



BY-LAWS OF THE INTERNATIONAL NON-PROFIT ASSOCIATION “YOUTH OF THE EUROPEAN PEOPLE’S PARTY”

PREAMBLE

Youth organizations of member parties of the European People’s Party (EPP), the former European Union of Christian Democrats (EUCD) and the European Democrat Union (EDU) joined together in the “Youth of the European People’s Party” (YEPP) in 1997. YEPP is an independent European youth platform of the Christian Democrat and Conservative and like-minded political youth organizations in Europe.

YEPP shares the basic values and principles of EPP and is recognized as the youth organization of the EPP, of which it is a member association. Nevertheless, YEPP is and shall remain in any event independent from the EPP in all decisions.

As a result of the bi-annual YEPP congress in Berlin on 14 May 2011, the foundation decided to transform the legal form of YEPP from a foundation (*stichting/fondation*) under Dutch law into an international non-profit association (*internationale vereniging zonder winstoogmerk/association internationale sans but lucrative*) under Belgian law and to determine the by-laws of the association as follows:

I. NAME – OFFICE – PURPOSE - DURATION

Article 1

The association is named “Youth of the European People’s Party”, abbreviated as “YEPP”. 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 10, 1000 Brussels, in the Brussels judicial district.

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

Article 3

The purpose of the association is to:

- develop the relations of its members, and the inclusion of prospects from different states and regions of Europe, in order to gain political and organizational strength in the European arena;
- develop contacts with like-minded youth movements outside the European Union;
- support the participation of minority youths living in Europe, and more in general;
- the support of movements and organizations which are facing a rough political situation;
- contribute to the realization of the purpose of the EPP and its members;
- participate, by representing the views of YEPP, in the work of EPP;
- encourage youth representation within all EPP member parties;
- encourage and organize unanimous action by its members at European level to promote youth participation within and towards political parties, platforms and coordination structures;
- develop a general political debate, develop clear political strategies and take own initiatives promoting the ideas of the association;
- contribute to a better knowledge of the process of co-operation and integration in Europe and to support and promote basic European values and democracy building.

In order to realize this purpose and in order to establish, develop, implement and promote its policies, the association organizes several discussion and decision forums, major events and fact finding missions according to strict democratic principles and issues publications of all sorts.

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.

Through their national policies, the member parties of the association support positions taken by the association in the context of the European Union. In the context of national responsibilities, they shall maintain their own name, their identity and their freedom of action.

Article 4

The association is incorporated for an indefinite duration.

II. MEMBERSHIP

The association shall have three categories of members:

- (i) Full Members;
- (ii) Observers; and
- (iii) Associated Members

FULL MEMBERS

Article 5

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

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

The status of Full member can only be granted to youth organizations of Christian Democrat and Conservative and like-minded parties based in Europe which:

- (i) accept the by-laws and internal regulations of the association;
- (ii) subscribe to and act in accordance with the basic values and principles and the political program of the association;
- (iii) have been observer for a period of at least 6 months;
- (iv) have participated actively in at least in three Council meetings as an observer; and
- (v) are related to a political party which either received more than 3% of the votes in the last national elections, is currently represented in a national parliament or was represented in the previous legislature of the national parliament.

Requests for full membership shall be submitted to the Board in writing. They shall comprise a statement confirming that the applicant party undertakes to comply with the basis values and principles, 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 Board will transmit the application together with a recommendation as to whether or not the applicant should be admitted as a Member to the Congress.

The admission as a Full Member is subject to approval by the Congress. The Congress is allowed to grant or refuse full membership at its own discretion but shall in any event refuse the full membership of any organization not complying with the basic values and principles, the political program, the by-laws and/or the internal regulations of YEPP.

OBSERVER MEMBERS

Article 6

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

The status of observer can only be granted to youth organizations of Christian Democrat and Conservative and like-minded parties based in Europe which:

- (i) accept the by-laws and internal regulations of the association;
- (ii) subscribe to and act in accordance with the basic values and principles and the political program of the association;
- (iii) have actively participated at least three times in a meeting of the YEPP Council or Congress, upon invitation of YEPP. The decision to invite an organization to participate in a meeting of the Council or the Congress is taken by the Board. The Board is obliged to invite an organization to participate in a meeting of the Council or the Congress if the Council request so by means of an absolute majority; and

(iv) are related to a political party which either received more than 3% of the votes in the last national elections, is currently represented in a national parliament or was represented in the previous legislature of the national parliament.

Applications for observer status shall be submitted to the Board in writing. They shall comprise a statement confirming that the applicant party undertakes to comply with the basic values and principles, 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. The decision to grant observer status to an applicant organization is taken by the Council, upon recommendation by the Board based on a thorough analysis of the applicant organization and its activities within YEPP.

The admission as an Observer is subject to approval by the Council. The Council is allowed to grant or refuse observer status at its own discretion but shall in any event refuse observer status of any organization not complying with the basic values and principles, the political program, the by-laws and/or the internal regulations of YEPP.

ASSOCIATED MEMBERS

Article 7

Upon recommendation of the Board, the Council is also authorized to grant associated Member status to any Christian Democrat and Conservative and like-minded political parties which subscribe to and act in accordance with the basic values and principles and the political program of YEPP, but which do not meet the requirements for full membership.

Associated Members have no voting rights in the bodies of the association, but can participate to meetings of the Council and the Congress without voting right.

To become an Associated Member, the procedure set forth in article 6 of these by-laws has to be observed mutatis mutandis.

The admission as an Associated Member is subject to approval by the Council. The Council is allowed to grant or refuse Associated Membership at its own discretion but shall in any event refuse the status Associated Member of any organization not complying with the basic values and principles, the political program, the by-laws and/or the internal regulations of YEPP.

Article 8

The membership fee for Full, Observer and Associated Members is determined annually by the Council. Fees are payable within three months after having been determined and communicated by the Council to the Full, Observer and Associated Members and in any event prior to the meeting of the Congress.

If the membership fee is not paid within three months, at the first written demand of payment of the Secretary General the principal amount will start bearing interests at the then prevailing statutory interest rate and the voting rights of the Full Members at the Council and Congress' meetings will be suspended until payment. If a membership fee remains outstanding for a period of more than one year, the right to

vote at meetings of at the Congress and Council meetings will be automatically suspended, unless otherwise decided by the Congress or the Council (in which case the relevant member shall not be allowed to participate in such a vote).

The annual membership fee for Full Members will be calculated by dividing the portion of the annual budget which cannot be financed through other financial resources proportionately on the basis of the number of delegates of the Full Member on the last meeting of the Congress. Organizations having status of Full Member will pay a membership fee equal to the representation of one delegate and this until the first meeting of the Congress. Associated Members and Observer Members will pay a fee equal to the fee of a Full Member with one delegate.

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.

Article 9

The Board keeps a membership register at the registered office of the association. For each of the Full Members, Associated 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 Full Members, Associated Members and Observers may consult this register at the registered office of the association.

Article 10

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

The exclusion of a Full Member, Associated Member or Observer may only be decided by the Council upon recommendation by the Board. The Council is not obliged to disclose its reasons.

The Council can only exclude, a Full Member, Observer or Associated Member according to the previous paragraph, if the Full Member, Associated Member or Observer:

- is not any more a viable organization (in particular if the relevant member is no longer related to a political party which either received more than 3% of the votes in the last national elections and is currently not represented in a national parliament and was not represented in the previous legislature of the national parliament);
- no longer subscribes to and/or acts in accordance with the basic values and principles and/or the political program of YEPP;
- violates the by-laws and/or internal regulations of YEPP;
- did not participate to YEPP activities over a period of two years;
- did not pay the membership fee over a period of one year.

The Council can only decide on the exclusion of a Full Member, Observer or Associated Member on proposal by the Board. The exclusion only becomes effective after the exclusion has been approved provisionally by the Council at a first meeting and approved by the Council at its first consecutive meeting.

Notwithstanding the above, if a Full Member, Observer or Associated Member has failed to pay its membership fees for a period of two years after these fees have become due, the exclusion can be decided by the Board acting alone and shall become effective as soon as a notice of default has remained unanswered for a period of two months.

A Full Member, Observer or Associated Member that resigned or was excluded, as well as its legal successors have no claims on the assets of the association and may never be reimbursed for dues paid, contributions or any other payments made to the association, unless otherwise expressly provided for in these by-laws.

In no case a Full Member, Observer or Associated Member or 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 11

The bodies of the association are:

- (i) The Board;
- (ii) The Council;
- (iii) The Congress;
- (iv) The President; and
- (v) The Secretary General and the Treasurer.

THE BOARD

Article 12

The association is managed by the Board, 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 Board is composed of the following members:

- (i) the President;
- (ii) the Secretary General;
- (iii) the First Vice-President;
- (iv) the Deputy Secretary General;
- (v) the Treasurer;
- (vi) nine Vice-Presidents.

Only representatives of Full Members are eligible for these functions.

Candidates for these functions must be under the age of 35 years at the date of their election. The Board cannot have more than two members having the same nationality and each Full Member can have no more than one representative on the Board.

The members of the Board are elected by the Congress by secret ballot and by separate vote, for a renewable term of two years. Candidates (other than for the position of Vice-President) who obtain a simple majority of the valid votes cast are elected. As to candidates for the position of Vice-President, the nine candidates who received the most votes will be elected. Abstentions are not considered valid votes. If no candidate is elected after the first ballot, a second ballot is organized between the two candidates who got most votes.

Candidates must be nominated, in writing, to the Secretary General, one month prior to the date of the election. All Full 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 Board may resign at any time, by giving notice to the Board of the decision to resign by registered letter. Their mandate is at any time revocable by the Congress and will automatically expire if, during the course of one year, a member has not participated in at least half of the meetings of the Board.

If a mandate falls vacant, the Council may elect a temporary replacement until the next Congress.

Members of the Board may be re-elected.

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

In case the President would be prevented to fulfill his powers, the First Vice-President can exercise all powers conferred to the President.

Article 13

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

- ensuring the implementation of decisions taken by the Council and the Congress;
- preparing the annual accounts and budget;
- ensuring the representation of YEPP towards other institutions and organizations;
- monitoring the work of the Secretary General and the Treasurer, and more in particular the budget management;
- issuing statements on behalf of the YEPP in the framework of its program;
- transmitting the applications for Full Member, Associated Member and Observer together with a recommendation to the Council, or the case being, to the Congress;
- preparing the Council meetings and guaranteeing the continuity of the association.

Article 14

The members of the Board shall meet at least four 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 meetings take place on the day and at the time and place stated in the convocation notice. The notice also contains the agenda, which is fixed by the President. The Board may only debate items which are not on the agenda, unless a majority of the members are present and unanimously agree to deliberate and to approve the agenda set at that time.

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

The Board can validly deliberate and decide only if a majority of its members are present. If the quorum cannot be met at the first meeting, the next Board can resolve on this item regardless of the number of members that are present.

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

Decisions shall be taken by an absolute majority of the votes cast. All members of the Board 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.

On the proposal of the President, the Board may divide its powers between its members or delegate specific powers and tasks to one or more of its members, or to special committees of the Board.

Article 15

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

In this case, the Board 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 Board;
 - a statement that the decision shall only be approved if signed by all the members of the Board;
 - a statement that the decision may not be amended and that no reservations may be expressed by members of the Board;
 - a statement that all the members of the Board must return the document signed and with the handwritten words "read and approved";
- a statement that the signed circular must be returned within ten days to the association.

THE COUNCIL

Article 16

The Council 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 Council shall meet at least twice a year.

The Council is composed of the following members:

- (i) the members of the Board;
- (ii) one representative of each Full Member;

Observers and Associated Members are no members of the Council, but can attend the meetings without voting right unless a majority of the Full Members decides that the Observers or Associated Members cannot attend the meeting.

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

Article 17

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

- ensuring unity of action by the YEPP and influencing the achievement of European policy in the spirit of its program;
- stimulating and organizing systematic relations between national political parties and youth organizations, platforms and coordination structures and Full Member, Associated Member and Observer parties of the association;
- adopting the annual accounts and the budget;
- deciding on granting the observer status to organizations;
- deciding on granting Associated Membership;
- deciding on the exclusion of Full Members, Associated Members and Observers;
- determine the annual memberships' fee for the Full Members, Associated Members and Observers;
- electing Board members in the case of vacancies;
- appointing of the statutory auditor;
- any residual powers not expressly conferred to the Board or the Congress.

The Council 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 18

On the invitation of the President, the Council meets at least three times annually, and in any event whenever the interest of the association so requires. An extraordinary meeting can be held at the request of either one-third of the Full Members or of one-third of the Board members.

The Council shall be convened by letter, fax or email at the latest two weeks in advance, unless in case of urgency. The Council can only validly decide if a majority of its members are present. If the attendance quorum cannot be met at the first meeting, the next Council can resolve on this item regardless of the number of members that are present.

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. The Council may only decide on the items on the agenda, unless two thirds of the members of the Council that are present at the relevant meeting agree otherwise.

All decisions of the Council shall be taken with an absolute majority of the members of the Council present. Each Full member of the Council shall have one vote. In case of a tie, the President has the casting vote.

The meetings of the Council 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.

THE CONGRESS

Article 19

The Congress meets at least every two years.

The Congress is composed of the Full Members. The Observers and Associated Members are allowed to participate in the Congress without voting rights.

Article 20

Each Member has one basic vote.

Additional votes are granted on the following basis:

- (i) number of members per Full Member:
 - above 50.000 memberships: one additional vote;
 - above 100.000 memberships: two additional votes;
 - above 150.000 memberships and more: three additional votes;

- (ii) result of the mother party (percentages of the votes) to which the Full Member is related at the last national election:
 - above 5%: one additional vote;
 - above 10%: two additional votes;

- above 20%: three additional votes;
- above 30% and more: four additional votes;

(iii) absolute number of votes of the mother party to which the Full Member is related at the last national election:

- above 250.000 votes: one additional vote;
- above 1.000.000 votes: two additional votes;
- above 2.000.000 votes: three additional votes;
- above 5.000.000 votes: four additional votes;
- above 10.000.000 votes: five additional votes;
- above 15.000.000 votes: six additional votes;
- above 20.000.000 votes and more: seven additional votes.

Full Members from countries having less than 1.000.000 inhabitants shall have a maximum of two votes.

Full Members from countries having less than 5.000.000 inhabitants shall have a maximum of five votes.

Congress delegates are:

- (i) the Board members without voting rights concerning membership questions, statutes and elections;
- (ii) the delegates of the Full Members.

The Full Member shall appoint a delegate for each vote and shall only be allowed to express such number of votes for which there are delegates present at the given meeting of the Congress.

The number of votes of each Full Member will be determined by the Board on the proposal of the Secretary General before every Congress, based on the latest available official information and data. The relevant day is the same day three months before the start of the Congress. The number of votes allocated to each Full Member must be notified to each Full Member ultimately 2 months prior to the relevant meeting of the Congress. If a Full Member does not agree with the amount of its votes, it can appeal the result to the Congress by means of a registered letter to the Secretary General who will submit the appeal to the Congress.

Article 21

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

- deciding on the political program of the association;
- deciding on amendments of the by-laws;
- deciding on granting member status to organizations;
- electing the President, the First Vice-President, the Secretary General and the Deputy Secretary General, the Treasurer, the nine Vice-Presidents and two Financial Auditors;
- deciding on the dissolution of the association.

Article 22

The Congress will convene on decision of the Council or at the request of at least one-third of the Full Members.

The Congress shall validly deliberate if it is convened regularly, i.e. by letter, fax or email at the latest two weeks in advance, unless in case of urgency. The Congress can only validly decide if the delegates of Full Members representing at least 50% plus one vote are present. If the 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 least two weeks and at most 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. For an item not listed on the agenda to be validly put to the vote, at least two thirds of members present must consent, except for any modification of the by-laws, the acceptance of new Full Members and the dissolution of the association which require a majority of three quarters 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 members will receive copies of these minutes within four weeks of each meeting.

SECRETARY GENERAL AND TREASURER

Article 23

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 of the cooperation between the Full Members, the Associated Members and the Observers, (iii) the drawing up, in agreement with the President, of agenda's for meetings of bodies, the supervision of the convening of meetings, their preparation, and the writing of minutes, and (iv) prepare and provide the Council at the beginning of each year with a report of the organizational perspectives of the association. The Deputy Secretary General assists the Secretary General with the day to day management.

The Secretary General is also entitled to implement decisions of the Board. 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 and use of the financial resources of the association. The Secretary General prepares and provides the Council at the beginning of a new financial year with a report of the budgetary perspectives of the association.

The Treasurer is in charge of the financial management of the association. He is responsible in particular for organizing the funding of the association and its activities, by means of donations or subventions.

The executive officer is employed by the Board upon a common proposal of the President and the Secretary General. The Secretary General and the President jointly supervise the Executive Officer and determine his powers.

IV. REPRESENTATION

Article 24

The association is validly represented towards third parties by:

- the President;
- for matters of day-to-day management and any other matters conferred to the Secretary General by the by-laws, the Secretary General and the Deputy Secretary General for those matters explicitly delegated by the Secretary General; or
- special proxyholders, which must submit a written delegation of powers signed by the President and the Secretary General.

V. AMENDMENTS OF THE BY-LAWS

Article 25

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

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

A modification of the by-laws requires needs to be approved by the Congress with a majority of three quarters of the delegates.

VI. FINANCIAL YEAR – ANNUAL ACCOUNTS AND BUDGET – STATUTORY AUDITOR

Article 26

The association's financial year runs from 1 January to 31 December.

At the end of each financial year, the Board draws up the annuals 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 Council for approval. The financial auditors will review the bookkeeping and the annual accounts and will present a report to the Council or the Congress.

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 27

The Council appoints one or more statutory auditors assigned with auditing the accounts submitted by the Board and presenting a report on the accounts in accordance with the applicable legal provisions.

The statutory auditor is appointed for a renewable term of three years. The Council fixes his remuneration. His mandate may be revoked at any time by the Board.

In addition to the appointment of a statutory auditor, the Congress elects two Financial Auditors. The two candidates, who got most votes at the close of the first ballot, are elected as Financial Auditor. This election coincides with the elections of the Board members. The Financial Auditors are assigned with internally auditing the accounts submitted by the Board and presenting a report on the accounts, in accordance with the applicable legal provisions.

The Financial Auditors are elected with a non-renewable mandate. The Financial Auditors cannot be members of the Board.

VII. DISSOLUTION

Article 28

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

The association may be dissolved voluntarily by a decision of the Congress with a majority of three quarters 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 Board will act as liquidators.

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

VIII. INTERNAL REGULATIONS

Article 29

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

Proposals for amendments to internal regulations may be submitted by the Board and by each Full Member. Said proposals must be submitted in writing to the Secretary General at the address of the registered seat of the Association four weeks prior to the meeting of the Council at which they will be

considered. Any amendments to the internal regulations must be notified to the Full Members, Associated Members and Observers.