

2013

**EUFED**

**Association sans but lucratif**

Rue Haute 25, 1000 Bruxelles

**N°BCE 0866 881 775**

**AMENDMENT TO STATUTES**

Minutes of the General Assembly held on 24<sup>th</sup> March 2013 at Zürich (Switzerland)

In accordance with the law of 27<sup>th</sup> June 1921 on “non-profit-making associations”, last modified by the laws of 2<sup>nd</sup> May 2002 and 16<sup>th</sup> January 2003 (hereafter “the law of 1921”) the undersigned

<b>AYHR</b>	<i>Asociatia Youth Hostel Romania (Hostelling Internatinal Romania) Potaissa 11-13 Cluj-Napoca 400090, Romania</i>	<i>Association sans But Lucratif</i>
<b>CYHA</b>	<i>Croatian Youth Hostel Association (Hrvatski ferijalni i hostelski savez) Savska 5 10 000 Zagreb Croatia</i>	<i>Nevladina i neprofitna organizacija (ASBL)</i>
<b>DJH</b>	<i>Deutsches Jugendherbergswerk Hauptverband Leonardo da Vinci Weg 1 D-32760 Detmold</i>	<i>Association sans But Lucratif</i>
<b>FHSS</b>	<i>Ferijalni i hostelski savez Srbije (Youth Hostel Association of Serbia) Makedonska 22/2 11 000 Beograd, Serbia</i>	<i>Nevladina i neprofitna organizacija (ASBL)</i>
<b>FUAJ</b>	<i>Fédération Unie des Auberges de Jeunesse 27 rue Pajol F-75018 Paris</i>	<i>Association loi de 1901</i>
<b>LAJ</b>	<i>Les Auberges de Jeunesse ASBL 28 rue de la Sablonnière B-1000 Bruxelles</i>	<i>Association sans But Lucratif</i>
<b>ÖJHR</b>	<i>Österreichischer Jugendherbergsring</i>	
	<i>Being the umbrella organisation for the two Austrian ASBL youth hostel associations named immediately below</i>	

<i>ÖJHV</i>	<i>Österreichischer Jugendherbergsverband Schottenring 28 A-1010 Vienna</i>	<i>Association sans But Lucratif</i>
<i>ÖJHW</i>	<i>Österreichisches Jugendherbergswerk Helferstorferstrasse 4 A-1010 Vienna</i>	<i>Association sans But Lucratif</i>
<i>PZS</i>	<i>Popotniško združenje Slovenije (Hostelling International Slovenia) Gospodsvetska cesta 86 2000 Maribor, Slovenia</i>	<i>Association sans But Lucratif</i>
<i>VJH</i>	<i>Vlaamse Jeugdherbergcentrale VZW Beatrijslaan 72 B-2050 Antwerp</i>	<i>Vereniging zonder Winstoogmerk (ASBL)</i>

convened in General Assembly on 24<sup>th</sup> March 2013 in Zürich (Switzerland) and having reached the required quorum have unanimously decided to modify the statutes of the association to facilitate the inclusion of members and to approve the statutes revised as follows:

## **Chapter 1 - Name, Registered office, term, objectives**

### **Article 1 . Name and Registered Office /**

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### Article 1. Name and Registered Office

The name of the association is “EUFED ASBL”, hereinafter referred to as “the association”.

Every certificate, invoice, announcement, publication or other document issued by the association has to mention the name of the association indicating the abbreviation “ASBL” as well as its address.

The association has its registered office at 25, rue Haute, 1000 Brussels, Belgium, in the judicial district of Brussels.

### Article 2. Duration – Minimum number of members

The association is constituted for an unlimited duration.

It is composed of a minimum of three members.

### Article 3. Purpose

EUFED is a non-profit making association having as aim to support the objectives of the International Youth Hostel movement which are as follows:

- To promote the education of all young people of all nations, but especially young people of limited means, by encouraging in them a greater knowledge, love and care of the countryside and an appreciation of the cultural values of towns and cities in all parts of the world, and as ancillary thereto to provide hostels or other accommodation in which there shall be no distinction of race, nationality, colour, religion, sex, class, or political opinions and thereby to develop a better understanding of their fellow men, both at home and abroad;
- To create a formal organization capable of representing the Youth Hostel Associations of the European Union and neighbouring countries within the Institutions of the European Union more effectively than the individual associations can do on their own. To this end, there are three main objectives:
  1. To promote and develop the interests of Youth Hostels and to increase understanding and support for them within the European Union Institutions,
  2. To increase the level of co-operation between the Member Associations,
  3. To encourage all opportunities of relations between the European Union and the rest of the world with regard to

## Youth Hostels and youth tourism.

The association may, generally speaking, carry out and undertake any activity directly or indirectly related to its objectives. In particular, the Federation may affiliate, following a proposal from the Executive Committee ratified by the General Assembly, to any association or federation capable of furthering the aims of the association.

The association might carry out small commercial activities in the limits as foreseen by the law and if its outcome is completely used to pursue the association's aims.

## Chapter II – Membership

### Article 4. Membership

The members of the association are non-profit and non governmental organisations constituted under the appropriate legal status in their country of origin.

Membership of the Federation is open to Youth Hostel Associations, recognised and affiliated to the International Youth Hostels Federation, for the countries belonging to, bordering, or in special relationship with the European Union.

Different kind of members may be accepted following a proposal from the Executive Committee ratified by the General Assembly.

The association is constituted of eight categories of ordinary members, and a ninth category of associate members, all hereafter called “members”. The ordinary members are categorized according to the average overnights of the two years prior as follows:

- Member category 1: less than 200.000 average overnights
- Member category 2: less than 400.000 average overnights
- Member category 3: less than 750.000 average overnights
- Member category 4: less than 1.500.000 average overnights
- Member category 5: less than 2.500.000 average overnights
- Member category 6: less than 4.000.000 average overnights
- Member category 7: less than 8.000.000 average overnights
- Member category 8: 8.000.000 or more average overnights
- Member category 0: associate members

Every year, after obtaining the official overnight statistics from the International Youth Hostel Association, the Executive Committee revises and adjusts the adherence of the members to the different categories according to the average overnights of the two years prior.

In accordance with the Belgian law of 1921, Art. 10, a register of members will be held by the Executive Committee at the registered office of the

association. The register has to be adjusted the latest 8 days after the Executive Committee has knowledge of changes.

No member has any claim to the assets of the association.

#### **Article 5. Admission of the members**

Every organisation wishing to become a member, whether ordinary or associate, shall apply in a written form before the Executive Committee. The Executive Committee decides discretionarily at simple majority of members present or legally represented about suggesting approval of the application by the General Assembly. The Executive Committee shall also propose the appropriate category of membership.

The Executive Committee submits the application to the approval of the General Assembly deciding at simple majority of members present or legally represented.

There is no appeal against the decisions and the applicant shall be informed by ordinary letter.

#### **Article 6. Fees**

Every member shall pay an annual fee calculated according to a formula approved by the General Assembly and based on a "Membership Fee Basic Index".

The members shall pay a maximum annual fee of 100,000 €.

The membership fee is due on the first day of the financial year.

#### **Article 7. Resignation of members**

Each member of the association is free to resign at any time by sending a registered letter of resignation to the Executive Committee.

A member resigning nevertheless owes the membership fee of the year of the resignation.

#### **Article 8. Exclusion of members**

A member may be excluded for violation of the statutes or for every action harmful to the aims of the association. The exclusion of a member is proposed by the Executive Committee and pronounced by the General Assembly by majority of two thirds of members present or legally represented.

The possibility of the exclusion of a member shall be closely examined by the Executive Committee especially

- If the member is no longer a member of the International Youth Hostels Federation, or
- Fails to pay the annual membership fee (Article 6) two weeks after being given notice of the outstanding annual payment by Executive Committee via registered letter.

The member concerned shall be informed and heard by the Executive Committee before a proposition of exclusion. The member has the right to introduce a written statement with the Executive Committee. Once the Executive Committee decides to propose the exclusion, the statement of the member concerned has to be transmitted to the General Assembly before the decision on an exclusion takes place.

A member excluded for the reason of failure of payment of the annual membership fee owes nevertheless that year's membership fee.

#### **Article 9. Consequences of the demission or exclusion of a member**

In case of exclusion or resignation the member does not have any claim to the assets of the association nor to the already paid membership fees.

### **Chapter III. Administration, direction, control.**

#### **Article 10. Executive Committee**

The association is directed by an Executive Committee acting collegially and composed of a minimum of three and a maximum of five directors elected for a four year term office by the General Assembly deciding at simple majority of the votes cast of members present or legally represented.

The Executive Committee is run by a President called EUFED President. There are as well a Vice-President and a Treasurer.

The directors are elected for a renewable term of four years by secret ballot, position by position, beginning with the position of the President, continuing with Vice President, Treasurer and the ordinary members.

No member shall be elected to the Executive Committee normally for more than two consecutive terms, except if being elected as President of the Executive Committee on consecutive terms.

The General Assembly can elect up to two directors on reserve.

The certificate naming a director has to mention his full name, address, date and place of birth as well as the powers assigned to him by the statutes and the mode of their exercise.

### **Article 11. Replacement of a director**

A director can resign from office at any time by written notice.

The Executive Committee can declare the position of a director vacant if it seems conceivable that the director will not be able to fulfil his duties in the near future anymore, namely for health reasons. This decision has to be confirmed by the following General Assembly.

A director replacing a director whose office became vacant before the end of its term ends the office of the director he replaces.

Directors on reserve may replace a vacant position upon decision by the Executive Committee.

A director can be dismissed from office at any time by the General Assembly deciding at simple majority.

If it occurs that the number of Executive Committee directors amounts to less than three and there are no directors on reserve any more or none of the directors on reserve is named director by the Executive Committee in the four weeks after the number of directors dropped below the mark, an Extraordinary General Assembly should be held to replace the missing directors.

### **Article 12. Remuneration**

The directors shall not receive any remuneration for their activities as such. They can be reimbursed for the expenses incurred for the benefit of the association. They do not contract any personal obligation in the execution of their office and are entitled to arrange for the association to take out relevant insurances.

### **Article 13. Secretary General**

The daily administration of the Association can be entrusted to a delegated Administrator named Secretary General and appointed by the Executive Committee deciding at simple majority of the votes cast by its members present or legally represented.

The position of Secretary General is remunerated.

The Secretary General has no voting right.

The Secretary General can be dismissed from office at any time by the Executive Committee deciding at simple majority of the votes cast by its members present or legally represented.

#### **Article 14. Proceedings of the Executive Committee**

The Executive Committee meets at least twice a year to have knowledge of the activities report of the Executive Committee and the accounts and to approve the accounts once a year. The Executive Committee can meet when called by the President or, in case of absence, by the Vice-President or the eldest of the Executive Committee members each time the interest of the association so requires.

It can be convened per mail, email, or fax, upon one weeks' notice.

The meetings of the Executive Committee are presided by the President or in his absence by the Vice-President or in their absence by the eldest of the present Executive Committee members.

Voting proxies are permitted and can be given to another member of the Executive Committee. However each Executive Committee member may not hold more than one proxy.

The Executive Committee may only legitimately pass resolutions if at least half of the Executive Committee current members are present or legally represented.

The decisions are taken at simple majority of the votes cast. In case of a tied vote, the member presiding the meeting shall have a casting vote. The Executive Committee shall keep minutes of its meetings. The minutes are signed by the member presiding the meeting and filed in a special register kept at the registered office.

#### **Article 15. Powers of the Executive Committee**

The Executive Committee has the widest powers to implement the objectives of the association and shall be responsible for implementing the decisions approved by the General Assembly.

It may exercise all the powers that are not specifically reserved to the General Assembly by the law or the statutes.

#### **Article 16. Daily management**

The daily management of the association is entrusted to the Secretary General. In the absence of the Secretary General, the daily management can be entrusted to one or more Executive Committee members or to another designated member of staff.

The daily managers may be recalled at any time without notice period by decision of the Executive Committee with a simple majority of votes cast.



The Executive Committee may appoint a special representative of the association for specific missions.

#### **Article 17. Representation of the association in public and judicial acts**

The association is legally represented by:

- The President, or, in case of absence,
- Two Members of the Executive Committee, or
- The Secretary General within the limits of his/her mandate

The full name, profession and address of the members of the Executive Committee and the Secretary General are published in the annex of the Belgian state gazette (Moniteur Belge).

#### **Article 18. Advisory board**

The Executive Committee may appoint up to two advisors with certain skills in order to assist it in achieving the aim of the association.

The advisors are appointed with a simple majority of the voters.

They serve for a limited mandate of one year renewable upon its term.

They may be invited to attend Executive Committee meetings but have no voting right.

#### **Article 19. Auditor**

A professional auditor is appointed each year by the General Assembly, and chosen from the list of company auditors.

His/her mission is to audit the accounts. His/her office is remunerated.

The auditor can be dismissed by decision of an ordinary or extraordinary General Assembly with simple majority of the present or represented members.

### **Chapter IV. General Assembly /**

## Chapter IV. General Assembly

### Article 20. Powers of the General Assembly

A decision of the General Assembly is especially required:

- 1° To implement amendments to the statutes;
- 2° For the election and dismissal of members of the executive committee;
- 3° For the election and dismissal of the auditor and the fixing of his remuneration (if being remunerated);
- 4° To discharge the executive committee;
- 5° For approval of the year accounts and budgets
- 6° For determination of the annual fee paid by the members;
- 7° For dissolution of the association and appointment of liquidators;
- 8° For the exclusion of members (article 8);
- 9° For the transformation of the association in a « société à finalité sociale » (special form of company with a social aim);
- 10° To bring forward motions on actions the Executive Committee shall undertake;
- 11° To give directives on the association's strategic policy to follow by the Executive Committee
- 12° When such a decision is required by law and/or statutes.

### Article 21. Date and agenda of the General Assembly, convening

The ordinary General Assembly shall be held once a year at the time and place indicated in the notice and in the six months following the end of the financial year.

An extraordinary General Assembly shall be convoked by the Executive Committee at any moment foreseen by statutes or law or considered necessary by the Executive Committee, or, on request of at least one fifth of the members of the association, at any other moment.

The ordinary General Assembly considers and approves the audited account, gives discharge to the Executive Committee and to the auditors for the previous financial year and adopts a resolution on the budget for the coming year.

The General Assembly shall be convened by the Executive Committee upon 15 days' notice. It can be convened per mail, email or fax. The convening notice must specify the items on the agenda drawn up by the Executive Committee the reason of the convocation in the case of an Extraordinary General Assembly and place, date and hour of the meeting.

A General Assembly can in the limits of the Belgian law of 1921 decide at simple majority to discuss and vote on items not on the agenda.

An extraordinary General Assembly can only vote on items on the agenda sent on time with the convocation.

### **Article 22. Composition of the General Assembly, Proxies**

The General Assembly of the association shall consist of the ordinary and the associate members of the association.

The EUFED President shall normally chair meetings of the General Assembly. If the President is not available, the assembly shall designate a member to preside the meeting.

Members are entitled to cast votes according to their respective categories' number of votes (Article 23).

The members may give a proxy to another member. No member may hold more than one proxy.

### **Article 23. Resolutions of the General Assembly, requested majorities**

The resolutions of the General Assembly are adopted at simple majority of votes cast, except when law or statutes require special majorities.

All categories of members have equal rights, only voting rights are different.

- Category 1 members have 2 votes,
- Category 2 members have 3 votes,
- Category 3 members have 4 votes,
- Category 4 members have 5 votes,
- Category 5 members have 6 votes,
- Category 6 members have 7 votes,
- Category 7 members have 8 votes,
- Category 8 members have 9 votes,
- Category 0 members (associate members) have no voting rights.

In case of a tied vote the chair of the assembly or in his absence the presiding member shall have a casting vote.

Resolutions of the General Assembly shall be entered in minutes signed by the chair of the assembly or by the presiding member in his absence and filed in a

special register. This register can be consulted by members upon request. Third parties may apply to the Executive Committee to consult one or more specific resolutions; the Executive Committee will grant or refuse the application at its own discretion on the basis of a simple majority of members present or legally represented.

#### **Article 24. Amendment of the statutes**

Any proposal for the amendment of the statutes of the association will be combined with the calling of the General Assembly at least 30 days before the day of the meeting.

The notice shall contain the text of the proposed amendments.

The quorum to deliberate on an amendment to the statutes is reached if the 2/3 of the members are present or legally represented at the General Assembly.

The decision shall obtain 2/3 of the votes of the members either present or legally represented; however, an amendment to the purpose of the association requires a majority of 4/5 of the votes of the members either present or legally represented.

If 2/3 of the members are not present or represented at the first meeting, a second meeting may be convened no less than fifteen days thereafter. The proposal to amend the statutes may be considered at the second meeting even if less than 2/3 of the members are present or represented. In this case the proposed amendments will also require the here above mentioned majorities of the members present or legally represented.

### **Chapter V. Accounts and Budget**

#### **Article 25. Financial year, accounting obligations**

The association fulfils its accounting obligations in accordance with the relevant Belgian regulation on non-profit making associations.

The financial year shall begin on 1st January and shall end on 31st December of each year.

The Executive Committee shall submit to the ordinary General Assembly for approval the annual accounts (after audit) for the previous financial year and the budget for the coming financial year.

The approval of the accounts equals to giving discharge to the Executive Committee and to the auditor.

### **Chapter VI. Dissolution /**

## **Chapter VI. Dissolution**

### **Article 26. Means of dissolution, appropriation of the assets**

The association can be dissolved at any time if a resolution to this effect is adopted by the General Assembly. The resolution shall be adopted with the quorum and the majority required for a modification of the purposes of the association.

In case of dissolution the General Assembly shall appoint one or more person responsible for the liquidation of the assets of the association.

The liquid assets after settlement of the liabilities shall be advanced to the International Youth Hostel Federation or other non profit making associations with similar disinterested purpose.

## **Chapter VII. Miscellaneous**

### **Article 27.**

All issues not expressly ruled by these statutes will be submitted to the provisions of Title III of the law of 1921 on non profit making associations.

### **Article 28.**

The statutes are effective as of 25th March 2013.