

EMES INTERNATIONAL RESEARCH NETWORK ASBL

Non-profit making association under Belgian Law

STATUTES

The bylaws originally approved in April 2002, and revised in September 2005, that resulted in the creation of a non-profit making organisation (ASBL) under Belgian law, are hereby revised to include the following rules

TITLE 1. NAME – REGISTERED OFFICE – DURATION – OBJECTIVES

SECTION 1. NAME

Article 1. The name under which the non-profit making Association was created “EMES European Research Network”, abbreviated “EMES”, is modified to include its international dimension. Therefore the new name is “EMES International Research Network”. The abbreviation “EMES”, which originates from the first common research project of the network on "the emergence of the social enterprise in Europe", remains unchanged.

SECTION 2. REGISTERED OFFICE

Article 2. The Association has its registered office in Belgium, within the jurisdiction of the Liege judicial district. The registered office of the Association is within the "Centre d'Économie Sociale" of the University of Liege, boulevard du Rectorat, 3, Bât. B33, Boîte 4, 4000 Liege (Belgium).

The Association is governed by the Belgian Law of 27th June 1921.

SECTION 3. OBJECTIVES

Article 3. The Association, which does not have a profit-making objective, has as a general aim the creation of a permanent collaboration between research centres and researchers working in the field of social enterprises, the third sector, the social and solidarity-based economy, social innovation and civil society dynamics. The geographical scope of the Association is international. It will primarily pursue a scientific aim. In order to do this, it will carry out research regarding social enterprises, third sector, social and solidarity-based economy, social innovation and civil society dynamics matters. It will carry out studies on all matters relating to the abovementioned matters and of interest to its members, particularly -

but not exclusively - on the subject of initiatives or projects of/at the request of international institutions and interest organizations.

Secondly, the Association will also pursue a pedagogic objective. In order to fulfil this aim, it will organise conferences, study seminars and training activities for the benefit of its members, particularly - but not exclusively - on the questions addressed in its research and studies.

Thirdly, the Association will pursue an informational and awareness-raising objective. In order to do this, it will develop all kinds of initiatives likely to disseminate scientific works and the pedagogic or other activities carried out by the Association or its members.

The major activity of the Association will mainly consist in the design, the entire or partial management and the follow-up of projects and research works carried out by members of the EMES International Research Network, organisations and/or by researchers with a similar aim. The Association, through its activities, does thus not aim at obtaining any profit.

The Association carries out its aims in total independence of all governments or political parties.

The Association has full capacity to act directly or indirectly, totally or partially, with respect to its objectives, and further develop or facilitate their attainment.

It can, notably, lend support and take an interest in any organization whose objectives and activities are similar to those of the present Association, or who could help achieve its objectives.

It can incidentally carry out commercial transactions.

Finally it can lend support and take an interest in every similar activity in line with its objectives, carry out all transactions which are related, directly or indirectly to its objectives and activities, set up and manage any department or institution with the same objectives.

TITLE 2. MEMBERS

Article 4. The Association is composed of its members.

SECTION 1. NUMBER OF MEMBERS

SUB-SECTION 1. NUMBER OF MEMBERS

Article 5. There is no limit to the number of possible members of the Association. The number of members cannot, however, be less than six. Members can be established in any country in the world.

SUB-SECTION 2. MEMBERSHIP CATEGORIES, REQUIREMENTS AND FORMALITIES FOR ADMISSION

Article 6. The following categories of members exist:

- Institutional members
- Individual members can be either: individual researchers; or students enrolled in a relevant doctoral program.

Additional non-formal affiliation could be pursued with the goal of helping achieve the objectives of the Association.

The following may qualify for membership in each of the categories:

- **Research centres** specialised in the field of the third sector, the social and solidarity-based economy, social enterprises, social innovation, and civil society dynamics, and established in Europe and beyond. A research centre established in a country already represented by an Institutional Member can only qualify for membership of this category subject to the approval of the member(s) established in the same country.

- **Individual researchers** specialised in the field of the third sector, the social and solidarity-based economy, social enterprises, social innovation and civil society dynamics, and established anywhere in the world. Special attention is given to countries where no research centre is member of the Association.

Article 7. The admission of new members is done according to the membership category:

- Institutional members: The interested research center submits an application to the Board of Directors composed of: a motivation letter; an organizational CV; CVs from key researchers who would be the main contact people (and more active); key articles, reports, publications; and any other document that can help support the application.

Upon receipt of these document, two members of the Board will review the information and report back to the Board. In parallel, the Board may invite some of the key people from the applying center to participate in or organize an EMES event, activity, or project.

The Board of Directors decides on the admission of new members. Admission is subject to the acceptance of these bylaws and to the agreement to pay all relevant contributions related to membership.

- Individual members: Interested researchers working in the field of the third sector, the social and solidarity-based economy, social enterprises, social innovation and civil society dynamics can become individual members of EMES.

Individual members may apply for membership at any time. There is no requirement for a Board approval.

SUB-SECTION 3. RIGHTS AND OBLIGATIONS OF THE MEMBERS

Article 8. The General Assembly is composed of existing members. They enjoy all the rights linked to membership, comprising a voting power according to their membership category.

The members commit themselves to abide by the present bylaws of the Association.

The members shall pay an annual fee. Members who have not fulfilled the duty of paying the annual fees do not have voting rights in the General Assembly.

SUB-SECTION 4. CONDITIONS AND FORMALITIES FOR MEMBERS' RETIREMENT FROM THE ASSOCIATION

Article 9. Members of the Association may at any time terminate their membership by addressing their retirement in written form to the Board of Directors.

Article 10. Any institutional member who does not pay the relevant annual fee within six months from receiving notice to pay through electronic or registered mail may be excluded from the Association. Any Individual Member who does not pay the relevant annual fee by the membership renewal date is automatically excluded.

Any member subject to a prohibitive judicial measure is excluded from the Association.

The General Assembly recognizes the exclusion of the institutional member.

Article 11. Exclusion of members from the Association is determined by the General Assembly by a two third majority of the voters present or represented. In such case, the member concerned must receive prior notice from the Board of Directors of the proposed decision concerning that member and be invited to provide any arguments in his/her defense, either in writing, or by personal appearance at the meeting of the General Assembly. Such a decision has immediate effect.

Article 12. The Board of Directors may suspend, until decision by the General Assembly, those members found guilty of a serious infringement of the statutes, or unacceptable behaviour.

Article 13. Membership is automatically lost on death or, in the case of the winding up, the merger, the splitting up, the nullity or bankruptcy of a legal person.

Article 14. The excluded or suspended member as well as the heirs of a deceased member have no rights whatsoever over the common funds. They remain bound by all potential obligations entered into with the Association on the date of their departure. They can neither claim nor request a rendering of their accounts, the imposition of seals by a court, the carrying out of an inventory or the reimbursement of contributions made.

SUB-SECTION 5. THE REGISTER OF MEMBERS

Article 15. The Board of Directors of the Association will keep a register of all members at its registered office.

SECTION 2. MEMBERSHIP FEES

Article 16. Institutional and individual members will make an annual contribution to the Association. Failing to do so results in sanctions being imposed as set out in Article 10 for regular members. The amount of this contribution is proposed by the General Assembly and approved by the Board of Directors.

The amount of the contribution to be made depends on whether the member is either an institutional or individual member.

TITLE 3. THE GENERAL ASSEMBLY

SECTION 1. THE COMPOSITION OF THE GENERAL ASSEMBLY

Article 17. The General Assembly is composed of all the members. It is presided over by the President of the Board of Directors or, in his/her absence, by the Vice-President or any other person as determined by the Board.

SECTION 2. THE POWERS OF THE GENERAL ASSEMBLY

Article 18. The General assembly has sovereign power over the Association. It possesses all powers as prescribed by law and the present statutes.

The General Assembly has the right:

1. to modify the statutes.
2. to exclude a member.
3. to announce the winding up of the Association.
4. to appoint and remove directors.
5. to appoint and remove the commissioners, the auditor(s), the liquidator(s) as well as fix their remuneration in those cases where remuneration is to be granted.
6. to approve the annual accounts and budget.
7. to approve the bylaws and any modifications made to them.
8. to give the receipt to the Board of Directors and to the commissioners, and in case of a winding up to the liquidators.
9. to decide to initiate proceedings in tort against any member of the Association, any director, any commissioner, any person given a mandate by the General Assembly to represent the Association.
10. to fix the amount of the membership fees to be made.
11. to decide upon the destination of the assets in case of a winding up of the Association.

SECTION 3. FREQUENCY OF GENERAL ASSEMBLY MEETINGS

Article 19. Under ordinary circumstances, the General Assembly elects the Board of Directors. The General Assembly can appoint one or more auditors who are not members of the Association. It listens to and discusses the Board of Directors' reports, or those reports put on the agenda. It decides on the annual projects, votes on the budget, approves the balance sheet and the annual accounts. It ratifies the admission of new institutional members. It may decide upon the creation of offices or representations in other countries. It may decide upon the creation of commissions and work groups or sub-networks, and in such case nominates their managers or approves their designation, lays down or approves their work programmes, and listens to, where necessary, their reports or summaries. It adopts and may modify an internal rule specifying the interpretation and the modalities for the application of the statutes.

The General Assembly can remove from office at any time the President and the members of the Board of Directors. It can also decide to exclude a member.

Under exceptional circumstances, the General Assembly can decide under special quorum (as specified in Section 6 below) to modify the statutes, to wind up the Association or sanction a merger with another Association with similar objectives, to exclude a member, if this is in line with articles 8, 12, 20 and 26 of the law of 27 June 1921 on non profit making associations, and decide on the attribution of surplus remaining after liquidation.

Article 20. The General Assembly meets ordinarily at least once a year, during the first semester of the civil calendar.

An extraordinary General Assembly can meet at any time through decision by the Board of Directors, whether it be at their request, or at the request of one fifth of all members. The president has the mandate to implement this decision.

Each meeting will take place on the day, hour and place mentioned in the summons. All the members have to be summoned to it.

SECTION 4. TYPES OF SUMMONS

Article 21. The General Assembly is summoned on behalf of the Board of Directors, sent by one of the following: ordinary mail, handed over by hand, by email, or by fax at least thirty days before the date on which the Assembly takes places and is signed by a director on behalf of the Board of Directors.

The summons contains the agenda. If the General Assembly has to approve the accounts and the budget, these must be annexed to the summons. Every proposition signed by one twentieth of the members must be put on the agenda.

SECTION 5. QUORUM AND MAJORITY RULES AND VOTING RIGHTS

Article 22. All members may be represented by another member with a declaration of representation duly signed. No member can represent more than two other members.

All members can attend the Assembly. Voting rights of members at the General Assembly depend on the membership category (two colleges):

- **Institutional members:** each member has one unique vote summing up to two-thirds of the votes.
- **Individual members** have one unique vote vote summing up to one-third of the votes.

Article 23. Rules for Board elections

A nominating committee assists the Board to find and suggest new members to stand for election.

There is a maximum of two candidates per country, one per institution.

Article 24. Electoral process

Nominating Committee consists of two Board members and two external members.

The mandate for the Nominating Committee includes:

Candidates can be from any country, international Board members can participate in Board meeting via Skype.

Institutional members should put forward a person to represent it in EMES. If EMES does not agree with the proposed person, compromise should be sought. The President of EMES will contact each institutional member and ask them to consider nominating a candidate.

Candidate profiles should be published on the EMES website at least two months before the election.

The voting rights of members who are in arrears with their fees are suspended, and do not count in the calculation of the quorum nor the majority.

Article 25. Unless otherwise specified by the law or the statutes, the General Assembly validly meets:

- if the majority of its members are present or represented for decisions under ordinary circumstances,
- if two-thirds of the members are present or represented for decisions under extraordinary circumstances. If two-thirds of the members are not present or represented at a first meeting, a second meeting can be summoned to deliberate validly, regardless of the number of members present or represented, and adopt the decisions taken under extraordinary circumstances by majorities described below for decisions under extraordinary circumstances.

Unless otherwise specified by the law or the statutes, the decisions of the General Assembly are taken:

- for ordinary decisions by a simple majority of the members present or represented.
- for extra-ordinary decisions by a majority of two-thirds of members are present or represented provided that the decisions is also supported by two-thirds of the votes of institutional members.

Such valid decisions commit absent and dissenting members.

Void and blank votes as well as abstentions are not taken into account for the calculation of a majority. When the General Assembly has to decide on the expulsion of a member, on a modification of the statutes, on the winding up of the Association or on its transformation into a company with social objectives, void and blank votes as well as abstentions are regarded as no votes.

In case of even votes, the proposal shall be rejected.

SECTION 6. SPECIAL QUORUMS FOR EXTRAORDINARY DECISIONS

Article 26. The Board of Directors must inform the members of the Association, at least three months in advance, of the date on which the General Assembly will decide upon a proposal for a statutes modification or for the winding up of the Association.

Article 27. The General Assembly can only validly deliberate on a winding up of the Association, on the exclusion of a member, on a modification of the statutes or on a transformation of the Association into a company with social objectives if this is in line with articles 8, 12, 20 and 26 of the law of 27 June 1921 on non-profit making associations.

SECTION 7. DELIBERATIONS ON POINTS NOT LISTED ON AGENDA

Article 28. The Assembly can only validly deliberate on the points listed on the agenda.

In case of emergency duly justified for the next meeting of the General Assembly, a point not listed on the agenda can be deliberated with the condition that half of the members present or represented in the General Assembly and that two-thirds of those members accept the inclusion of that point on the agenda.

SECTION 8. MINUTES

Article 29. The deliberations of the General Assembly are kept in a specific register containing the minutes. The minutes are written by the Secretary of the Board of Directors or, if something crops up, by another director appointed to do this by the Board of Directors. The minutes are signed by the president of the session. Any member can consult the minutes but may not remove the register containing them.

Any member with a legitimate interest may request extracts of the minutes signed by the president or another director.

SECTION 9. PUBLICATION IN THE MONITEUR BELGE (BELGIAN OFFICIAL JOURNAL)

Article 30. Any modification to the statutes must be placed without delay at the register of the Commercial Court and published in the annexes of the Moniteur Belge, in line with article 26 novies of the law of 27 June 1921. The same applies to any appointment or termination of duty of a director, of a person capable representing the Association, of a person delegated with daily management functions or, if need be, of a commissioner.

TITLE 4. BOARD OF DIRECTORS

SECTION 1. COMPOSITION OF THE BOARD OF DIRECTORS

Article 31. The Association is administered by the Board of Directors. The Board of Directors is composed of eight institutional members plus four individual members, including the past President (institutional or individual member) plus PhD representative for a total of 14 Board members, out of which 12 are elected.

The members of the Board of Directors are elected by the General Assembly for a term of four years and can be dismissed by it. The term of office is four years with a maximum number of mandates of three, except the immediate past President who can serve four consecutive terms. The number of Directors must always be less than the number of members of the Association.

Article 32. Any director wishing to resign must inform the Board of Directors in writing. The resigning director must stay in office until the date of the next General Assembly if his/her resignation means that the number of directors will be less than the minimum number stipulated in Article 34.

Article 33. In the case of a director mandate becoming vacant, a provisional director may be appointed by the General Assembly. He will terminate the mandate of the director whom he has replaced.

SECTION 2. POWERS

Article 34. The Board of Directors enjoys extensive powers for administrating and managing the Association including the alienation of, the mortgaging of and the initiation of arbitration proceedings. All acts which are not expressly reserved by the law or the statutes of the General Assembly fall within its competences.

Article 35. The Board of Directors elects for a four-year term a President from the Board, one or two Vice Presidents, a Secretary and a Treasurer.

If the president is hindered in any way, it is a Vice President which, or in case of default, the most senior director, who will carry out his functions.

The President chairs the Board of Directors. The Secretary is charged with writing the minutes and conserving the relevant documents. The Secretary ensures that the acts required by the Law of 27 June 1921, are deposited with the register of the competent Commercial Court. The Treasurer is charged with the keeping of the accounts, with tax declarations, with the formalities for the payment of taxes on assets and VAT and, as the case may be, with the depositing of the accounts with the national bank of Belgium. In the case the President, the Secretary, or the Treasurer are hindered, the Board of Directors can appoint a director to replace him in the interim.

SECTION 4. SUMMONS, AGENDA, QUORUMS AND THE EXERCISE OF THE POWERS

Article 36. The Board of Directors shall meet at least twice a year, on the summons of the President or a half of its members.

The summons of the Board of Directors is sent by ordinary mail or handed over by one of the following: by hand, by email, or by fax at least two weeks before the scheduled date for the Board of Directors' meeting. It contains the agenda.

Article 37. The Board of Directors is a collegial body.

The Board of Directors meets validly if at least half of its members are present or represented.

The Board of Directors' meeting may be held by videoconference, telephone conference or by e-consultation on the Internet.

Its decisions are taken by a majority of the members present or represented. A member of the Board of Directors present can only hold one mandate.

Article 38. The members of the Board of Directors can be represented by another director with a declaration of representation duly signed. Each director can only hold one declaration of representation.

In the case of a split vote the President has the casting vote.

Void and blank votes as well as abstentions are not taken into account for the calculation of the majority.

Article 39. In exceptional circumstances, a point which is not on the agenda may be discussed if at least half of the directors present or represented at the Board of Directors meeting and two thirds of them accept to place this point on the agenda.

SECTION 5. MINUTES

Article 40. The decisions of the Board of Directors are recorded in a register of the minutes.

The minutes are written by the Secretary to the Board of Directors or, in the case of a hindrance, by another director appointed by the Board of Directors.

They are signed by the President and kept in a register at the registered office of the Association.

Any member may consult the minutes without removing the register.

Any member with a legitimate interest may request extracts of minutes signed by the president or by another Director.

SECTION 6. NON-REMUNERATED ACTIVITIES

Article 41. The Directors carry out their functions without remuneration. However, the expenses incurred when exercising their functions can be reimbursed by the Association.

SECTION 7. LIABILITY OF THE DIRECTORS

Article 42. In the course of carrying their functions, the directors do not commit to any personal obligation and are only responsible for executing their mandate.

SECTION 8. DELEGATION OF POWERS OF THE BOARD OF DIRECTORS BY MANDATE

Article 43. The Association is also validly engaged by special representatives within the limits of their mandates. The Board of Directors can also delegate a part of its powers to one or several directors or to third parties. In this case, the extent of the representatives' powers as well as the duration of the mandate will be explicitly defined. The termination of a director's functions ends all powers delegated by the Board of Directors.

SECTION 9. ORGAN DEALING WITH THE DAY-TO-DAY MANAGEMENT

Article 44. The Board of Directors can delegate the day-to-day management of the Association with the attendant power to sign documents to one or more persons, be

they/him director(s) or not. Those delegated persons act as an organ. If they are several, they act on an individual basis.

The day-to-day management consists in the power to execute the day-to-day acts for the implementation of the guidelines decided upon by the Board of Directors and which must be implemented regularly in order to ensure the smooth running of the activities carried out by the Association, among which:

1. The opening and the management of bank accounts
2. The relationships with public authorities
3. The keeping of accounts
4. The keeping of administrative documents (summons, minutes, social and fiscal documents etc.)

Those persons charged with, as an organ, to carry out the day-to-day running of the Association, are appointed by the Board of Directors.

The duration of the mandate, which can be renewed, is laid down by the Board of Directors and in any case cannot last longer than three years.

The mandate shall automatically end when the delegate charged with the day-to-day running of the Association ceases to be a director or if he is no longer a staff member of the Association. The Board of Directors can, at any moment, and without justification, terminate a mandate conferred upon a person (persons) charged with the day-to-day running of the Association.

SECTION 10. REPRESENTATIVE ORGAN

Article 45. The Association is validly represented for all the acts and in justice by the president and if the Board of Directors chooses to, by one or several directors selected by it.

Those persons representing the Association act individually, and as an organ, must not justify vis-à-vis third parties that they act on the basis of a preliminary decision or a declaration of representation.

The duration of the mandate, which is renewable, is fixed by the Board of Directors and has a maximum of three years.

The mandate automatically terminates when the person charged with it ceases to be a director (or if no longer a staff member of the Association). The Board of Directors can at any moment, and without justification, terminate a mandate conferred upon a person (persons) charged with the general representation of the Association.

TITLE 5. BUDGET AND ACCOUNTS

Article 46. The financial year is for a period of one calendar year. It is wound up, each year, on 31st December. Every year, the Board of Directors is obliged to submit, during the first half of the following year, the outgoing accounts and the budget for the following year to the General Assembly for approval.

The General Assembly can appoint one or several auditors every year.

TITLE 6. CONFLICTS, DISPUTES, AND ACTIONS IN JUSTICE

Article 47. In the case of conflict or dispute arising from the application, the interpretation or the execution of these statutes, the disputing parties will attempt to resolve their differences by amicable means.

If such an amicable agreement is not possible, the dispute shall be handled by an internal Arbitration Panel. Failing that the dispute shall be definitively settled in accordance with the arbitration rules of the Belgian Centre for the Study and Practice of National and International Arbitration (CEPANI) with one or several arbitrators nominated according to its rules.

Such arbitration will take place in Brussels under Belgian law and following the procedures of CEPANI, and with the auxiliary status, of the sixth chapter of the Judicial Code.

Article 48. Actions in justice, as either plaintiff or defendant, are to be decided by the Board of Directors and introduced or supported on behalf of the Association by a majority of its directors or by a lawyer chosen by the Board of Directors.

The lawyer shall receive his mandate *ad litem* from the Board of Directors, from the organ delegated with the task of day-to-day management or from the special representative who has been appointed by the Board of Directors in order to carry out this task.

However, if the action is introduced against a member of the Association, a director, a commissioner, a person capable of representing the Association or a special representative appointed by the General Assembly, the decision shall be taken by the General Assembly.

TITLE 7. WINDING UP AND DESTINATION OF THE ASSETS

Article 49. In the case of a voluntary winding up, the General Assembly appoints one or two liquidators, determines their powers and defines the destination for the net remaining assets, which have to be directed towards non profit objectives and, if possible, to an entity with a similar objective to those of the present Association.

TITLE 8. MISCELLANEOUS PROVISIONS

Article 50. The official working languages of the Association are English and French.

Article 51. All matters which do not come within the provisions of these statutes will be governed according to the Law of 27 June 1921 on non profit associations, and international non-profit associations and foundations.