



**Forum Libéral Européen
European Liberal Forum**

A non-profit association under Belgian law, founded by private deed dated 21 September 2007, published in the appendices of the Moniteur Belge dated 26 September 2007, under number 07144686.

Registered on the Trade Register under company number 0892.305.374.

Of which the articles of association have been modified by virtue of the minutes of the following general assemblies:

- 1) General Assembly of 25 January 2008, published in the appendices of the Moniteur Belge 29 July 2008 (under number 08131859);
- 2) General Assembly of 09 October 2009, published in the appendices of the Moniteur Belge 22 October 2009 (under number 09154710);
- 3) General Assembly of 01 October 2010, published in the appendices of the Moniteur Belge 26 January 2006 (under number 11014040);
- 4) General Assembly of 16 September 2011, published in the appendices of the Moniteur Belge 30 December 2011 (under number 11197449);
- 5) General Assembly of 27 April 2012, published in the appendices of the Moniteur Belge 17 December 2012 (under number 12208414);
- 6) General Assembly of 26 April 2013, published in the appendices of the Moniteur Belge 17 December 2012 (under number 14003661);
- 7) General Assembly of 25 April 2014, published in the appendices of the Moniteur Belge 21 May 2015 (under number 15072958);
- 8) General Assembly of 19 September 2014, published in the appendices of the Moniteur Belge (see No12);
- 9) Board meeting of 12 June 2015, published in the appendices of the Moniteur Belge (under number 15147970);
- 10) General Assembly of 22 April 2016, published in the appendices of the Moniteur Belge (see No 12);
- 11) General Assembly of 23 September 2016, published in the appendices of the Moniteur Belge (see No 12);
- 12) General Assembly of 12 May 2017, published in the appendices of the Moniteur Belge (under number 15072958);
- 13) General Assembly of 20 April 2018, published in the appendices of the Moniteur Belge 20 August 2018 (under number 18131812);
- 14) General Assembly of 26 April 2019, to be published in the appendices of the Moniteur Belge.

As a result of which this coordination of the text has been drawn up:

COORDINATION OF ARTICLES OF ASSOCIATION AS OF 26 APRIL 2019

CHAPTER I - NAME, REGISTERED OFFICE, PURPOSE AND TERM OF THE ASSOCIATION

Article 1 - Name

A European foundation under the form of a Belgian non-profit association is hereby formed in accordance with the Regulation n° 1141/2014 of the European Parliament and of the Council of 22 October 2014 on the statute and funding of European political parties and European political foundations, and the Belgian law of 27 June 1921 on the non-profit associations, the foundations, the European political parties and the European political foundations, as modified by the Belgian law of 25 December 2016. Its name is "European Liberal Forum" in English and "Forum Libéral Européen" in French, also identified as "liberalforum.eu" in English and "forumliberal.eu" in French, abbreviated as 'ELF-FLE' hereinafter referred to as the "Association". Both the full and the abbreviated names may be used indistinguishably.

All acts, invoices, announcements, publicity, letters, orders and other documents issued by the Association, shall indicate the full name or the abbreviated name of the Association preceded or followed by the words "*vereniging zonder winstoogmerk*" or "*association sans but lucratif*" or the abbreviation "VZW" or "ASBL", as well as the indication of the registered office of the Association.



The Association is governed by the Belgian Act of 27 June 1921, as amended by the Act of 2 May 2002, (the "Act"). The logo of the Association shall consist of the following word and picture mark:



Depending on the background, the logo may be used in its original colours, in black and white or in any other shading in order to obtain sufficient contrast with the background.

Article 2 – Registered office

The registered office of the Association is located at Rue des Deux Eglises 37/39, B-1000 Brussels in the legal arrondissement of Brussels. The registered office may be transferred to any other location in the Brussels Region by a decision taken by the Board of Directors. The decision to move the registered office must be published in the Annexes to the Belgian Official Gazette (i.e. Moniteur Belge).

Article 3 – Purpose and objectives

The Association has as a non-profit purpose to bring together national political foundations and think-tanks in the European Union, the EU candidate countries, EEA member states and the EU neighbourhood countries who, within the framework of liberal, democratic and reformist ideals, wish to contribute to the European Union. The Association observes the values on which the Union is founded, as expressed in Article 2 Treaty on the European Union, namely respect for human dignity, freedom, democracy, equality, the rule of law and respect for human rights, including the rights of persons belonging to minorities.

The Association is the official European political foundation of the ALDE Party. The Association's governing bodies, as well as the financial accounts and day-to-day management, are separated from the ALDE Party. Through its activities, within the aims and fundamental values pursued by the Union, the Association underpins and complements the objectives of the ALDE Party.

To achieve this purpose, the Association will:

- serve as a framework for national political foundations, think tanks, networks and academics and leading liberal personalities to work together at European level;
- develop close working relationships with and among its Members, their national parliamentary Group of the ALDE Party in the European Parliament, the liberal, democrat and reform groups and alliances in other international fora and Liberal International and the youth organization of the ALDE Party;
- observe, analyse and contribute to the debate on European public policy issues and the process of European integration, through education, training, research and the promotion of active citizenship within the European Union, particularly with regards to young Europeans;
- strengthen the liberal, democrat and reform movement in the European Union and throughout Europe;
- seek a common position, as a transfer of experience gained from the contracting Members, on all important matters affecting the European Union;
- develop cooperation in order to support liberal democracy throughout Europe and its neighbourhood;
- inform the public and involve it in the construction of a united European democracy;
- support and cosponsor European seminars and conferences and studies on such issues between the aforementioned stakeholders.

The Association may carry out all operations and conduct all activities, both in Belgium and abroad, which directly or indirectly increase or promote its purpose and objectives.

Article 4 – Term

The Association is incorporated for an unlimited period of time.

CHAPTER II - FULL AND AFFILIATE MEMBERS

Article 5 – Criteria for full and affiliate membership, categories of Members and rights and obligations of full and affiliate Members



Membership of the Association is open to those national political foundations, associations, and think tanks that promote liberal, democrat and reform ideals and values and accept these Articles of Association, the Internal Regulations of the Association, the policy programmes of the Association and adhere to the Stuttgart Declaration of the ALDE Party, aisbl. As an exception to the foregoing, full membership is automatically granted to the President of the ALDE Party, aisbl, and the signers of the founding act.

The Association has full and affiliate Members, which are natural persons or legal entities lawfully established in accordance with the laws and customs of their country of origin. The Association shall be composed of at least seven full Members.

Full Members have to be based in the European Union, in an EU candidate country, or in an EEA member state, in an EFTA member state, or in an EU neighbourhood country.

New applicants shall first be admitted as affiliate Members. Affiliate Members based in the EU shall be subject to pay half the minimum full membership fee, affiliate Members not based in the EU are exempt from membership fees. They have the right to take part in the meetings of the General Assembly and to voice their opinion. They do not have the right to vote. Affiliate Members can apply for full Membership after having actively participated in a minimum of three European Liberal Forum events or decide to remain Affiliate Members.

If a candidate member does not dispose of a legal status in accordance with the laws and the customs of its country of origin, it shall, in its written application for membership, appoint a natural person, who will act on behalf and for the account of all the members of such candidate member, in his/her capacity of common proxyholder.

Full Members shall pay a membership fee. The minimum fee shall be 500 EUR corresponding to one delegate, the fee of 2 500 EUR for three delegates and a fee of 5 000 EUR for five delegates, with the exception of the President of the ALDE Party, aisbl, and the signers of the founding act. The General Assembly shall determine the fee, which shall be no less than 500 EUR and shall not exceed 5 000 EUR.

Full Members shall have the right to participate in the General Assembly, to express their opinions and to vote, on the condition that their voting right is not suspended due to an unpaid membership fee. The membership fee is due at the latest one month after invoicing; after that point in time, the right to vote is suspended until all payments due are received.

Article 6 – Register of full and affiliate Members

A register containing an up-to-date list of all full and affiliate Members of the Association will be held at the registered office.

All full and affiliate Members may have access to the register at the registered office of the Association.

Article 7 – Admission of full and affiliate Members

Foundations, associations and think tanks can apply for membership if they are proposed by two other Members of the Association.

Any application for full or affiliate membership shall be sent to the Board of Directors with all necessary documentation evidencing that the applicant fulfils the membership requirements. This application should include a position paper outlining the prospective affiliate member organisation's relationship to liberalism. The Board of Directors shall submit the application, its preliminary report and its opinion to the General Assembly, which will examine whether or not the application meets the affiliate or full membership requirements. The General Assembly shall take its decision with a majority of two-thirds of the votes cast. The decision of the General Assembly to admit the applicant shall be final and the General Assembly shall be under no obligation to justify its decision.

Article 8 – Resignation and expulsion of full or affiliate Members

Any full or affiliate Member may resign from the Association at any time by giving three months' notice by registered letter addressed to the President. The resignation shall only come into force at the end of the financial year.

A resigning full or affiliate Member will remain liable for its financial obligations vis-à-vis the Association until the end of the financial year during which its resignation took place.

If a full or affiliate Member fails to meet its financial obligations, a notice is sent by the Treasurer requesting to settle its debts, and mentioning that the voting right of the full member is suspended until full payment is received.



If a full or affiliate Member fails to meet its financial obligations for two consecutive financial years, it will be considered as having resigned from the first day of the following financial year.

Any full or affiliate Member may be expelled for any of the following reasons:

- i. not abiding by the Articles of Association or the Internal Regulations;
- ii. not abiding by the decisions of any body of the Association;
- iii. not fulfilling the conditions for full or affiliate membership anymore;
- iv. when, any of its acts is contrary to the interest and the values of the Association in general.

The General Assembly decides expulsion of full or affiliate Members with a majority of two-thirds of the votes cast. The full or affiliate Member will be informed by registered mail of the expulsion proposal. The letter sets forth the grounds on which the proposed expulsion is based. The full or affiliate Member has the right to notify its remarks in writing to the President, within 15 calendar days subsequent to the receipt of the letter. Upon its prior written request, the full or affiliate Member involved shall be heard.

The expulsion decision sets forth the grounds on which the expulsion is based but apart from that, the decision does not need to be justified. The President sends a copy of the decision to the expelled full or affiliate Member by registered letter, within 15 calendar days. The expulsion shall come into force immediately but the expelled full or affiliate Member shall remain liable for its financial obligations vis-à-vis the Association until the end of the financial year.

A full or affiliate Member who has resigned or been expelled shall have no claim against the assets of the Association.

CHAPTER III – BODIES OF THE ASSOCIATION

Article 9 – The Bodies of the Association

The bodies of the Association are:

- i. The General Assembly;
- ii. The Board of Directors;
- iii. The Executive Director.

CHAPTER IV – GENERAL ASSEMBLY

Article 10 – Composition and powers

The General Assembly consists of the full Members (natural persons) and the representatives of the full members and the affiliate members. The Board of Directors organises the General Assembly, the Executive Director drafts its minutes. Affiliate members can voice their opinion but do not have the right to vote.

In accordance with the Internal Regulations, and upon prior invitation, third parties, being individuals and/or legal entities, may be granted the right to take part in a meeting of the General Assembly. They may voice their opinion but do not have the right to vote.

The decisions taken by the General Assembly shall be binding on all full and affiliate Members, including those absent or dissenting.

The following powers are restrictively reserved to the General Assembly:

- a. election, dismissal and discharge of the members of the Board of Directors;
- b. approval of the common annual activity programme, upon proposal of the Board of Directors;
- c. approval of the annual accounts, the annual report, the budget and any other form of financing;
- d. admission, suspension and expulsion of full and affiliate Members;
- e. amendments to the Articles of Association;
- f. amendments to the Internal Regulations;
- g. interpretation of the Articles of Association and the Internal Regulations;
- h. dissolution and liquidation of the Association;
- i. upon proposal of the Board of Directors, the appointment of one or more independent experts as referred to in article 22 of the Statutes.

Article 11 – Notices and meetings

The Board of Directors convenes the General Assembly. The General Assembly shall meet twice per calendar year. The first General Assembly shall be held in spring, the second in autumn. If applicable, a reminder from the



President, stating that the membership is unpaid and therefore the voting right is suspended until the membership fee is received, is joined to the invitation of the member concerned.

The Board of Directors or at least a third of the full Members may convene extraordinary meetings of the General Assembly.

The notice is sent by mail, facsimile, email or any other written or electronic means. For the rest, the rules related to the agenda, timetable and conduct of the meetings of the General Assembly will be laid down in the Internal Regulations.

Article 12 – Representation

The full Members shall be represented at the General Assembly by their President or their delegate(s) designated in accordance with the Internal Regulations.

Each full Member may also be represented by another full Member, by virtue of a written power of attorney. However, each full Member shall represent not more than two other full Members. Thus it is possible for a delegate to represent multiple votes.

The full Members shall be entitled, in accordance with the Internal Regulations, to at least one delegate and a maximum of five delegates, depending on the contribution.

Article 13 – Proceedings, quorums and votes

The delegates shall sign an attendance list of full Members prior to the meeting, under the name of the full Member they represent. All other participants equally sign the attendance list.

The General Assembly may validly proceed if at least one third of the full Members are present or represented. Where this quorum is not reached, a new meeting of the General Assembly shall be called no earlier than 15 calendar days after the first meeting. The second meeting of the General Assembly shall be entitled to validly take decisions, irrespective of the number of full Members present or represented.

The General Assembly may validly decide to change the Articles of the Association if at least two-thirds of the full Members are present or represented. If this quorum is not met, another General Assembly shall be convened no earlier than 15 calendar days after the first meeting. At the second meeting, the General Assembly may validly take decisions regardless of the number of full Members present or represented.

Votes shall be cast by a show of hands, unless one-third of the full Members present or represented requests, before the vote begins, that a secret ballot vote be held.

The decisions of the General Assembly, including elections and dismissals of Members of the Board of Directors, shall be taken with a simple majority of the votes cast except in cases where it is decided otherwise by law or the Articles of the Association.

Specifically for changes to the Articles of the Association, a two-thirds majority of the votes shall be required, and for changes to the purpose of the Association, a four-fifths shall be required.

Abstentions and blank or invalid votes shall not be taken into account when counting the votes. In the case of a tie vote, the decision will be rejected.

If a member has a conflict of interest, the member communicates this and will abstain from voting on this precise point.

Article 14 – Minutes

The decisions of the General Assembly are recorded in minutes. The minutes are approved during the next meeting of the General Assembly and signed by the chair of the approving General Assembly. The minutes are kept in a register, at the full and affiliate Members' disposal at the registered office of the Association. A copy of the minutes is also sent out to all full and affiliate Members.

The minutes of the General Assembly may also be published in full or in part.

CHAPTER V – BOARD OF DIRECTORS

Article 15 – Composition and powers

The Board of Directors consists of seven members: the President, two Vice-Presidents (the First and Second Vice-President) and a Treasurer as well as three other Board members. The Board of Directors must be composed of members from one quarter of the member States. They are elected by the General Assembly for a two-year period.



The mandate of the Board members is renewable. A Board member cannot serve on the Board of Directors more than two mandates in the same position and more than eight years in total. In accordance with the rules laid down in the Internal Regulations, third parties may be invited to take part in a meeting of the Board of Directors, as observers. Observers may voice their opinion but do not have the right to vote. The Executive Director of the Association and the Secretary General of the ALDE Party, aisbl, are ex-officio members of the Board of Directors, without voting right.

Unless it is decided otherwise by the General Assembly, the term shall be effective immediately and shall end at the end of the second “annual meeting” that is held after the one at which the election was held or the term was renewed.

The function of member of the Board of Directors is not remunerated. Reasonable expenses supported by appropriate documentary evidence will be reimbursed.

The Board of Directors shall be vested with the power to undertake any act necessary or useful to achieve the purpose and objectives of the Association, except for those powers that the Act or these Articles of Association reserve to the General Assembly.

The Board of Directors shall appoint and dismiss the Executive Director.

The Board of Directors may delegate, under its responsibility, part of its powers for particular or specific purposes to an proxyholder.

The Board of Directors may set up advisory and working groups for any purpose it thinks fit. The composition, terms of reference and the rules of procedure of such advisory and working groups will be laid down in the Internal Regulations.

Article 16 – Vacancy before term

In the event that a vacancy occurs, a new member of the Board of Directors can be appointed by the Board of Directors, in accordance with the provisions laid down in Article 18.

The term of office of the replacing member of the Board of Directors shall expire at the same time as the term of the replaced member of the Board of Directors. The appointment shall be ratified at the next meeting of the General Assembly.

Article 17 – Notices and meetings

The Board of Directors shall meet at least two times a year.

Meetings of the Board of Directors shall be called by the President or by two members of the Board of Directors.

The meetings of the Board of Directors shall be chaired by the President or, in his/her absence, by the First Vice-President, the Second Vice-President or the Treasurer. The notice calling the meeting shall contain the place, date, time, agenda and, as the case may be, working documents. It must be sent to all members of the Board of Directors by letter, facsimile or e-mail or any other written or electronic means, at least eight calendar days prior to the date of the meeting.

Article 18 – Proceedings, quorums and votes

Decisions shall be valid when at least half of the members of the Board of Directors participate. Where this quorum is not reached, a new meeting of the Board of Directors shall be called no earlier than eight calendar days after the first meeting. The second meeting of the Board of Directors shall be entitled to take valid decisions irrespective of the number of members of the Board of Directors participating.

The Board of Directors may only deliberate on the matters set out in the agenda, unless all voting members of the Board of Directors agree and decide unanimously to discuss other matters.

Each member of the Board of Directors will have one vote. A member of the Board of Directors may not grant a power-of-attorney to another member of the Board of Directors.

Votes are held by a show of hands, or, in case audioconference or videoconference is used, by their voice, unless one-third of the Members present or represented request, before the vote begins, that a secret ballot vote be held.

The decisions of the Board of Directors shall be taken with a simple majority of the votes cast. Abstentions and blank or invalid votes shall not be counted in the votes cast. In the case of a tie vote, the chair of the meeting shall have a casting vote.

Decisions may also be taken by conference call or videoconference. Decisions taken by conference call or video conference are deemed to take place at the registered office of the Association and are deemed to come into force



on the date of the meeting. Exceptionally, decisions can be taken by email, if all voting members of the Board of Directors agree unanimously on the matter to be decided on and participate.

If a Board member has a conflict of interest, he/she communicates this and will abstain from voting on this precise point.

Article 19 – Minutes

Decisions taken by the Board of Directors shall be recorded in minutes. The minutes are approved during the next meeting of the Board of Directors and signed by the chair of the next approving meeting.

The minutes are kept in a register, at the disposal of the members of the Board of Directors at the registered office of the Association. A copy of the minutes is also sent out to all members of the Board of Directors.

CHAPTER VI – MANAGEMENT OF THE ASSOCIATION

Article 20 – The Executive Director

The Board of Directors shall delegate the daily management of the Association to the Executive Director. The Board of Directors defines the scope and financial limitations of the daily management powers of the Executive Director. The Treasurer will take a particular role with the Executive Director in administration and personnel management of the Association.

The term of office of the Executive Director shall be for a maximum period of three years, renewable.

The Executive Director shall be remunerated, according to decision of the Board of Directors. Reasonable expenses supported by appropriate documentary evidence will also be reimbursed.

The Executive Director may delegate a part of his/her powers for particular or specific purposes to a third party, under his/her responsibility.

CHAPTER VII – REPRESENTATION OF THE ASSOCIATION

Article 21

The Association shall be validly represented with respect to all acts, including court proceedings, by either the President or any two members of the Board of Directors acting jointly, who shall not be obliged to offer proof to third parties of a prior decision of the Board of Directors. The Executive Director shall individually represent the Association with respect to all acts of daily management, including court proceedings, and shall not be obliged to offer proof to third parties of a prior decision of the Board of Directors. The Association is also validly represented by a proxyholder, within the limits of his/her power-of-attorney.

CHAPTER VIII – AUDIT

Article 22

The audit of the financial situation, the annual accounts and the verification that the transactions set out in the annual accounts comply with all applicable laws, rules and regulations including the Articles of Association and the financial rules of the European Parliament, shall be entrusted to one or several independent experts appointed by the General Assembly.

Alternatively, the General Assembly may, subject to the mandatory provisions of Belgian law, decide that the external audit imposed by the European Parliament in accordance with the EU Regulations governing political parties at European level and the rules regarding their funding will be adequate and does no longer create a need for appointing such independent experts in accordance with the first paragraph of this article.

CHAPTER IX – INTERNAL REGULATIONS

Article 23

The General Assembly shall adopt and may amend the Internal Regulations of the Association. The Internal Regulations regulate the functioning of the Association and its bodies in general and may not conflict with the Articles of Association. The articles of association take precedence over the Internal Regulations.

CHAPTER X – FINANCIAL YEAR, BUDGET AND ACCOUNTS

Article 24

The financial year shall coincide with the calendar year.



Article 25

The Board of Directors shall prepare the annual accounts at the end of each financial year. The Treasurer, on behalf of the Board of Directors, shall also issue an annual report justifying the management of the Association. This annual report shall include comments on the annual accounts for the purpose of presenting the evolution of the Association and the Association's activities.

The annual report and the auditor's report shall be presented to the General Assembly for approval, together with the draft annual accounts.

CHAPTER XI – FINANCING

Article 26

The Association shall secure its financing by:

- i. resources granted by any authority and more in particular the European authorities;
- ii. membership fees;
- iii. the remuneration of any service rendered by the Association to its full and affiliate Members or third parties;
- iv. the payment of royalties for the use of intellectual property rights owned by the Association;
- v. fundraising and/or voluntary contributions;
- vi. any other form of authorized financial resource.

The full and affiliate membership fees must be paid before the 1 April of each year.

CHAPTER XII – LIMITED LIABILITY

Article 27

The full and affiliate Members of the Association, the members of the Board of Directors and the persons entrusted with the daily management of the Association will not be personally liable for the obligations of the Association.

The liability of members of the Board of Directors or persons entrusted with daily management is limited to the proper performance of their mandate.

CHAPTER XIII – AMENDMENTS TO THE ARTICLES OF ASSOCIATION, DISSOLUTION AND LIQUIDATION OF THE ASSOCIATION

Article 28

Any proposal to amend these Articles of Association or to dissolve the Association shall only be valid if proposed by the Board of Directors or one third of the full Members.

The proposed amendments to the Articles of Association must be attached to the notice calling the meeting of the General Assembly.

An attendance quorum of at least two-thirds of the full Members, whether they are present or represented, is required for decisions regarding amendments to the Articles of Association or the dissolution of the Association. Where this quorum is not reached, a new meeting of the General Assembly shall be called no earlier than 15 calendar days after the first meeting. The second meeting of the General Assembly shall be entitled to take valid decisions irrespective of the number of full Members present or represented.

Decisions regarding amendments to the Articles of Association shall be taken with a majority of two-thirds of the votes of the full Members present or represented, blank or invalid votes shall be considered negative votes.

Any decision relating to the amendments to the Articles of Association shall be published in the Annexes to the Belgian Official Gazette.

Decisions pertaining to the purpose of the association or to its dissolution shall be taken with a majority of four-fifth of the votes of the full Members present or represented. Blank or invalid votes shall be considered negative votes.

In the event that the Association is dissolved, the General Assembly shall decide by a simple majority of the votes cast on (i) the appointment, powers and remuneration of the liquidators, (ii) the methods and procedures for the liquidation of the Association and (iii) the destination to be given to the net assets of the Association. The net assets of the Association will have to be allocated to a non-profit purpose.

CHAPTER XIV – FINAL PROVISIONS



Article 29

These Articles of Association shall be written in French and English. The French version is the official version of the Articles of Association and shall take precedence.

English shall be the working language of the Association.

Article 30

Anything not provided for in these Articles of Association will be regulated by the Act.