

THE EUROPEAN CHILDREN'S NETWORK

STATUTES

[The official text will be in French]

TITLE I: NAME. REGISTERED OFFICE. PURPOSE. DURATION

ART. 1. – NAME

An international non-profit association which is a European network of NGOs with a specific child rights focus has been established.

The association shall be called “The European Children's Network”. The association shall hereinafter be referred to as “the Association”.

The Association shall be governed by the provisions of Title III of the Belgian law of 27 June 1921 on non-profit associations, international non-profit associations and foundations.

ART. 2. – REGISTERED OFFICE

The Association's registered office shall be located at Rue Montoyer 39, 1000 Brussels. It may be transferred to any other location in Belgium by a decision of the Management Council. Any modification of the registered office must be deposited in the Association's file and published in the Annexes to the Belgian Official Gazette, in accordance with applicable law.

ART. 3. – PURPOSE

The purpose of the Association is to promote and support at European level the children's rights and the principles and standards of the United Nations Convention on the Rights of the Child of 20 November 1989.

To that effect, the Association shall have the right to develop, alone or in collaboration with third parties, directly or indirectly, all activities related, directly or indirectly, to its purpose. The Association shall in particular develop the following activities:

- campaigning for the interests and rights of the child in Europe and the wider world; and
- putting children's rights and interests on the agenda of the European Union and other European regional institutions,

via policy development, research, and children and youth projects at European level.

The Association shall adhere to the principles that represent the core values which underpin the work of the Association. These principles are based on the United Nations Convention on the Rights of the Child of 20 November 1989. Any Member of the Association must subscribe to the principles below as a condition of membership:

- Children have a right to live without experiencing prejudice, exclusion and discrimination;
- Children have a right to be heard within the Council of Europe and the European institutions, including the European Parliament, the Commission and the Council of Ministers;
- Children have a right to be recognized as citizens of the European Union with a statement of their fundamental rights included in the Treaty on European Union of 7 February 1992 or the Treaty establishing a Constitution for Europe of 29 October 2004;
- Children have a right for their needs and interests to be given priority in the work of local, regional and national authorities and European and international institutions;
- The European Union and its Member States have a duty to amend and bring forward legislation which fully reflects and implements the principles contained in the United Nations Convention on the Rights of the Child of 20 November 1989;
- Politicians, political parties and political groups have a duty to give priority to children's rights in their manifestos and programmes;
- Members of the Association undertake to develop inclusive and participatory work with children;
- Members of the Association undertake to promote the rights and needs of children, including effective campaigning on children's issues within the context of the developing European Union and wider Europe.

ART. 4. – DURATION

The duration of the Association shall be unlimited.

TITLE II: MEMBERS

ART. 5. – MEMBERSHIP

The Association shall always consist of at least three Full Members and shall have two membership categories:

- (i) Full Members; and
- (ii) Associate Members.

Members shall be legally constituted persons in accordance with the laws and practices of their countries of origin.

The rights and obligations of Members shall be as defined in and pursuant to these statutes.

At least 60% of the Members must be Full Members.

Any references in these statutes to “Member” or “Members” are references to Full Members and Associate Members collectively.

ART. 6. – FULL MEMBERS

The category of full membership is aimed at national or transnational NGOs or networks of NGOs with children as their principal focus.

These types of organizations must meet all of the following criteria:

- They agree to and uphold the principles underlying the Association’s work and contribute to the development of the Association’s purpose;
- They adhere to the principles of the United Nations Convention on the Rights of the Child of 20 November 1989;
- They are established in a Member State of the European Union;
- They have a significant activity in relation to the rights of the child in one or more Member States of the European Union;
- They pursue non-profit objectives;
- They have effective structures of national or transnational dissemination to support the work of the Association;
- They are organizations working on children’s policy issues;
- They have children as a principal target group (i.e. not family, women or other organizations who also include children among their beneficiaries).

ART. 7. – ASSOCIATE MEMBERS

The category of associate membership is aimed at national or transnational NGOs or networks of NGOs who do not have children as their principal focus or at national or transnational organizations or networks of organizations who are not NGOs (e.g. semi-governmental agencies).

These types of organizations must meet the following criteria:

- They agree to and uphold the principles underlying the Association’s work and contribute to the development of the Association’s purpose;
- They are established in a Member State of the Council of Europe;
- They must have a work that has some benefit for children.

ART. 8. – ADMISSION TO MEMBERSHIP

(i) Full Members

Applicants to full membership of the Association must submit an application form via regular mail or any other means of written communication (including e-mail) to the Secretariat. The Secretariat shall prepare a report on the applicant organization based on a pro forma containing the following information: name, staffing, membership base, annual income, structure and constitution, principal activities, how the organization can help to develop the work of the Association. The Management Council may require the Secretariat to seek additional information from the applicant organization. The Management Council shall decide on the admission to full membership without having to justify its decision.

An admission to full membership shall only be accepted if it collects a majority of two-thirds of the votes of the directors present or represented at the Management Council.

(ii) Associate Members

Applicants to associate membership of the Association must submit an application form via regular mail or any other means of written communication (including e-mail) to the Management Council who shall decide on the admission to associate membership without having to justify its decision.

An admission to associate membership shall only be accepted if it collects a majority of two-thirds of the votes of the directors present or represented at the Management Council.

ART. 9. – REPRESENTATION OF MEMBERS

Each Member who is not a physical person shall appoint a physical person to represent it with regard to all Association matters. The representative shall have the power to individually bind the Member.

Each Member who is not a physical person and is a network of NGOs or organizations other than NGOs shall appoint two physical persons, a contact person and a deputy contact person, to represent it with regard to all Association matters. Each of these representatives shall have the power to individually bind the Member.

ART. 10. – RESIGNATION. EXCLUSION. SUSPENSION

Members are free to resign from the Association by giving two months notice via regular mail or any other means of written communication (including e-mail) to the Management Council. After resignation former Members remain liable for the payment

of the membership fee up to the end of the calendar year in which their resignation became effective.

A Member who is not upholding the principles of the Association and/or who engages in activities and/or behavior which is or can be detrimental to the reputation of the Association and/or who fails to pay membership fees, can be excluded from membership.

The exclusion of a Member may only be decided by the General Assembly with a two-thirds majority, upon proposal of the Management Council deciding by a simple majority of votes and after having heard the Member whose exclusion is being proposed.

The decisions of the General Assembly and the Management Council regarding exclusions are sovereign and do not have to be motivated.

The Management Council may suspend the Member concerned until the decision of the General Assembly.

The Member who, in whatever way and for whatever reason, ceases to belong to the Association shall (i) have no claims for compensation on the Association, (ii) have no claim on the Association's assets, (iii) forthwith cease to hold itself out as a Member of the Association, and (iv) forthwith stop using the Association's logo or name in any manner.

ART. 11. – MEMBERSHIP FEES

Each Member shall pay a minimum amount of membership contribution per year towards the core costs of the Association, decided by the Management Council. This minimum amount shall be approved each time the General Assembly meets. Additional contributions can also be paid towards the Association.

TITLE III: ORGANIZATIONAL STRUCTURES

ART. 12. – ORGANIZATIONAL STRUCTURES

The bodies of the Association are:

- the General Assembly;
- the Management Council; and
- the Secretary General.

TITLE IV: GENERAL ASSEMBLY

ART. 13. – COMPOSITION. POWERS

The General Assembly consists of all the Members.

Each Full Member shall have at least two votes at the General Assembly and each Associate Member shall have one vote. The internal rules of the Association shall define the rules and parameters pursuant to which more than two votes can be granted to Full Members.

The voting rights of the Members shall be exercised by their representative. The voting rights of the Members who are a network of NGOs or organizations other than NGOs shall be exercised by one of their representatives.

The General Assembly shall have the following powers:

1. the election and revocation of the directors;
2. the election and revocation of an external accountant or two Full Members, whose representatives are not directors, for the auditing of the annual accounts of the Association;
3. if applicable, the election and revocation of a statutory auditor and the determination of his/her remuneration;
4. the approval of the annual accounts and of the budget of the Association;
5. the amendment of these statutes;
6. the examination, approval or rejection of the annual report, the financial report, the report of the external accountant or two Full Members and, if applicable, the report of the statutory auditor;
7. the approval of the annual membership fees;
8. the approval or rejection of the propositions of the Management Council, that are presented to the General Assembly on a written basis and at least one month in advance;
9. the dissolution of the Association.

The General Assembly shall be presided by the President of the Management Council. If the President is unable or unwilling to preside the General Assembly, the General Assembly shall be presided by the Vice-President or another director.

ART. 14. – MEETING

The General Assembly shall meet at least once every two years, upon convocation by the Management Council, represented by its President, and at such time and place as determined in the convocation.

An extraordinary General Assembly shall be convoked at any time by the President of the Management Council, whenever required by the interests of the Association or upon written request of at least one third of the Members of the Association.

If the President is unable or unwilling to convoke the extraordinary General Assembly, the extraordinary General Assembly shall be convoked by the Secretary.

ART. 15. – PROXIES

Each Member shall have the right, via regular mail or via any other means of written communication (including e-mail), to be represented at a General Assembly by another Member of its membership category or a third party, holding a proxy. The representation by a third party is nevertheless only authorized in case of a General Assembly having to decide on amendments to the statutes which must be recorded in a notarial deed and for this decision only. Each Member or third party has the right to hold an unlimited number of proxies, provided that the General Assembly must always be composed of at least two Members.

ART. 16. – CONVOCATIONS. AGENDA

Convocations for the General Assembly shall be communicated to the Members via regular mail or via any other means of written communication (including e-mail) at least twenty days in advance by the Secretary. The convocations shall mention the date, time and place of the meeting of the General Assembly. The agenda shall be attached to the convocation. A group of three Members has the right to propose an item on the agenda of the General Assembly, which needs to be communicated to the Secretary at least thirty days in advance of the meeting. No vote shall be taken regarding an item that is not listed on the agenda, unless all Members are present or represented and agree to such vote.

Each Member shall have the right, before, during or after the General Assembly, to waive the convocation required by this Article. Any Member present or represented at the General Assembly shall be deemed to have been regularly convoked. If all Members are present or represented, justification of the convocations shall not be required.

ART. 17. – QUORUM. VOTES

Unless otherwise stipulated in these statutes, the General Assembly shall be validly constituted if at least one third of the Members are present or represented. If less than one third of the Members are present or represented, the President of the Management Council shall have the right to convoke a second General Assembly which shall be validly constituted irrespective of the number of Members present or represented. If the President is unable or unwilling to convoke the second General Assembly, the second General Assembly shall be convoked by the Secretary.

Unless otherwise stipulated in these statutes, decisions of the General Assembly shall be validly adopted if they obtain a simple majority of the votes of the Members present or represented. Blank votes, invalid votes and abstentions shall not be counted.

ART. 18. – REGISTER OF MINUTES

The decisions of the General Assembly and the attendance list of the General Assembly shall be kept in a register of minutes and signed by the President of the Management Council. This register is kept at the Secretariat of the Association where all Members may consult it, without, however, displacing it. Copies of resolutions shall be sent to the Members via regular mail or via any other means of written communication (including e-mail).

ART. 19. – WRITTEN PROCEDURE

In exceptional cases and when the urgency of the matter so requires, the General Assembly may make decisions by a written procedure.

To that effect, the President of the Management Council shall send via regular mail or via any other means of written communication (including e-mail) he/she deems fit, the proposed resolutions to all Members. The communication shall be accompanied by a memorandum prepared by the President of the Management Council setting forth the reasons which have lead to the use of the written procedure, as well as the context of the proposed resolutions. The proposed resolutions shall be deemed adopted if within ten working days after having been sent the number of, and votes attached to, the duly completed communications returned to the President of the Management Council by the Members is sufficient to meet the quorum and voting requirements set forth in these statutes.

If the President is unable or unwilling to send the communication and prepare the memorandum, the communication shall be sent and the memorandum shall be prepared by the Secretary.

TITLE V: MANAGEMENT COUNCIL

ART. 20. – COMPOSITION

The Association shall be administrated by a Management Council composed of at least six directors, all representatives of Full Members. Candidate directors are proposed by the Full Members that have paid their membership fees and directors are elected by the General Assembly for a two-years term, renewable. The mandate of the directors is non-remunerated. If a representative ceases to be employed by or is no longer otherwise linked to the Full Member he/she is representing, then his/her term of office as director shall automatically terminate. In such case, the terminated director shall automatically be replaced by another representative of the Full Member. This replacement must be ratified by the first following General Assembly.

The Management Council elects a President, a Vice-President a Secretary and a Treasurer. A same director may combine the functions of Vice-President and Treasurer. Their assignment shall terminate at the same time as their mandate as director.

When a Full Member ceases, for whatever reason, to belong to the Association, the mandate of its representative as director shall terminate automatically.

In case of vacancy in the course of a term of office, a temporary director may be appointed by the Management Council. In this case, the temporary director shall complete the term of office of the director it replaces. This nomination must be ratified by the first following General Assembly meeting.

Directors are entitled to resign. When the General Assembly decides that the resigning director must be replaced, it shall continue performing the duties of its office until the time when the General Assembly, or the Management Council in accordance with the preceding paragraph, has provided in its replacement or could reasonably have done so.

Directors may be revoked by the General Assembly, deciding with a two-thirds majority of the votes of the Members present or represented.

ART. 21. – POWERS

All powers necessary for achieving the Association's purpose are vested in the Management Council, with the exception of these powers specifically granted by these statutes to other bodies of the Association.

The Management Council shall have in particular the following powers:

1. the general management and direction of the Association;
2. the supervision of the implementation of the policies of the Association approved by the General Assembly;
3. the execution of the decisions of the General Assembly;
4. the adoption of the propositions to be submitted to the General Assembly;
5. the adoption of the budget of the Association upon proposal of the Treasurer;
6. the adoption of the annual accounts that must be submitted to the approval of the General Assembly;
7. the designation of the Secretary General;
8. the admission of new Members;
9. the decision to propose the exclusion of Members to the General Assembly;
10. the determination of the annual membership fees that must be submitted to the General Assembly for approval;
11. the adoption and approval of the internal rules, the amendments to these internal rules and, if need be, their revocation; and

12. the adoption of all initiatives that participate to the achievement of the purpose of the Association.

ART. 22. – MEETINGS

The Management Council shall meet every time the interests of the Association so require and at least three times a year. It shall meet upon convocation of its President, or upon its own initiative, or upon request of two directors.

If the President is unable or unwilling to convoke the Management Council, the Management Council shall be convoked by the Secretary.

ART. 23. – PROXIES

Each director shall have the right, via regular mail or via any other means of written communication (including e-mail), to be represented at a Management Council by another director, holding a proxy. No director may hold more than one proxy.

ART. 24. – CONVOCATIONS. AGENDA

Convocations for the Management Council shall be mailed to the directors via regular mail or via any other means of written communication (including e-mail) at least twenty days in advance. The convocations shall contain the agenda, date, time and place of the meeting of the Management Council. The agenda of the meetings of the Management Council is established by the Secretary.

Each director may require the Secretary to include additional items to the agenda at least one week before the meeting of the Management Council. The treatment of these additional items during the meeting of the Management Council shall be suspended if at least one director is unable to decide thereon. The decision with regard to such item is then postponed to a next meeting.

ART. 25. – QUORUM. VOTES

The Management Council shall be validly constituted if half of the directors are present or represented. Any director present or represented at a meeting of the Management Council shall be considered to have been regularly convoked to this meeting.

Unless otherwise stipulated in the present statutes, the Management Council shall decide with a simple majority of the votes cast by the directors present or represented. Blank votes, invalid votes and abstentions shall not be counted. Each director shall have one vote. In the event of a tie, the President shall have the decisive vote.

A dated document signed by all directors and recorded or inserted in the register of minutes shall equal a decision of the Management Council.

A meeting of the Management Council shall be validly constituted even if all or some of the directors are not physically present or represented, but participate in the deliberations via any modern means of telecommunication that allow directors to directly hear each other and directly speak to each other, such as a telephone or video conference. In such a case, the directors shall be deemed present.

ART. 26. – REGISTER OF MINUTES

The decisions of the Management Council shall be kept in a register of minutes signed by the President and the Secretary. This register is kept at the registered office of the Association.

TITLE VI: SECRETARIAT. SECRETARY GENERAL

ART. 27. – SECRETARIAT. SECRETARY GENERAL

The Secretariat of the Association is established at Brussels. It is managed by the Secretary General under the supervision of the Management Council.

The Secretary General is assisted by one or by several assistants and by the auxiliary personnel. The Secretary General and his/her assistants are nominated by the Management Council.

The Secretary General is in charge of the daily management of the Association.

The Secretary General shall in particular have the following powers:

1. the hiring of the auxiliary personnel in accordance with the internal rules established by the Management Council;
2. the preparation of the affairs treated by the other bodies of the Association and the participation to their meetings to provide them with documentation and information and to draft reports of the meetings;
3. the execution of missions which are delegated to him/her by other bodies of the Association.

TITLE VII: EXTERNAL REPRESENTATION OF THE ASSOCIATION

ART. 28. – EXTERNAL REPRESENTATION OF THE ASSOCIATION

The Association shall be validly represented vis-à-vis third parties and with regard to all deeds by the President of the Management Council acting individually or by any two directors acting jointly.

Legal proceedings, either as plaintiff or as defendant, shall be conducted by the Management Council represented by the President of the Management Council acting individually or by any two directors acting jointly.

Within the framework of daily management, the Association shall be validly represented vis-à-vis third parties and with regard to all deeds by the Secretary General.

None of the aforementioned persons must justify his/her powers vis-à-vis third parties.

In addition, the Association shall be validly represented, within the framework of his/her mandate, by proxy holders duly mandated by the Management Council or the Secretary General.

TITLE VIII: INTERNAL RULES

ART. 29. – INTERNAL RULES

A set of internal rules may be adopted by the Management Council. Any amendments to these internal rules shall be decided by the Management Council in accordance with the presence and majority requirements as provided for in Article 25 of these statutes.

TITLE IX : FINANCIAL YEAR. ACCOUNTS. BUDGET. AUDITING OF THE ACCOUNTS. FINANCIAL RESOURCES

ART. 30. – FINANCIAL YEAR

The financial year of the Association shall run from April 1 through March 31; provided that the first financial year of the Association shall run from the date of the Association's constitution through March 31, 2007.

ART. 31. – ACCOUNTS. BUDGET

The Management Council establishes the annual accounts of the past year and the budget for the next year.

The Management Council must submit for approval to the General Assembly the annual accounts of the past year and the budget for the next year. The decision of the General Assembly to approve the annual accounts must obtain a simple majority of the votes of the Full Members present or represented.

The annual accounts shall be circulated amongst all Members.

ART. 32. – AUDITING OF THE ACCOUNTS

If the law requires so, the General Assembly shall nominate a statutory auditor of the Association, chosen between the members of the "Institut des Reviseurs d'Entreprise".

If the Association is not required by law to nominate a statutory auditor, the General Assembly shall nominate an external accountant or two Full Members, whose representatives are not directors to audit the annual accounts.

The external accountant or the two Full Members or, if applicable, the statutory auditor shall draw up a yearly report on the annual accounts of the Association. This report shall be submitted to the General Assembly.

ART. 33. – FINANCIAL RESOURCES

The financial resources at the disposal of the Association are:

1. membership fees;
2. grants;
3. donations;
4. profits from the Association's activities and which are allocated to its disinterested purpose;
5. sponsorships.

TITLE X : DISSOLUTION. LIQUIDATION

ART. 34. – DISSOLUTION. LIQUIDATION

The General Assembly can validly pronounce the dissolution of the Association only if the proposition of dissolution is explicitly mentioned in the convocation and if two thirds of the Full Members are present or represented.

No decision can be made if it does not obtain a majority of two thirds of the votes of the Full Members present or represented. Blank votes, invalid votes and abstentions shall not be counted.

If two thirds of the Full Members are not present or represented, a second General Assembly can be convoked which shall validly deliberate, irrespective of the number of Full Members present or represented, in accordance with the majority provided in the second paragraph of this Article, and pronounce the dissolution of the Association.

Any decision of the General Assembly relating to the dissolution of the Association is subject to additional requirements imposed by applicable law.

Unless otherwise decided by the General Assembly, and in accordance with the requirements of Belgian law, upon the dissolution and liquidation of the Association, the Association's net asset shall be allocated to one or several non-profit associations, funds or foundations, which are organized and operated for similar or identical purposes as those of the Association.

TITLE XI : AMENDMENTS TO THE STATUTES

ART. 35. – AMENDMENTS TO THE STATUTES

Requests to amend the statutes of the Association may be put forward at any time by:

- the Management Council;
- at least one third of all the Full Members through a request in writing addressed to the Management Council, indicating the purpose of the modifications and their justifications.

The date of the General Assembly which shall decide on the proposed amendment(s) must be notified to the Members at least three months in advance.

The General Assembly can validly deliberate on the amendments to the statutes only if the modifications are explicitly mentioned in the convocation and if at least two thirds of the Full Members are present or represented at the General Assembly.

No amendment can be adopted if it does not obtain a majority of two thirds of the votes of the Full Members present or represented. Blank votes, invalid votes and abstentions shall not be counted.

If two thirds of the Full Members are not present or represented at the first meeting, a second General Assembly may be convened, which shall validly deliberate, irrespective of the number of Full Members present or represented, in accordance with the majorities provided for in the fourth paragraph of the present Article, and decide the amendments.

When the law requires it, the modifications to the statutes shall require the approval of the King and/or shall be recorded in a notarial deed.

The date on which the amendments to the statutes shall enter into force shall be determined in the internal rules.

Any decision of the General Assembly relating to the amendments of the statutes is subject to additional requirements imposed by applicable law.

TITLE XII: VARIA

ART. 36. – VARIA

Anything that is not provided for in these statutes shall be governed by the provisions of Title III of the law of 27 June 1921 on non-profit associations, international non-profit associations and foundations.