

BY-LAWS OF THE INTERNATIONAL NON-PROFIT ASSOCIATION “EPP WOMEN”

(approved by the EPPW Congress of 7 October 2011)

PREAMBLE

EPP Women is dedicated to the advancement of women's political emancipation throughout Europe and the promotion of women-related issues within the EPP, the EPP member parties and the EPP Women member organizations.

EPP Women shares the basic values and principles of the European People's Party (EPP) and is recognized by the EPP as the official association of women from all like-minded political parties of Europe. EPP Women has gathered member organizations established within and outside the European Union. While all member organizations are women's organizations from political parties that are members of the EPP, EPP Women is and shall remain in any event independent from the EPP in all decisions.

I. NAME – OFFICE – PURPOSE - DURATION

Article 1

The association is named “EPP Women”. This name must always be preceded or followed by the words “*internationale vereniging zonder winstoogmerk/association internationale sans but lucratif*” or the abbreviation “*IVZW/AISBL*”.

The association is governed by Title III of the Belgian law of 27 June 1921 on the non-profit associations, the foundations and the international non-profit associations.

Article 2

The registered office of the association is established at rue du Commerce 10B, 1000 Brussels, in the Brussels judicial district.

The Executive is authorized to transfer the registered office of the association to another location within this judicial district and to establish other offices and/or branches within or outside this judicial district.

Article 3

The purpose of the association is to:

- = defend and promote the interests of women and their participation within all EPP member parties, the European institutions and within the society generally, in view of realizing its political objectives;
- promote and foster close and ongoing collaboration among its members with the purpose of achieving these common objectives;
- develop the relations of its members, and the inclusion of prospective members from different states and regions in Europe, in order to gain political and organizational strength in the European arena;
- promote and organize activities of its members at European level;
- = develop political debate, develop political strategies and take own initiatives promoting the ideas of the association;
- contribute to the realization of a free and pluralistic democracy, thus sharing the basic values and principles of the EPP.

In order to realize this purpose and in order to establish, develop, implement and promote its policies, the association shall, amongst other things, organize discussion and decision forums, events and fact finding missions and issue publications of all sorts, always in accordance with strict democratic principles.

The association is authorized to undertake all actions and to enter into all transactions (including real estate transactions) which are directly or indirectly useful or necessary for the promotion and achievement of the above-mentioned purpose.

Article 4

The association is incorporated for an indefinite duration.

II. MEMBERSHIP

MEMBERS - OBSERVERS

Article 5

The number of Members is unlimited, but may not be less than two.

Members have the rights conferred to them by the by-laws and the internal regulations, including the right to participate to meetings of the General Board and the Congress with voting right.

The status of Member can only be granted to women organizations related to member parties of the EPP that subscribe to and act in accordance with the social and political program of the EPP and of EPP Women and accept the by-laws and internal regulations of the association.

Requests for membership shall be submitted to the Executive in writing. They shall comprise a statement confirming that the applicant party undertakes to comply with the by-laws and internal regulations of the association, in addition to a copy of the by-laws and information on the background of the applicant. Based on

a thorough analysis of the application, the Executive will transmit the application to the General Board together with a recommendation as to whether or not the applicant should be admitted as a Member.

The admission as a Member is subject to approval by the General Board. The General Board is allowed to grant or refuse Membership at its own discretion and will in any event refuse the Membership of any organization not complying with the social and political program, by-laws and internal regulations of EPP Women.

Article 6

Observers have no voting rights in the bodies of the association, but can participate in meetings of the General Board and the Congress without voting right.

The status of observer can be granted to women organizations of European Christian Democrat and Conservative and like-minded parties which:

- (i) accept the by-laws and internal regulations of the association;
- (ii) subscribe to and act in accordance with the social and political program of the association.

Applications for observer status shall be submitted to the Executive in writing. They shall comprise a statement confirming that the applicant party undertakes to comply with the by-laws and internal regulations of the association, in addition to a copy of its by-laws and information on the background of the applicant.

The decision to grant or refuse observer status to an applicant organization is taken by the General Board, upon recommendation by the Executive, based on a thorough analysis of the applicant organization and its activities.

Article 7

The Membership fee for Members and Observers, if any, is determined annually by the General Board. Fees are payable within two weeks of having been determined and communicated by the General Board to the Members and Observers.

Article 8

The Executive keeps a membership register at the registered office of the association. For each of the Members and Observers, this register lists the name, legal form, address of the registered office, identity of the representative(s) and, where applicable, the registration number in accordance with existing legislation and/or regulations. All Members and Observers may consult this register at the registered office of the association.

Article 9

A Member or Observer may resign from the association at any time. The Member or Observer gives notice to the Executive of the decision to resign by registered letter.

Organizations that resign are obliged to fulfill their financial obligations towards the association for the year during which the resignation is submitted and for all previous years.

The Executive and the General Board can suspend, respectively exclude, a Member or Observer if that Member or Observer:

- is no longer a viable organization;
- no longer subscribes to and/or acts in accordance with the basic values and principles and/or the social and political program of EPP Women;
- violates the by-laws and/or internal regulations of EPP Women;
- did not participate to EPP Women activities over a period of two years.
- did not pay the membership fee when due, if the relevant Member or Observer has failed to pay the membership fees that are due within one month after having received a notice of default to that effect.

The suspension of a Member or Observer can only be decided by the Executive. The exclusion of a Member or Observer can only be decided by the General Board.

A Member or Observer that resigned or was excluded, nor its legal successors, are entitled to the assets of the association and shall not have a right to be reimbursed for memberships fees, contributions or any other payments made to the association, unless otherwise expressly provided for in these by-laws.

In no case a Member or Observer that resigned or was excluded, may demand the communication of or a copy of the accounts, the placing of official seals on the property of the association or the drawing up of an inventory.

III. BODIES OF THE ASSOCIATION

Article 10

The bodies of the association are:

- (i) The Executive;
- (ii) The General Board;
- (iii) The Congress;
- (iv) The Secretary General.

THE EXECUTIVE

Article 11

The association is managed by the Executive, which is the executive body of the association and the management body of the association in the meaning of article 48, 6° of the Belgian law of 27 June 1921 on the non-profit associations, the foundations and the international non-profit associations. The Executive is composed as follows:

- (i) a President;
- (ii) a Secretary General;
- (iii) a Deputy Secretary General;
- (iv) a Treasurer;
- (v) six Vice-Presidents.

Only representatives of Members are eligible for these functions.

Candidates for these functions must be of female gender. To the extent practically possible, the mandates in the Executive shall be allocated observing a balanced spread between countries and between Members.

The members of the Executive are elected by the Congress by secret ballot and by separate vote, for a renewable term of three years. Candidates who obtain an absolute majority of the valid votes cast are elected. Abstentions are not considered valid votes.

The Congress elects first the President who, subsequently, proposes to the Congress a Secretary General to be elected. The Secretary General is elected for a renewable term of three years.

Candidates must be nominated, in writing, to the Secretary General, seven days prior to the date of the election. All Members shall be informed of the names of the candidates not less than three days prior to the relevant meeting of the Congress.

To safeguard the independency of the association, the position of President is not compatible with an employed profession by the EPP or the EPP Group in the European Parliament.

The members of the Executive may resign at any time, by giving notice to the Executive of the decision to resign by registered letter. Their mandate is at any time revocable by the Congress.

If a mandate falls vacant, the Executive may elect a temporary replacement. This election will be submitted for ratification to the first upcoming General Board or Congress.

Members of the Executive may be re-elected.

The members of the Executive are not remunerated for the exercise of their mandate, unless decided otherwise by the General Board.

The female members of the Executive body of the Center Democrats International, insofar as they belong to a women organization of a member party of the CDI or EPP, can attend the Executive meetings as observers, without voting right. They are not considered as members of the management body of the association in the meaning of article 48, 6° of the Belgian law of 27 June 1921 on the non-profit associations, the foundations and the international non-profit associations.

Article 12

The Executive has the powers attributed to it by the law, these by-laws and the internal regulations. Its competences consist inter alia of:

- ensuring the implementation of decisions taken by the General Board and the Congress;
- drawing up (but not approving) the annual accounts and budget;
- ensuring the representation of EPP Women within the EPP and its Working Groups, and towards other institutions and organizations;
- monitoring the work of the Secretary General, and more in particular the budget management;
- issuing statements on behalf of EPP Women in the framework of its program further to a decision of the General Board or Congress;
- deciding on the suspension of Members and Observers;
- preparing the meetings of the General Board and the Congress.

Article 13

The members of the Executive shall meet at least three times annually, upon convocation by the President by letter, fax or email at the latest two weeks in advance, unless in case of urgency. The President shall be obliged to convene a meeting of the Executive if requested to do so by two members of the Executive (other than observers). The meetings take place on the day and at the time and location stated in the convocation notice. The notice also contains the agenda, which is determined by the President. The Executive can only debate the items that have been included in the agenda, unless all members of the Executive that are present unanimously agree to deliberate on additional items at that time.

The Executive can validly deliberate and decide only if one-third of its members having voting rights are present or represented.

In case of failure to achieve this quorum, a second meeting shall be convened with the same agenda, which can validly deliberate, irrespective the attendance quorum.

Decisions shall be taken by an absolute majority of the votes cast. All members of the Executive shall have one vote. In case of a tie, the President has the casting vote.

The meetings are chaired by the President.

The Secretary General shall draw up the minutes of the meetings, which shall be kept at the registered office of the association.

Membership of the Executive is strictly personal. A member of the Executive can give a proxy to attend and vote at a meeting of the Executive, provided that proxies can only be given to another Executive member, it being understood that a member of the Executive shall not be granted more than two proxies for one and the same meeting.

On the proposal of the President and under the responsibility of the Executive, the Executive may divide its powers between its members or delegate specific powers and tasks to one or more of its members, or to special committees set up within the Executive.

On the proposal of the President, the Executive may invite third parties and experts to give advice to the Executive.

Article 14

On the proposal of the President, the Executive may approve a proposal by having all members of the Executive sign for approval a circular setting out the proposal.

In this case, the Executive is not required to call a meeting. The circular must include the following information:

- a statement that the text is a proposal for a decision of the Executive;
- a statement that the decision shall only be approved if signed by all Executive members;
- a statement that in order to be approved, the decision may not be amended and that no reservations may be expressed by members of the Executive;
- a statement that all the members of the Executive must return the document signed and with the handwritten words "read and approved";
- a statement indicating the number of days within which the signed circular must be returned to the association.

The meetings of the Executive may also be organized by video- or teleconference.

THE GENERAL BOARD

Article 15

The General Board is the general leading body of the association in the meaning of article 48, 5° of the Belgian law of 27 June 1921 on the non-profit associations, the foundations and the international non-profit associations.

The General Board is composed as follows:

- (i) the members of the Executive, who shall each have one vote;
- (ii) the Members of the association, who shall to that effect designate delegates as follows:
 - a. each Member shall have the right to designate three delegates, who shall each have one vote.
 - b. if for a specific country there is more than one Member, those Members have the right to jointly designate three delegates, which shall each have one vote. The relevant Members will agree internally on the way their delegates will express their votes at a specific meeting.
- (iii) To the extent not already included in (i) or (ii), the female members of the EPP Group in the European Parliament and the EPP Group in the Parliamentary Assembly of the Council of Europe, each having one vote.

The female members of the Executive of Christian Democrats International (CDI), insofar as they belong to a women organization of a member party of the CDI or the EPP, are allowed to participate in the meetings of the General Board, without voting right.

Each Observer is entitled to nominate one delegate who is allowed to participate in the General Board without voting right.

On the proposal of the President, the General Board may invite third parties and experts to give advice to the General Board.

Article 16

The General Board has the powers attributed to it by the law, these by-laws and the internal regulations. Its powers consist inter alia of:

- ensuring unity of action by the EPP Women and influencing the achievement of European policy in the spirit of the program of the EPP Women;
- stimulating and organizing systematic relations between its Members and Observers and their respective EPP member parties,
- stimulating and organizing systematic relations with related women organizations, platforms and coordination structures;
- approval of the annual accounts and the budget;
- deciding on the admission of Members and Observers;
- deciding on the exclusion of Members and Observers;
- formulating recommendations to the Congress as to amendments of the by-laws;
- electing Executive members in the case of vacancies (without prejudice to the right of the Executive to temporarily replace a member in accordance with article 11);
- any powers conferred to the Congress, to the extent that such decisions cannot be postponed until the next Congress;
- any residual powers not expressly conferred to the Executive or the Congress.

The General Board may establish standing commissions and ad hoc working groups to study specific problems, and decide to dissolve them after having heard the president of the commission or working group.

Article 17

On the invitation of the President, the General Board meets at least two times annually. An extraordinary meeting must be convened if a request is made to that effect by either one-third of the Members or one-third of the members of the Executive.

The General Board shall be convened by letter, fax or email at the latest two weeks in advance, unless in case of urgency.

The General Board can validly deliberate, regardless of a quorum, unless otherwise provided for in these by-laws.

The convocation notice sets out the agenda. Meetings are held at the registered office of the association or at any other location stated in the notice of the meeting.

All decisions of the General Board shall be taken with an absolute majority of the votes cast by the members of the General Board having voting rights. In case of a tie, the President has the casting vote.

A member of the General Board can give a proxy to another person or entity entitled to vote at the meetings of the General Board to represent and vote on behalf of that member at any meeting of the General Board. The number of votes that can be delegated to one single member of the General Board is limited to six. Delegates of a Member may also give a proxy to another delegate of the relevant Member to represent and vote on behalf of that member at any meeting of the General Board, without limitation.

The meetings are chaired by the President.

The Secretary General shall draw up the minutes of the meetings, which shall be kept at the registered office of the association. All General Board members will receive copies of these minutes within four weeks of each meeting.

THE CONGRESS

Article 18

The Congress is the supreme political body of the association.

The Congress is composed as follows:

- (i) the members of the Executive, each having one vote;
- (ii) the Presidents of the Members, each having one vote ;
- (iii) the Members of the association, who shall to that effect designate delegates as follows:
 - a. each Member shall have the right to designate three delegates, who shall each have one vote.
 - b. if for a specific country there is more than one Member, those Members have the right to jointly designate three delegates, which shall each have one vote. The relevant Members will agree internally on the way their delegates will express their votes at a specific meeting.
- (iv) To the extent not already included in (i), (ii) or (iii), the female members of the EPP Group in the European Parliament and the EPP Group in the Parliamentary Assembly of the Council of Europe, each having one vote.

The female members of the executive of the CDI, insofar as they belong to a women organization of a member party of the CDI or the EPP, can attend the meetings of the Congress as ex officio members, without voting right.

Each Observer is entitled to nominate one delegate who is allowed to participate in the Congress without voting right.

On the proposal of the President, the Congress may invite third parties and experts to give advice to the Congress.

A member of the Congress can give a proxy to another person or entity entitled to vote at the meetings of the Congress to represent and vote on behalf of that member at any meeting of the Congress. The number of votes that can be delegated to one single member of the Congress is limited to six. Delegates of a Member may also give a proxy to another delegate of the relevant Member to represent and vote on behalf of that member at any meeting of the Congress, without limitation.

Article 19

The Congress has the powers attributed to it by the law, these by-laws and the internal regulations. Its competences consist inter alia of:

- deciding on the program of the association;
- approving amendments of the by-laws;
- electing the President, Vice-Presidents, the Secretary General, the Deputy Secretary General and the Treasurer;
- appointing the Statutory Financial Auditor(s) and the internal auditors;
- deciding on the dissolution of the association.

Article 20

On the invitation of the President, the Congress meets at least every two years; an extraordinary meeting must be convened if a request is made to that effect by the General Board or at the request of at least one-third of the Members.

The Congress shall be convened by letter, fax or email at the latest two weeks in advance, unless in case of urgency.

The Congress can only validly decide if one-third of the members of the Executive and one-third of the Members are present (irrespective of the number of votes they represent). If this quorum cannot be met at the first meeting, a second meeting can be convened with the same agenda and can validly deliberate, regardless of the quorum, if it takes place within at the earliest two weeks and ultimately two months after the first meeting.

The convocation notice sets out the agenda. Meetings are held at the registered office of the association or at the place stated in the notice of the meeting. Items that have not been included in the agenda cannot be resolved upon unless approved by the Congress with a majority of two-thirds of the votes cast.

All votes and election procedures shall be made by absolute majority of the votes cast, except for amendments of the by-laws and the dissolution of the association that require a majority of two-thirds of the votes cast.

The meetings are chaired by the President.

The Secretary General shall draw up the minutes of the meetings, which shall be kept at the registered office of the association. All Congress members will receive copies of these minutes within four weeks of each meeting.

SECRETARY GENERAL AND TREASURER

Article 21

On the proposal of the President, the Congress elects a Secretary General, in charge of the day-to-day management of the association, including the representation of the association within the limits of the day-to-day management.

This day-to-day management includes inter alia (i) the management of the daily business and exercise of the decisions taken by the bodies, (ii) the supervision and the coordination of the cooperation between the association, its Members and Observers, (iii) the drawing up, with the approval of the President, of agenda's for meetings of bodies, the coordination of the convening of meetings, their preparation, and the drawing up of minutes. The Deputy Secretary General assists the Secretary General with the day-to-day management.

The Secretary General is entitled to implement decisions of the Executive. The Secretary General is also authorized to appoint an attorney at law to represent the association in judicial proceedings either as applicant or defendant.

The Secretary General is entrusted with the proper management of the association. The Secretary General prepares and provides the General Board at the beginning of a new year with a report of the activities of the association for the ended year and a proposal for activities in the year that starts.

The Treasurer is in charge of the financial management of the association. The Treasurer prepares and provides the Executive and the General Board at the beginning of a new financial year with a report of the budgetary perspectives of the association. The treasurer is also responsible for organizing the funding of the association and its activities, by means of donations or otherwise.

IV. REPRESENTATION

Article 22

The association is validly represented towards third parties by:

- the President; or
 - two members of the Executive acting jointly; or
 - for matters of day-to-day management and any other matters conferred to the Secretary General by the by-laws, the Secretary General
 - the Deputy Secretary General for those matters expressly delegated to her by the Secretary General;
- or

- special proxyholders, which must submit a written delegation of powers signed by the President or by two members of the Executive.

V. **MODIFICATIONS OF THE BY-LAWS**

Article 23

Proposals for modifications of the by-laws may be introduced by each Member.

Proposals must be presented in writing to the Secretary General who will transmit them to the members of the General Board for deliberation at least four weeks prior to the meeting at which the General Board will deliberate on those proposals.

Proposals shall be presented to the Congress for adoption only if they have obtained a two-thirds majority in the General Board.

A modification of the by-laws requires needs to be approved by the Congress with a majority of two-thirds of the votes cast.

VI. **FINANCIAL YEAR – ANNUAL ACCOUNTS AND BUDGET – AUDITORS**

Article 24

The association's financial year starts on 1 January and ends on 31 December.

At the end of each financial year, the Executive, on the proposal of the Treasurer and assisted by the Statutory Financial Auditors, draws up the annual accounts for the year ended and establishes the budget for the following financial year in accordance with the applicable legal provisions. The annual accounts are submitted to the General Board for approval.

The surplus is added to the association's assets and in no case may be paid to members in the form of dividends or otherwise.

Article 25

To the extent required by law, the Congress appoints one or more Statutory Financial Auditors assigned with internally auditing the accounts submitted by the Executive and presenting a report on the accounts in accordance with the applicable legal provisions.

The Congress also appoints one or more Internal Auditors. This appointment of the Internal Auditor(s) coincides with the elections of the Executive members. The Internal auditors are appointed for a renewable term of three years. The Congress fixes their remuneration. The Executive may revoke their mandate at any time. If a mandate falls vacant, the Executive may elect a temporary replacement. This election will be submitted for ratification to the first upcoming Congress.

The internal auditors cannot be members of the Executive.

VII. **DISSOLUTION**

Article 26

The association is not dissolved as a result of dissolution or resignation of a Member, provided the number of Members is not less than two.

The association may be dissolved voluntarily by a decision of the Congress with a majority of two-thirds of the votes cast.

In the event of voluntary dissolution, the Congress elects the liquidator(s). In the absence of liquidator(s), the members of the Executive will act as liquidators.

In the event of dissolution, the General Board decides on the disposal of the assets. Such disposal must serve a not-for-profit purpose.

VIII. **INTERNAL REGULATIONS**

Article 27

At the proposal of the Executive, the General Board can adopt internal regulations in which issues of internal order and of financial order not mentioned in these by-laws shall be set out.

IX. **TRANSITIONAL PROVISIONS**

Notwithstanding any other provisions of these by-laws and as a transitional measure, the Founders shall have the right to appoint the initial President, the Secretary General, the Deputy Secretary-General, the Treasurer and six Vice-Presidents and two Financial Auditors.

Notwithstanding Article 5 of these by-laws and as a transitional measure, the Founders shall have the right to admit all parties and organizations mentioned in Annex A as Members of the association, all parties and organizations mentioned in Annex B as Observers within one month from the constitution of the association without having to comply with the formalities set forth in the provisions of Article 5 and 6 of the by-laws. This decision shall become immediately effective and final without any subsequent approval of the General Board or Congress being required.