

EUFED Statutes (2018)

Chapter 1 - Name, Registered office, term, objectives

Article 1. Name and Registered Office

The name of the association is "EUROPEAN FEDERATION OF YOUTH HOSTEL ASSOCIATIONS - EUFED ASBL", hereinafter referred to as "EUFED".

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

EUFED has its registered office at 10, Place des Martyrs, 1000 Brussels, Belgium, in the judicial district of Brussels.

Article 2. Duration – Minimum number of members Member Associations

EUFED is constituted for an unlimited duration.

It is composed of a minimum of three Full Member Associations.

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 youth hostels or other accommodation in which there shall be no distinction of origin, nationality, colour, religion, sex, class, or political opinions and thereby to develop a better understanding of their fellow men, both at home and abroad; and
- 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.

EUFED 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 EUFED.

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

Chapter II – Membership

Article 4. Membership

The Member Associations of EUFED are non-profit and non-governmental organizations constituted under the appropriate legal status in their country of origin.

Membership of the Federation is open to all Youth Hostel Associations, recognized 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 Member Associations may be accepted following a proposal from the Executive Committee ratified by the General Assembly.

EUFED is constituted of two kinds of Member Associations:

Full Member Associations receive all services and have voting rights; and

Associated Member Associations receive all services but have no voting rights.

The duration of Associated Member Association is limited to a maximum of two years. Latest after two years, the Associated Member Association must change its status to a Full Member Association or withdraw from EUFED's membership.

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 EUFED. 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 EUFED.

Article 5. Admission of the Member Associations

Every organization wishing to become a Member Association, whether Full or Associated, 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 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 e-mail or any other means.

Article 6. Fees

Every Member Association shall pay an annual fee calculated according to a formula approved by the General Assembly, which also fixes the maximum annual fee.

The annual membership fee for each Member Association is calculated by taking into account the average number of its overnights of the three years prior. The average number of overnights is based on annual statistics of the International Youth Hostels Federation.

The members shall pay a maximum annual fee of 6,000 €.

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

In cases of economic difficulties of a Member Association and/or other understandable to the Executive Committee reasons, the Executive Committee can reduce the annual membership fee for a limited time. The Executive Committee shall report its decision to reduce an annual membership fee at the next EUFED General Assembly.

Article 7. Resignation of Member Associations

Each Member Association of EUFED is free to resign at any time by sending a registered letter of resignation to the Executive Committee.

A Member Association resigning nevertheless owes the membership fee of the year of the resignation.

Article 8. Exclusion of Member Associations

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

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

- if the member is no longer a Member Association 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 or e-mail.

The Member Association concerned shall be informed and heard by the Executive Committee before a proposition of exclusion. The Member Association 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 Association concerned has to be transmitted to the General Assembly before the decision on an exclusion takes place.

A Member Association 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 Association

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

Chapter III. Administration, direction, control.

Article 10. Executive Committee

EUFED 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 Full Member Associations present or legally represented.

The Executive Committee is run by a President called EUFED President. Other Executive Committee members are named as Vice-Presidents. One of Vice-Presidents shall be responsible for EUFED budget and finances.

The President and the Vice-Presidents are elected for a-term of four years by secret ballot, position by position, beginning with the position of the President and continuing with Vice- Presidents.

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 EUFED. They do not contract any personal

obligation in the execution of their office and are entitled to arrange for EUFED to take out relevant insurances.

Article 13. Secretary General

The daily administration of EUFED 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 EUFED 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/her 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 EUFED 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 EUFED 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 EUFED for specific missions.

Article 17. Representation of EUFED in public and judicial acts

EUFED is legally represented by:

- The President, or, in case of absence,
- One of the Vice-Presidents as appointed by the President, 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. 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

Article 19. 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 Member Associations;
- 7° For dissolution of EUFED and appointment of liquidators;

8° For the exclusion of Member Associations (article 8);

9° For the transformation of EUFED 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 EUFED's strategic policy to follow by the Executive Committee

12° When such a decision is required by law and/or statutes.

Article 20. Date and agenda of the General Assembly, convening

The ordinary General Assembly shall be held once a year 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 Member Associations of EUFED, 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 21. Composition of the General Assembly, Proxies

The General Assembly of EUFED consists of Full and Associated Member Associations of EUFED.

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.

Full Member Associations—are entitled to cast votes according to their respective categories' number of votes (Article 23).

The Full Member Associations may give a proxy to another Full Member Association. No Full Member Association may hold more than one proxy.

Article 22. 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 Full Member Associations have equal rights, only voting rights are different.

- Category 1: Annual fee up to 1.000 €: 1 vote,
- Category 2: Annual fee 1.000-2.000 €: 2 votes,
- Category 3: Annual fee 2.000-3.000 €: 3 votes,
- Category 4: Annual fee 3.000-4.000 €: 4 votes,
- Category 5: Annual fee 4.000-5.000 €: 5 votes,
- Category 6: Annual fee more than 5.000 €: 6 votes.

Associated Member Associations have no voting rights.

In case of a tied vote the chair of the assembly or in his/her absence the presiding member of the Executive Committee 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 of the Executive Committee in his absence and filed in a special register. This register can be consulted by Member Associations 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 Full Member Associations present or legally represented.

Article 23. Amendment of the statutes

Any proposal for the amendment of the statutes of EUFED 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 Full Member Associations are present or legally represented at the General Assembly.

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

If 2/3 of the Full Member Associations 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 Full Member Associations are present or represented. In this case the proposed amendments will also require the here above mentioned majorities of the Full Member Associations present or legally represented.

Chapter V. Accounts and Budget

Article 24. Financial year, accounting obligations

EUFED 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

Article 25. Means of dissolution, appropriation of the assets

EUFED 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 EUFED.

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

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 26.

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

Article 27.

The statutes are effective as of 2 March 2018.