them in their national matters of concern;
- e) to cooperate with other international organisations and trade unions in the interest of EUROMIL;
- f) to foster the regular exchange of experience between the member associations;
- g) to promote understanding and friendship between the member associations;
- h) to organise seminars, congresses and other meetings in order to promote the goals of EUROMIL;
- i) to promote scientific research and studies connected with EUROMIL's purposes.

In the exercise of its functions, EUROMIL shall adhere to the following principles:

- a) Maintenance of religious and party-political neutrality;
- b) Non-interference in the internal affairs of the member associations.

#### **Article 3: Duration**

The association is established for an indefinite period. It can be dissolved at any time.

### **TITLE II – Membership**

#### **Article 4: The members**

The association is open to European military associations and trade unions, likely to contribute to the pursuit of the objectives of the association.

The association is made up of three categories of members: full members, adherent members and honorary members:

- Full members are any association admitted in this capacity. Full members enjoy the full rights granted by law and these statutes. The minimum number of full members is five.
- Adherent members are any association wishing to be considered as observer for a limited period fixed by the General Assembly. Adherent members are invited to participate in association activities, they can attend meetings but do not have the right to vote.
- Honorary members are any individual which by his or her prestige, qualities or work contribute to the achievement of the objectives of the association. Honorary members can be invited to participate at meetings, but do not have the right to vote.

### **Article 5: Admission**

Membership shall be voluntary. Any military association established on a free and democratic basis, and which endorses the purpose and mandate of EUROMIL may apply to become a member of EUROMIL.

Membership of the association implies full acceptance of these statutes, as well as a commitment to respect the decisions adopted by the association in a formal and proper manner.

- Full members

Applications for admission must be sent to the Board. The latter advice on the applications and submits them to the General Assembly. The General Assembly decides on the application, by acting by simple majority. In the event of a refusal of admission, an appeal may be made to the Board within six weeks and placed on the agenda of the next meeting of the General Assembly.

Full members must pay a membership fee fixed by the General Assembly.

- Adherent members

The adherent members may be granted the observer status for a limited period. The application and admission procedure for full members is also applicable for adherent members.

- Honorary members

Honorary members are appointed for life by decision of the General Assembly, acting by simple majority, on a written and reasoned proposal from the Board or from a full member. Honorary members may waive their status as honorary members at any time in writing.

Other details relating to the application and admission of members will be set out in the Internal Rules.

### **Article 6: Suspension - Resignation – Exclusion**

The admission of full or adherent members expires:

- by voluntary or involuntary dissolution, insolvency, bankruptcy or any other similar event;
- by notice of resignation by the member;
- by exclusion from the association;

- by judicial decision.

Any member wishing to resign from the association is required to notify the President of the Board in writing within the first six months of the financial year. However, the withdrawal only becomes formally effective at the end of the current financial year. A member that does not pay the membership fee due for more than one year, notwithstanding the reminder sent to him in writing, is deemed to have resigned unless the concerned member association finds an agreement with the Board. The Board may pronounce the suspension of a member as an interim measure, pending the exclusion to be resumed on the next General Assembly's agenda. On the proposal of the Board or a full member, and after hearing the defence of the interested party, the General Assembly is empowered to exclude any member that violates the statutes, a resolution of the General Assembly, or that no longer meets the conditions for admission or harms the interests or reputation of the association. Any decision of exclusion is made by a two-thirds majority of the General Assembly. The member will be notified in writing of the motivated decision regarding the exclusion.

An appeal against the decision may be submitted to the Board within six weeks of its notification. The appeal will not be suspensive. It will be submitted with motivation to the following General Assembly, which will decide without further appeal.

All members remain bound by the statutes concerning their rights and obligations until their exclusion or resignation from the association.

Resigning, suspended or excluded members and their dependents have no rights over the assets of the association and may in no case claim a reimbursement of any kind. The same applies to members or their dependents who, for whatever reason, cease to be part of the association. On the other hand, they remain required to pay the contributions and other charges which fall to them.

### **Article 7: Membership Fee**

Full members pay an annual membership fee, which amount to a maximum of five euro a year for each of their affiliate. The General Assembly annually fixes the amount on proposal of the Board.

In the event of non-compliance with payment obligations, voting rights in all EUROMIL bodies shall be suspended.

The calculation and modalities shall be determined in the Internal Rules.

### **TITLE III – The bodies**

#### **Article 8: Bodies**

EUROMIL's bodies are:

- a) the General Assembly
- b) the Board of directors

### **Title IV - The General Assembly**

## **Article 9: Composition – Powers**

The General Assembly consists of all the full members and the members of the Board.

Adherent and honorary members may be invited to participate in meetings of the General Assembly, but only in an advisory capacity.

Each full member will be represented by delegates led by a head of delegation. The size of the delegation and the number of votes is determined in Internal Rules.

The General Assembly has the powers expressly recognized by law or these statutes. In particular, the following points are reserved for its competence:

- a) establishing the basic principles of the association's policy and decision-making power in all fundamental questions concerning the association; the overall guidelines for EUROMIL's activities will be submitted for approval by the newly elected Board to the General Assembly at the first meeting following its election;
- b) amending the statutes;
- c) establishing the Internal Rules;
- d) deciding on accession and eventually appeal on the accession of new member associations;
- e) appointing by election and dismissing Board members as well as the determination of among others the financial conditions under which Board members mandate is granted and exercised;
- f) where applicable, appointing, dismissing the statutory auditor and fixing his remuneration;
- g) approving budgets and annual accounts;
- h) deciding on the yearly membership fee;
- i) granting discharge of liability to Board members and, where applicable, the statutory auditor;
- j) voluntary dissolution of the association;
- k) excluding members;
- l) examining motions tabled by full members and the Board.

The conduct of the General Assembly shall be governed by Internal Rules.

## **Article 10: Meeting and convocation**

The General Assembly meets ipso jure in ordinary assembly, under the chairmanship of the President of the Board, at least once a year at the registered office or at any other place indicated in the convocation.

An extraordinary General Assembly may be convened either on the initiative of the Board, or at the request of at least a fifth of the full members, for the elections of the Board or whenever the interest of the association or the Statute of the association requires it.

The statutory auditor may, if necessary, convene the General Assembly. He must summon it when a fifth of the full members request it.

The notice contains the agenda, date, time and place of the meeting. It is sent by letter, e-mail or any other means of (tele) communication, at least thirty days before the date of the General Assembly, except in exceptional emergency duly motivated, where the notice period is reduced to seven days. Anyone can waive this notice and, in any case, will be considered to have been duly convened if he or she is present or represented at the meeting.

In exceptional circumstances, members can participate remotely at the General Assembly and/or use an upfront voting mechanism based on the conditions and rules governed by the Internal Rules.

### **Article 11: Right to vote - Representation**

The number of votes held by a full member corresponds to the proportion of contributions paid by this member, expressed in percentage terms and rounded up to the nearest percentage point. However, no member will hold more than 35% of the total number of votes to be allocated to members in accordance with the delegate allocation formula as governed in the Internal Rules.

The members will be represented by its delegates, but they may give a mandate to another member to be represented at a specific meeting of the General Assembly and to vote there on its behalf. No member may, however, represent more than two other members.

Notwithstanding the foregoing, members may be represented by another member or by a third party and the number of proxies held by a person is unlimited if the resolutions are adopted in an authentic act.

### **Article 12: Deliberations**

The General Assembly does not require an attendance quorum.

At an Extraordinary General Assembly where the statute is amended or the dissolution must be resolved, a two-third attendance quorum is required.

A two-third attendance quorum is also required for the exclusion of a member.

If this quorum is not reached, the Extraordinary General Assembly is convened again with the same agenda, within a minimum of fifteen days. This second meeting will validly deliberate regardless of the number of members present or represented.

Except in cases where it is decided otherwise by law or these statutes, resolutions are taken by a simple majority of the votes present or represented.

In the event of a tie, the President's vote will be decisive.

The members can, unanimously, take in writing all the decisions which come under the power of the General Assembly. The procedure is determined in the Internal Rules.

### **Article 13: Minutes**

Each meeting of the General Assembly is the subject of minutes signed by the President or two Board members.

These minutes are kept at the seat of the association where all members can read them. In addition, the resolutions of the General Assembly will be brought to the attention of the members by letter, by e-mail to members who have communicated an e-mail address to the association or any other means of (tele) communication. Copies or extracts to be issued to third parties or to be produced in court are signed by the President or by two Board members.

## **Title V – The Board of Directors**

### **Article 14: Composition, appointment, withdrawal**

The association is administered by a collegial administrative body, called the board of directors, which has at least three directors and at most nine directors, members or not, appointed by the general meeting. They are appointed for a maximum period of four years.

The Board members do not contract any personal obligation because of their function and are only responsible for the execution of their mandate. Mandates are exercised free of charge, unless otherwise decided by the General Assembly when approving the budget.

The term of a Board member ends with:

- voluntary resignation, subject to thirty days' notice notified in writing to the Board;
- voluntary or involuntary dissolution, insolvency, bankruptcy or any other similar event affecting the full member association on whose behalf the Board member is acting;
- dismissal decided by the General Assembly;
- loss of the quality for which the member had been appointed;
- loss of the quality of member in representation of which it was designated;
- death.

The general assembly elects from among the directors, a president, a 1<sup>st</sup> Vice President and a 2<sup>nd</sup> Vice President.

If the office of President becomes vacant, one of the Vice-Presidents will terminate the mandate of the outgoing President. If the position of one of the Vice-Presidents, or one of the maximum six other members becomes vacant, the remaining Board members may fill it in provisionally. The next meeting of the General Assembly will proceed with the eventual new election.

The election of the Board members will be governed in the Internal Rules.

### **Article 15: Powers**

The Board has the broadest powers for the management and administration of the association, with the exception of the powers which are expressly reserved for the general assembly, either by virtue of these statutes or by law. It develops an action plan to be approved by the general assembly and assesses its progress; prepares the budget and the annual accounts, manages the assets of the association and can suspend members on the proposal of a full member or on its own initiative.

The Board can create advisory bodies, organise panels, studies and take other initiatives in support of EUROMIL's objectives.

Day-to-day management is the responsibility of the board of directors. The organisational arrangements of the Board are provided for in the Internal Rules.

#### **Article 16: Meetings of the Board**

The Board will meet at least four times a year, whenever the President requests it. The notice contains the agenda, date, time and place of the meeting. It is sent, at least fifteen days before the meeting, by letter, e-mail or any other means of (tele) communication, except in case of exceptional emergencies duly motivated, where the notice period is reduced to seven days.

The meetings are held at the seat or at the place indicated in the convocation. In exceptional situations duly motivated, the Board can meet electronically via a means that allows joint deliberation following procedures determined in the Internal Rules. They are chaired by the President or, if the latter is unable to do so, by one of the Vice-Presidents, failing that, by the oldest of the Board members present.

There is no need to justify a prior notice when all the Board members are present or validly represented at the meeting.

Any Board member may mandate another Board member to be represented at a specific meeting of the Board and to vote therein in her place. No Board member may, however, represent more than one other Board member.

#### **Article 17: Deliberations of the Board**

The voting rights are exercised by the Board members and they can only validly deliberate if the majority of the Board members are present or represented.

The decisions of the Board are taken by a simple majority of the votes of Board members present or represented. In the event of a tied vote, the vote of the President is decisive.

Decisions can be made by unanimous consent expressed in writing or any other means of (tele) communication. The procedure is determined in the Internal Rules.

#### **Article 18: Minutes**

The resolutions of the Board are recorded in minutes, signed by the President and by Board members who expressly request this.

The minutes and their appendices are kept at the seat of the association and will be brought to the attention of the Board members by letter, by e-mail or any other means of (tele) communication.

Each member association can consult on their request these minutes at the seat of the association.

The extracts or copies of these minutes to be delivered to third parties or to be produced in court are signed by the President or by two Board members.

### **Title VI – Representation**

## **Article 19: Representation of the association**

Notwithstanding the general power of representation of the Board as a college, the association is validly represented in justice and in respect of third parties, including a public officer:

- either by the President and the Vice-President of the Board, acting jointly;
- either by the President and a member of the Board, acting jointly.

They must not provide any justification for a prior decision of the Board.

The association is also validly represented by any ad hoc representative appointed by the Board.

## **Title VII – Internal Rules**

### **Article 20: Internal Rules**

Internal Rules which specify the provisions of the present statutes and fix the practical modalities of operation of the association, will be established by the General Assembly. The modification of the Internal Rules is the sole competence of the General Assembly. The Internal Rules come into force on the day on which the modification of the articles of association takes effect.

## **TITLE VIII - Financial year - Annual accounts - Budget – Control**

### **Article 21: Financial year - Annual accounts**

The financial year begins on January 1 and ends on December 31 of each year. Each year, the Board draws up the annual accounts for the past financial year, in accordance with the relevant legal provisions, as well as the budget for the following year.

The accounts are kept in accordance with the relevant legal provisions.

### **Article 22: Control – Statutory auditor**

Provided that the association is legally bound to do so, the control of its financial situation, the annual accounts and the regularity with regard to the applicable law and the present statutes of operations to be noted in the annual accounts, must be entrusted to one or more auditors, appointed by the General Assembly from among the members of the Institute of Company Auditors, for a renewable term of three years.

## **TITLE IX - Amendment to the statutes – Dissolution**

### **Article 23: Amendments to the statutes**

The statutes can be modified at any time by decision of the extraordinary General Assembly.



The extraordinary General Assembly can validly deliberate and decide on a modification of the statutes only insofar as the convocation contains the agenda of the proposed modifications and that at least two thirds of the effective members are present or represented.

If this quorum is not reached, a second meeting must be convened, with the same agenda and under the same conditions as the first, which will deliberate validly regardless of the number of full members present or represented. The second meeting cannot be held less than fifteen days, nor more than six months after the first meeting.

An amendment to the statutes will only be adopted if it receives a two-thirds majority. However, a modification which relates to the goal or goals of the association can only be adopted by a majority of four fifths of the votes of the members present or represented.

#### **Article 24: Dissolution - Liquidation - Allocation of assets**

The extraordinary General Assembly can validly deliberate on the dissolution of the association only if at least two thirds of the full members are present or represented.

If this quorum is not reached, a second meeting must be convened, with the same agenda and under the same conditions as the first, which will deliberate validly regardless of the number of full members present or represented.

No decision will be taken unless it receives a majority of two thirds of the votes.

In all cases of voluntary or judicial dissolution of the association, the General Assembly will appoint up to three liquidators chosen from among the members of the Board and will fix the method of liquidation of the association.

Any net assets will be used for a selfless purpose as close as possible to the purpose of the association.

#### **TITLE X- General provisions**

##### **Article 25: Applicable law**

For all that is not foreseen in the present statutes, it is referred to the Belgian Code of Companies and Associations and the clauses contrary to the imperative provisions are supposed unwritten.