

# Statutes for the Federation of European Social Employers

*Translated into English from the Signed Original version in French*

## I. Legal form, name, duration and scope

### Article 1:

1. The association is named the Federation of European Social Employers (hereinafter FESE)
2. FESE is the association of organisations or enterprises providing to a significant extent social services at national, regional, or local level, irrespective of their legal status or ownership regime.
3. FESE is an international non-profit making association established for scientific purposes, pursuant to the Belgian law of 27 June 1921.
4. Any and all instruments, invoices, announcements, publications and other documents from the association shall indicate its name, immediately preceded or followed by the words "association internationale sans but lucratif" or the abbreviation 'AISBL", along with the address of the association's registered office.

### Article 2:

1. The registered address [in French: "siège social") of FESE is situated at 72, Rue du Commerce, 1040, Brussels. It may be transferred to any other place within the Brussels region pursuant to a decision of the Board. The association can use other Quarters in view of the well-functioning of its activities.
2. The association has been set up for an unspecified duration. It shall acquire the status of a legal entity from the date of adoption of the royal decree in accordance with Article 50 of the law of 27 June 1921.

### Article 3:

1. The purpose of FESE is not to seek any financial gain whatsoever. Its founding aims are:

- a. To protect and promote the functioning and development of quality, affordable, available and accessible Social Services in the lives of all people living in Europe, in particular the most disadvantaged or vulnerable;
  - b. To provide an effective voice for Employers in the field of social services with regard to the European institutions on all legislation, especially in the field of employment and social affairs.
  - c. To ensure that Employers in social services become recognised social partners at European level; referring to Title X of the Treaty on the Functioning of the European Union.
  - d. To develop a European Union based on the values of human rights, solidarity, ecological sustainability, social justice, the priority given to social profit and democratic participation.
2. Furthermore, FESE establishes the following objectives:
    - To strengthen the position of Employers in Social Services at European and national level;
    - To influence European legislation, in particular through European social dialogue structures;
    - To establish common positions between FESE members, and negotiate with European Trade Union Associations representing workers in social services, to ensure quality service provision and quality jobs;
    - To stimulate the exchange of good practices among its members;
  3. These activities and objectives are exclusively non-lucrative.
  4. Fulfilment of these objectives is to be achieved using any appropriate means and the association may moreover undertake any and all activities relating directly or indirectly to its goals.

#### **Article 4:**

For the purposes of FESE, social services are understood to comprise all care and support services, especially for older people, people with disabilities and children, as well as services to reach excluded and disadvantaged groups.

## **II. Membership**

#### **Article 5:**

1. Membership as mentioned in article 6 is subject to approval by the General Assembly following a proposition of the board and due payment of membership fees.
2. There is no limit to the number of members. The association must nevertheless have at least three full members.
3. The Founding Members are the first Members of the Association.

## Article 6:

There exists three categories of members: full members, associate members and observer members.

To become and remain a member, it is necessary to fulfil the following conditions:

1. Full Members of FESE, irrespective of their legal status or regime of ownership, must pay the membership fee and fulfil all of the following criteria:
  - a. Employers' organisations or Organisations representing Employers' organisations active in the field of social services at national, regional or local level.
  - b. Employers' organisations or Organisations representing Employers' organisations , which are duly constituted and recognised in a Member State belonging to the European Union.
  - c. Employers' organisations or Organisations representing Employers' organisations which support the values of FESE's statutes and the EU's founding principles.
  - d. Employers' organisations or Organisations representing Employers' organisations which are recognised as part of Member States' social partner structures, able to negotiate agreements made at European level and willing to implement them at national, regional or local level.
  
2. Associate Members of FESE, irrespective of their legal status or regime of ownership, must fulfil all of the following criteria:
  - a. Employers' organisations, or Organisations representing Employers' organisations active in the field of social services at European, national, regional or local level.
  - b. Employers' organisations or Organisations representing Employers' organisations which are duly constituted and recognised in a Member State belonging to the European Union or European Free Trade Association.
  - c. Employers' organisations or Organisations representing Employers' organisations which support the values of FESE's statutes and the EU's founding principles.
  - d. Employers' organisations or Organisations representing Employers' organisations not yet able to negotiate agreements made at European level and implement them at national, regional or local level.
  
3. Observer Members of FESE, irrespective of their legal status or regime of ownership, must fulfil all of the following criteria:
  - a. Employers' organisations, or Organisations representing Employers' organisations active in the field of social services at European, national, regional or local level.
  - b. Employers' organisations, or Organisations representing Employers' organisations which are duly constituted and recognised in a Member State belonging to the European Union or European Free Trade Association;
  - c. Employers' organisations or Organisations representing Employers' organisations which support the values of FESE's statutes and the EU's founding principles.
  - d. Employers' organisations, or Organisations representing Employers' organisations interested in observing the functioning and activities of FESE.

Organisations which FESE considers may facilitate the achievement of the objectives laid down in Article 3 may also become Observer members.

a. A process may be developed through Standing Orders to determine how long an organisation may remain an Observer member.

#### **Article 7:**

1. Candidate Members must request membership in writing to the Board
2. In view of respecting Article 5, new members are admitted, following a proposal to the Board by the General Assembly on the basis of a decision by a two thirds majority of its representative full members, without the need for justification.
3. Standing Orders may help to bring precision to the conditions indicated in Article 6.
4. Membership ends either by resignation or by exclusion. Members can withdraw their membership at any time by addressing their decision in writing to the Board. The exclusion of a member can only be pronounced by the General Assembly on the basis of two thirds of its members. Membership status ends immediately on the basis of the dissolution of the association. A process for this may be developed through Standing Order[s].
5. A register of members from the different categories shall be kept updated at the association's registered office by the Board. The following indications are to be included in this register:
  - a. Full name of each member
  - b. Address of each member
  - c. Date of admission of each member
  - d. Date of any member's withdrawal

### **III. General Assembly**

#### **Article 8:**

The General Assembly is authorized for:

- The modification of statutes, through a four fifths majority of Full Members who are participating or correctly represented;
- the appointment and dismissal of board members, based on the principle "one Member State, one Board Member" through a two thirds majority of Full Members who are participating or correctly represented;
- the approval of the budget, accounts and annual report through a simple majority of Full Members who are participating or correctly represented;

- the approval and exclusion of full members, associate members and observers through a two thirds majority of Full Members who are participating or correctly represented;
- Voting rights applicable to the General Assembly through a two thirds majority of Full Members who are participating or correctly represented;
- the dissolution of FESE and, in this event, the reallocation of its assets through a four fifths majority who are participating or correctly represented.

#### **Article 9:**

The General Assembly consists of all full members, associate members and observers.

#### **Article 10:**

The General Assembly shall meet at least once a year, at the place mentioned on the invitation. The General Assembly may at other times meet in extraordinary session at the call of the President or on petition of a majority of full members. The invitations shall be issued a month before the General Assembly and contain the agenda. Should the President be absent, meetings of the General Assembly are chaired by one of the Vice Presidents, or in their absence the oldest representative of a Full Member, present in the General assembly.

#### **Article 11:**

1. The General Assembly shall not be considered to have a quorum unless at least the majority of its full members are present or represented.
2. All members of the General Assembly may be represented by another member holding special powers of attorney. However, a member may not hold powers of attorney for more than four members.
3. Decisions by the General Assembly shall be made by consensus as much as possible. If consensus is not achieved and when a question requires a vote, decisions will be taken with a majority of votes; except in the cases where law or these Statutes say otherwise.
4. Only Full Members have a vote in the General Assembly. The number of votes of each Full Member shall be set-up through Standing Orders, taking into account the Full Members' size.
5. Resolutions adopted by the General Assembly shall be entered into a register signed by the President of FESE and kept by the Secretariat, which shall make it available to Full Members and Associate Members on request.

## IV. Board

### Article 12:

FESE shall be managed by a Board. The Board consists of the Member State representative from the Full Members. If there is more than one Full Member in a single Member State, these full members shall appoint a single candidate for the position of Board member; a process which will be developed through Standing Order(s).

In Member States where there are no Full Members, the Board may still decide to appoint somebody from the Associate Members.

The Head of the Secretariat shall attend the Board meetings without taking part in the voting.

### Article 13:

The term of office of Board members shall be four years, with a maximum of one renewable mandate. Following the launch of FESE, the first term of office of Board Members is for two years. This term should not be taken into account in the aforementioned maximum of one renewable mandate.

### Article 14:

The Board is authorized for all powers required for management and administrative purposes save where such powers are attributed to the General Assembly. It may delegate the day-to-day management to its President and to the Head of Secretariat. Moreover, it may, under its own responsibility, confer specific powers upon one or more persons. The Board decides each year the nomination of the auditors.

### Article 15:

The Board shall appoint a President, two Vice President and Treasurer at the beginning of each mandate, with a maximum of one renewable mandate. Following the launch of FESE, the first term of office of Board Members is for two years. This term should not be taken into account in the aforementioned maximum of one renewable mandate. The President, Vice Presidents and Treasurer must be members of the Board.

**Article 16:**

Decisions by the Board shall be made by consensus as much as possible. If consensus is not achieved and when a question requires a vote, decisions will be taken with a majority of votes.

The Resolutions shall be recorded in a register signed by the President and kept by the Secretariat, which shall make it available on request to Full Members of FESE. For other members, the Board may decide to make it available on an ad hoc basis.

**Article 17:**

Except in cases of special delegation of powers, all decisions taken by the Board which commit FESE shall be signed by the President or Head of Secretariat. They shall not be required to provide justification to third parties of the power vested in them to this effect.

**Article 18:**

Legal action, whether plaintiff or defendant shall be a matter for the Board, represented by its President or, with the mandate from the President, by the Head of Secretariat.

**Article 19:**

The Board shall meet at least three times a year, at the place mentioned on the invitation. The Board may at other times meet in extraordinary session at the call of the President or on petition of a majority of Board members. The invitations shall be issued 10 days before the Board and contain the agenda. Should the President be absent, meetings of the Board are chaired by the oldest Vice President, or in their absence the oldest representative in the Board present in the meeting.

**Article 20:**

The Board shall not be considered to have a quorum unless at least half of its members are present or represented. All members of the Board may be represented by another Board Member holding special powers of attorney. However, a member may not hold powers of attorney for more than two members.

### **Article 21:**

The members of the Board, as well as the President and the Head of Secretariat shall be under no personal obligation concerning FESE's commitments.

## **V. Membership Fees**

### **Article 22:**

Affiliation fees shall be paid in accordance with rules specifying a fees scale which shall be approved by the General Assembly and incorporated in the annual budget, based upon the following principles:

1. The fees scale shall be based on a weighted system of payment according to number of workers employed by the members of the national Employers organisation and potentially the national GDP per capita compared to the average GDP per capita of all EU Member States of the previous year.
2. In the case of associate members, fees shall be levied in accordance with the provisions of a Standing Orders and confirmed by the General Assembly.

## **VI. Modifications of the Statutes – Dissolution**

### **Article 23:**

Without prejudice to Article 5 of the law of 27 June 1921 all proposals to modify the Statutes or dissolve FESE must emanate from the General Assembly with a decision by at least four fifths majority of Full Members who are participating or correctly represented.

The Board must notify all members of FESE at least three months in advance of the date of the General Assembly which is to decide upon the said proposal to modify the Statutes or dissolve FESE.

The General Assembly may not be deemed to have the quorum unless at least a simple majority of its members are present or correctly represented.

If less than half of its members are present or correctly represented at the General Assembly, a further General Assembly shall be convened under the conditions set out above. If the Quorum is achieved, any decision the General Assembly takes with regard to the proposal in question shall be deemed final and valid, irrespective of the number of members present.



The General Assembly shall stipulate the manner in which FESE is to be dissolved and its affairs wound up.

#### **Article 24:**

In case of voluntary dissolution, the General Assembly will nominate a liquidator and define his/her powers. The General Assembly will decide on the disposal of the existing funds after payment of the debts, and this in favour of an association with similar goals. These decisions, as well as the name of the liquidator, will be published in the Appendices of the Belgian Monitor.

### **VII. Budget and accounts**

#### **Article 25:**

The financial year shall end on 31<sup>st</sup> December of each year.

The Board shall submit for the General Assembly's approval the budget from the previous year, as well as the planned budget of the following year in the first six months of the year.

### **VIII. General provisions**

#### **Article 26:**

Matters which are not covered by these Statutes shall be settled according to the provisions of Belgian law.

Signed the 19th October 2017.