



## **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 –ADDRESS – PURPOSE – DURATION**

#### **Article 1- Name**

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.

The logo of the association is illustrated in Annex 1 to the Statutes.

#### **Article 2 - Address**

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 - Purpose

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 - Duration

The association is incorporated for an indefinite duration.

## **II. MEMBERSHIP**

### Article 5 – Members with voting rights

#### **a. Full Members**

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

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 12 months;
- (iv) have participated actively in at least in three Council meetings as an observer; and
- (v) are a youth organisation, anticipated and recognized as such by the statute (or internal act) of a political party which has existed for more than 5 years and either received more than 3% of the votes in the last national parliamentary elections or met national criteria to be represented in the national Parliament upon the first day of that Parliament's convening

Procedures for application to full membership are defined in the Internal Regulations.

The admission as a Full Member is subject to approval by the Congress by a two-thirds majority of the members present. 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. The new or changed membership, rights and obligations therein assigned by the Congress take effect immediately.

## Article 6 - Members without voting rights

### **a. Observer Members**

Observer Members have no voting rights in the bodies of the association, but can participate in meetings of the Council and the Congress.

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;

- (iv) are a youth organisation, anticipated and recognised as such by the statute (or internal act) of a political party which has existed for more than 4 years and either received more than 3% of the votes in the last national parliamentary elections, or met national criteria to be represented in the national parliament upon the first day of that Parliament's convening.

Procedures for application to observer membership are defined in the Internal Regulations.

The admission as an Observer Member is subject to approval by the Council by a two-thirds majority of the members present. 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. The new or changed membership, rights and obligations therein assigned by the Council take effect immediately.

### **b. Associated Members**

Associated Members have no voting rights in the bodies of the association, but can participate in meetings of the Council and the Congress.

Upon recommendation of the Board, the Council is authorized to grant associated Member status to a youth organisations of Christian Democrat and Conservative and like-minded political parties which accept the by-laws and internal regulations of the association and subscribe to and act in accordance with the basic values and principles and the political program of YEPP.

Procedures for application to associated membership are defined in the Internal Regulations.

The admission as an Associated Member is subject to approval by the Council, by a two-thirds majority of the members present. 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. The new or changed membership, rights and obligations therein assigned by the Council take effect immediately.

### **c. Individual Members**

Individual Members have no voting rights in the bodies of the association, but can participate in meetings of the Council and the Congress.

Categories of individual members:

- (i) Members of the European Parliament (MEP) who are not older than 35 years and belong to the Group of the European People's Party (EPP) may be granted an Individual Membership for the duration of their mandate and upon approval of the board.
- (ii) Members of a YEPP Member Organisation who are not older than 35 years and hold a public position can be granted an Individual Membership upon proposal of the board whenever the person's contribution to YEPP represents an added value. The admission is subject to approval by the Council, by a two-thirds majority of the members present.

An individual Membership expires automatically when the age of 35 years is exceeded.

The individual Membership is revocable at any time, when the original conditions are no longer met or substantial reasons occur. The individual Membership is revocable by the Board at any time, when the original conditions are no longer met or substantial reasons occur.

In any case the Individual Membership of every holder must be evaluated by the board at least every two years.

#### **d. YEPP Brussels Group**

The YEPP Brussels Group serves as an interest group of YEPP to mobilize and connect those individuals affiliated to the EPP family, who are no older than 35, who live in Brussels and to pursue YEPP's political program in the policy making process of the European Union. As such the interest group can participate upon invitation of the President in the Council and Congress without voting right.

The representative (chair) of the YEPP Brussels Group is appointed after every electoral Congress by the board and consults all main decisions and activities with the President.

Under the supervision of the Secretary General, the YEPP office supports the work of the YEPP Brussels Group with administrative assistance.

#### **e. YEPP Alumni Club**

The YEPP Alumni Club serves as an interest group of YEPP to mobilize and connect former YEPP board members and YEPP delegates for the purpose of the organization. As such the interest group can participate upon invitation of the President in the Council and Congress without voting right.

The representative (chair) of the YEPP Alumni Club is appointed after every electoral Congress by the board and consults all main decisions and activities with the President.

Under the supervision of the Secretary General, the YEPP office supports the work of the YEPP Alumni Club with administrative assistance.

### **Article 7 - Membership fees**

The membership fee for Full, Observer, Associated and individual 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, Associated and individual 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 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 fulfil their financial obligations towards the association for the year during which the resignation is submitted and for all previous years.

### Article 8 - Register

The Board keeps a membership register at the registered office of the association. For all the Members, 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. Any change of statutes of YEPP Member Organizations must be communicated within three months and sent to the YEPP office in the native language. In case the new statutes are not in-line with the principles and requirements of membership for YEPP, the YEPP Board will have the power to submit a recommendation for suspension of membership to the Council.

### Article 9 - Resignation and exclusion

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

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

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

- 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 parliamentary elections or met national criteria to be represented in the national Parliament upon the first day of that Parliament's convening). Associated Members are exempt by this provision.
- 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 organisation ceases to exist.

The Council can only exclude, an Individual Member according to the previous paragraph, if Individual Member:

- 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;
- the original conditions for its membership are no longer met

The Council can only decide on the exclusion of Full, Observer, Associated or Individual Members 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, Observer, Associated or Individual 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, Observer, Associated 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.

If a member organisation changes its name, merges with another political organisation, or splits, the changes shall be confirmed by the Council by a two-thirds majority as being in line with the criteria required for membership, as set out in these statutes. If the Council does not confirm the changes, the Board shall be obliged to circulate a motion of expulsion.

In no case a Full, Observer, Associated or Individual Member 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.

The data of Members collected in accordance with Article 10 of this Statute will be irretrievably deleted in the case of voluntary or involuntary loss of status as a YEPP member.

### **III. BODIES OF THE ASSOCIATION**

#### Article 10

The bodies of the association are:

- (i) The Board;
- (ii) The Council;
- (iii) The Congress;

## Article 11 - Board

### **a. Definition and composition**

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.

### **b. Election**

Candidates for these functions must be under the age of 35 years at the date of their election. Each Full Member cannot nominate more than one person for the board, and each state can have no more than two representatives on the board.

Procedure to submit a candidacy are determined in the Internal Regulations.

The members of the Board are elected by the Congress by secret ballot and by separate vote, for a renewable term of two years.

Voting procedures are determined in Internal Regulations.

Members of the Board may be re-elected.

### **c. Incompatibilities**

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

### **d. Voluntariness**

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



#### **e. Resignation, revocation and replacement**

The members of the Board may resign at any time, by giving notice to the Board of the decision to resign in writing. In case two-third of the Board resigns, the mandate of the whole board expires at the next Congress, which in this case has to be convened within 3 months after notification.

A Board Member mandate is at any time revocable by the Congress and will automatically expire if, during the course of one year, the member has not participated in at least half of the meetings of the Board.

One third of the Board can initiate a no-confidence motion against any member of the Board if the Board Member:

- violates the by-laws and/or internal regulations of YEPP;
- no longer acts in accordance with the basic values and principles and/or the political program of YEPP

This motion is carried to the Council when the Ethics Committee has delivered its recommendation and a two-third majority in the Board is reached. If the Council approves the no-confidence motion with a two-third majority, the mandate of the Board member is automatically revoked.

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

In case the President would be prevented to fulfil his powers or resigns, the First Vice-President can exercise all powers conferred to the President

In the case where a Board Member is unable to participate physically in a Board Meeting, they shall, insofar as is possible, participate using teleconference, or other similar means.

If a board member does not participate in a board meeting, they are not entitled to an expense reimbursement.

#### **f. Powers and responsibilities**

Board members are expected to behave in a responsible and respectful manner towards their fellow board members, members of the Council, and all other persons, and are expected to approach all their duties and tasks with due diligence. Board members shall make every effort to participate in the activities of the organisation to the fullest.

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, Associated, Observer and Individual Member 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.

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.

#### **g. President**

The President is in charge of implementing the political programme and any other matter conferred by the by-laws. The First Vice President assists the President in the execution of his/her duties.

#### **h. Secretary General**

The Congress elects a Secretary General according to point b of this by-laws. The Secretary General is 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.

#### **i. Treasurer**

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

The Treasurer is responsible for informing the Board, on regular basis and upon request of any Board Member, on the financial situation of the association.

#### **j. Meetings**

On the invitation of the President, the Board meets at least four times annually, upon convocation by letter, or email at least two weeks in advance. The meetings take place on the

day and at the time and place stated in the convocation notice. The notice also contains the agenda, rules to set the agenda are defined in the internal regulations. The Board may only debate items which are on the agenda, unless a two-third majority of the members are present and 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 meetings are chaired by the President.

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

#### **k. Decision making process**

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 Meeting can resolve on this agenda 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.

In case of emergency, an extraordinary meeting can be requested by the President or by a simple majority of the board and must be held within 14 days. The invitation to an extraordinary board meeting must be sent by either the President or the Secretary General to all board members with the agenda within 48 hours after the request. The agenda must only contain the emergency matter. Additional issues can be proposed in the meeting by any board member but must be approved by a two-third majority of the board before put on the agenda. If not mentioned otherwise all other rules that apply to the ordinary board meetings also apply for the extraordinary meetings.

#### **l. Employees**

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.

Employees of YEPP shall under no circumstances become members of the Board during their time of employment.

### **Article 12 - Council**

#### **a. Definition and composition**

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 three times annually.

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.

The Congress decides to amend article 12 of the by-laws as follows:

The decision of the Congress to amend article 12 of the by-laws is subject to the following condition precedent being satisfied, namely the decision of the Congress in presence of a Belgian notary, in accordance with article 13, last paragraph, of the by-laws, to amend the by-laws in accordance with the terms and conditions set out in this resolution.

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

#### **b. Powers and responsibilities**

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;
- decide upon a no-confidence vote towards Board Members;
- 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.

### **c. Meetings**

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, 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.

Agenda setting process is determined by the Internal regulations.

The meetings of the Council are chaired by the President.

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

The Council shall represent the organisation, and shall act accordingly.

### **d. Decision making process**

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

If during the second round, abstentions are still higher than votes in favour, the necessary majority shall be considered as not met and no decision shall be taken.

Voting procedures are defined in the internal regulations.

## **Article 13 - Congress**

### **a. Definition and composition**

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.

## **b. Powers**

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.

## **c. Voting system**

Each Full Member has one basic vote.

Additional votes are granted on the following basis:

(i) number of members per Full Member:

- above 25.000 memberships: one additional vote;
- above 50.000 memberships: two additional votes;
- above 100.000 memberships: three additional votes;
- above 150.000 memberships and more: four additional votes;
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(ii) result (percentages of the votes) of the party to which the Full Member is anticipated and recognised as a youth organisation of that party by the statute (or internal act) at the last national parliamentary 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.

In the case of an electoral coalition, whereby a calculation of votes of each party individually shall be deemed to be impossible, votes will be calculated according to the above method, and divided proportionally based on seat share in the respective Parliament upon the first day of that Parliament's convening.

Full Members with more than one mother party within the EPP should be granted an additional vote per mother party.

If there are more Full Members related to the same mother party, the additional votes calculated on the basis of election results of this mother party shall be split between them. No extra votes are granted on this basis. The distribution of votes is subject to their internal agreement delivered to YEPP in a written form in due time prior to every congress. If technically possible the agreement should assign at least one vote to each of the Full Members.

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

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

Congress members with voting rights are:

- (i) the Board members each carrying one vote;
- (ii) the delegates of the Full Members.

The Full Member shall appoint a delegate for each vote which they have been allocated and shall only be allowed to express such number of votes for which there are delegates present at the given meeting of the Congress. Voting rights are non-transferable.

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.

#### **d. Meetings**

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, 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.

By derogation to the preceding rules on the functioning of the Congress, a Congress can be validly held by at least two members of the Board, in the presence of a notary, without any convening notice or quorum being required, in case a special meeting of the Congress is required to adopt modifications to the Statutes of the Association which must be recorded in a notarial deed pursuant to applicable law, provided that these modifications have been previously approved by a Congress convened and held in accordance with the functioning of an ordinary meeting of the Congress.

#### **IV. REPRESENTATION**

##### Article 14 - Representation

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 and whose candidatures are subject to Board approval.

#### **V. AMENDMENTS OF THE BY-LAWS**

##### Article 15 - Amendments of the by-laws

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 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 16 – Financial year, annual accounts and budget

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

At the end of each financial year, the Board 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 Council 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 17 – Financial Auditors

The financial auditors are elected by the Congress for a two-years mandate and are in charge of reviewing the bookkeeping and the annual accounts and presenting an internal report in accordance with the applicable legal provisions to the Council or the Congress within 9 months after the end of the financial year.

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 cannot be members of the Board.

The Financial Auditors can participate in meetings of the Council and the Congress without voting right.

### Article 18 – Statutory Auditors

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.

## **VII. DISSOLUTION**

### Article 19 - Dissolution

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 - ETHICS COMMITTEE**

### Article 20 - Internal Regulations

Anything that is not explicitly provided herein shall be governed by the Internal Regulations of YEPP.

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, Associated, Observers and Individual Members.

### Article 21 – Ethics Committee

#### **a. Definition and composition**

The Ethics Committee has an advisory role within YEPP.

The Ethics Committee shall be composed of five members of Full Member organisations elected for a period of 2 years by the Council at its first meeting after an electoral Congress and cannot simultaneously hold the role of a board member. The chairperson is elected by the Ethics Committee among themselves.

Members that have interest in the case, and especially Members from the same member organization as the concerned Board Member, shall not participate in the Committee's meeting with respect to such Board Member.

**b. Powers and responsibilities**

Following the request of one-third of the Board for a no-confidence motion against any Member of the Board the Ethics Committee has to investigate the case and deliver a recommendation within 4 weeks. The Committee strives for consensus of most its members. If no consensus can be reached, the Committee decides by simple majority.

To ensure a fair investigation the Ethics Committee must hear all parties involved and have access to relevant documents.

## Annex 1

