



THE STATUTES OF THE
Confédération Européenne des Cadres
CEC
CEC European Managers

INTERNATIONAL NON-PROFIT ASSOCIATION (AISBL) of Belgian law

As modified by the Extraordinary General Assembly of 08 December 2020
aiming at modifying the content of the Statutes adopted during the
Extraordinary General Assembly of 21 November 2016 and adapting it to the
provisions of the new Belgian Code of Companies and Associations

(translation into English from the original French version)

ARTICLE 1 - FORM AND DENOMINATION

An international non-profit association named **CEC EUROPEAN MANAGERS** in English – **CONFEDERATION EUROPEENNE DES CADRES** in French is established (short name in both languages **CEC**). These denominations can be used together or separately.

ARTICLE 2 - LEGAL SEAT

The legal seat of the association is set in the Brussels region (in French Région de Bruxelles-Capitale). The legal seat can be transferred to another address within Belgium by a decision of the General Assembly in compliance with the Code of companies and associations.

ARTICLE 3 - VALUES, GOALS AND ACTIVITIES OF CEC

The values of the Confederation are the following: the respect and promotion of human rights, freedom and democracy; economic liberty and sustainable growth; solidarity, inclusion and social progress; gender equality; equal opportunities for all and the refusal of any form of harassment and discrimination both in the society and the workplace; professional and social responsibility; merit and professional commitment; transparency and professional ethics.

CEC is an organization providing trade union and professional representation. It has no links whatsoever with groups with a political or denominational bias and abstains from holding any debate of the same nature as those groups.

The goals of CEC are:

- To ensure the representation of European managers, executives, and highly skilled professionals within the European Union (EU) and the candidate countries, and the European Economic Space and/or the European Free Trade Association. This representation takes place within the institutional framework of European social dialogue, in accordance with the status of European social partner organization recognized by the European Commission and with the Treaty provisions (particularly with the current art. 154 and 155 TFUE) and on equal footing with the other European social partner organizations;
- To contribute to the improvement of the moral and material conditions of managers, executives and highly-skilled professionals as well as to the civil and social progress in all the countries concerned, particularly through the participation of national organization representatives to the various European bodies;
- To coordinate the policies of the members to harmonize solutions to all the

problems concerning managers, executives and highly skilled professionals as a whole;

- To promote any initiative falling within the field of competence of any trade union or manager's association, either directly or via one of the national interprofessional Confederations or European sectoral federations in the field of technical or cultural assistance, to find valid solutions both as regards the overall economy of the countries concerned or to improve the position of managers, executives and highly-skilled professionals in that framework.

In order to achieve these goals, the association will perform the following activities (non-exhaustive list):

- participating in events and activities of the European social dialogue;
- organization of conferences, meetings and other events;
- participating in calls for proposals to obtain funding;
- advocacy activities before European and international institutions

ARTICLE 4 - MEMBERS

CEC is composed of an unlimited number of members, legal persons, which cannot be inferior to three.

CEC may welcome as member any interprofessional organization set up at a national level in those countries mentioned in art. 3 and/or any European professional organization that gathers managers, executives and highly-skilled professionals on condition that its affiliates are mainly and in majority wage-earners and that, in their work:

- They either are in command;
- Or have responsibilities;
- Or enjoy autonomy in the organization and fulfilment of their work;
- Or carry out external technical or commercial duties on behalf of their employers.

Organizations, represented by delegates, can be of three types:

1. National Interprofessional Confederations that gather National Professional Federations or whose members belong to different professions.
2. National associations gathering the managerial workforce whose members belong to different professions
3. European Sectoral Federations.

ARTICLE 5 - CONDITIONS AND FORMALITIES FOR ADMISSION

The requirements to become a member are laid down in Article 4 of the Statutes. Application for membership is requested in writing to the President, who informs the members of the Executive Board upon receipt.

The Executive Board investigates the applications for membership and communicates them, together with its opinion, to the General Assembly which has sole power to decide on membership. Decision is taken at the majority of present or represented delegates.

In principle, only one national interprofessional confederation per country, one European sectoral federation per sector and one association of managers per country can be admitted. However, the General Assembly can pronounce with a 3/4 majority the admission of any additional member association of a country and/or of a sector already represented.

ARTICLE 6 - AFFILIATION

The CEC is affiliated to the Confédération Internationale des Cadres (International Confederation of Executive Staff, CIC).

ARTICLE 7 - RIGHTS AND DUTIES OF MEMBER ORGANIZATIONS

All CEC members are equal. They have the same rights and obligations originating from their membership to CEC.

Obligations and rights between members and the CEC are based on a principle of reciprocity:

- members shall cooperate with the CEC in the fulfilment of its institutional goals in line with the article 3 of the present statutes. They have the right to get support from CEC in the fulfilment of their goals on the national and/or sectoral/professional level.
- members shall communicate the name of the federations that compose them and the number of their individual affiliates of the previous year by 31st of March and in any case in sufficient time for CEC to adopt its internal acts and decisions. In addition, European sectoral federations shall confirm the countries of origin of their member organisations (irrespective of whether they belong to a national interprofessional confederation already member of CEC).
- Members shall provide to the CEC the text of the minutes (or an excerpt thereof) of their most recent elective General Assembly, mentioning the name of persons elected to the Board and the duration of their mandate.

- Lastly, members shall notify to CEC any change to their Statutes within 30 days
Any failure in respecting faithfully these obligations is ground for suspension of voting rights and participation in Statutory meetings.

ARTICLE 8 - RESIGNATION AND EXCLUSION

Members are free to resign, by addressing their request in writing to the President.

Any resignation of a CEC member organization must be subject to a twelve months' notice. By the end of the year in which the request of resignation is sent, resigning members shall pay the totality of the membership fee due for that year and the amount covering the months until the notice period.

Membership of CEC may be lost in case of not respecting art 3, 4 or 5 of the present statutes or for the non-payment of contribution or a delay of one year in the payment.

Proposals for dismissal are made by the Executive Board and referred to the General Assembly. The General Assembly may decide upon the exclusion with a 2/3 majority of present or represented votes. The concerned member shall have the possibility to present its defense to the General Assembly.

ARTICLE 9 - MEMBERSHIP FEE

The amount of the yearly membership fee is set by the General Assembly, upon proposal of the Executive Board. It shall be paid every year before June 30th for the whole calendar year. Monthly or quarterly payment arrangements are possible, provided that previous communication has been given to the Executive Board. In this case, Members can enjoy their voting rights only if they are in good standing with their dues until the date of the Statutory meeting. The amount of the membership fee shall not be higher than 100.000€.

ARTICLE 10 - ADMINISTRATION OF THE ASSOCIATION – BODIES

The bodies of the association are:

- 1) the General Assembly
- 2) the Executive Board
- 3) the Advisory Committee

ARTICLE 11 - GENERAL ASSEMBLY – POWERS AND MEETINGS

The General Assembly is composed of all the members of the Association. It sets the general orientation and the political strategy of the Association and examines and controls the activities of the Executive Board.

It meets at least twice a year, or more often if necessary.

The powers of the General Assembly include:

- the modification of the statutes;
- the approval of the internal regulations, drafted by the Executive Board, after consultation of the Advisory Committee;
- the election and removal of the Members of the Executive Board;
- the confirmation and removal of the members of the Advisory Committee;
- where appropriate, the appointment and dismissal of the liquidators, and the determination of their remuneration;
- the discharge granted to directors and auditors, if applicable;
- the approbation of budgets and final accounts;
- the approbation of the Executive Board activities report;
- the dissolution of the association;
- the transfer of the legal seat of the association outside Belgium
- the exclusion of members;
- all other assumptions provided by the statutes

ARTICLE 12 - GENERAL ASSEMBLY – CONVOCATION AND VOTING RIGHTS

The General Assembly is convened by the President by registered mail or in electronic form, addressed to Member organizations, at least one month in advance. The notification to attend includes the agenda of the Assembly meeting.

The General Assembly is automatically chaired by the President or, in case of his/her absence, by the Secretary General or, in case of his/her absence, by another member of the Executive Board designated by the General Assembly. In case of an elective General Assembly, the president who chairs the meeting must not be a candidate to the Executive Board. If all members of the Executive Board are also candidate to a new mandate, the General Assembly will nominate a new President among the non-candidate present participants.

The decisions taken by the General Assembly are only valid if at least half its members are present or represented, this presentation being done by simple proxy. The proxy may be presented in writing or in electronic form.

If there is no quorum, a new General Assembly may be held within 35 days, notification being given at least 21 days in advance. It may then deliberate whatever the number of members present or represented.

The General Assembly acts by a relative majority, except when it is decided otherwise by these Statutes or by the law.

Each delegate has one vote plus those for which he was given lawful proxy up to a maximum equal to the number of votes of the corresponding member association.

The meetings of the General Assembly can be held validly also from remote via an electronic means of communication, provided that the technical tool adopted allows all members to participate directly, simultaneously, and continuously in the discussion and to express their vote on all agenda issues. The convocation to the meeting clearly mentions the procedures applying to remote meetings.

ARTICLE - 13 RULES ON STATUTORY REVISION, CHANGE OF LEGAL SEAT OR DISSOLUTION

In case of dissolution of the CEC, the transfer of its legal seat outside of Belgium or the modification of the statutes, the General Assembly is convened as Extraordinary General Assembly. Decisions are to be adopted solely by a majority of 2/3 of its members.

The Extraordinary General Assembly may be convened by the President at least 15 days in advance by postal letter or in electronic form.

It can also be convened following a request by at least the Presidents of three Member organizations holding a lawful mandate from his/her organization who together represent no less than 10% of CEC individual affiliates.

The meetings of the Extraordinary General Assembly can be held validly also from remote via an electronic means of communication, provided that the technical tool adopted allows all members to participate directly, simultaneously, and continuously in the discussions and to express their vote on all agenda issues. The convocation to the meeting clearly mentions the procedures applying to remote meetings.

ARTICLE 14 - GENERAL ASSEMBLY – COMPOSITION

The General Assembly is composed of delegates of CEC Member organizations. These delegates must be of age, enjoy their civic rights and belong to the organization that they represent.

They are nominated by their organizations at a rate of :

- 1) For National Confederations and associations:
 - 2 delegates for organizations with up to 999 individual affiliates
 - 3 delegates for organizations with between 1.000 and 4.999 individual affiliates
 - 6 delegates for organizations with between 5.000 and 9.999 individual affiliates
 - 8 delegates for organizations with between 10.000 and 49.999 individual affiliates
 - 12 delegates for organizations with 50.000 individual affiliates and more
- 2) For European sectoral Federations:
 - 1 delegate for organizations with up to 9.999 individual affiliates
 - 2 delegates for organizations with more than 10.000 individual affiliates.

The number of affiliates considered for each organization corresponds, for the year of affiliation and the first General Assembly, to the number of affiliates that the organization has notified of. For the following Assembly meetings, the number to be taken into account is the number of affiliates as of 31 December of the previous year to the date fixed for the General Assembly meeting, the contribution relating to the previous calendar year having been paid, such it is set in the Rules of Procedure.

The decisions of the General Assembly, either Ordinary or Extraordinary, are recorded on a register signed by the President. The register is kept at the seat of the association, and it remains accessible to all Member organizations. These decisions are notified to all Member organizations via post or by electronic means.

ARTICLE 15 - EXECUTIVE BOARD – POWERS

The Executive Board is the executive body of the Association. It performs all the necessary actions for the running of the CEC, ensuring the daily management of the Association. It implements the general orientation set by the General Assembly and executes any other task delegated to it by the General Assembly.

The Executive Board acts on a collective basis. In case of lack of consensus, decisions are taken by a relative majority of its members. In case of a tie, the President has two votes. In that case the decision needs to be approved by the following General Assembly.

The decisions of the Executive Board are recorded on a register signed by the President. The register is kept at the seat of the association, and it remains accessible to all Member organizations.

ARTICLE 16 - EXECUTIVE BOARD - COMPOSITION AND ELECTION

The General Assembly elects among its members four administrators for a three-year mandate, who together compose the Executive Board:

- a President
- a Secretary General
- a Deputy Secretary General
- a Treasurer

The internal regulations provide for the specific procedure for the election of the Executive Board.

The allocation of the administrator roles must be done on a rotating basis between national interprofessional member organizations.

None of the above-mentioned functions can be held by a member of the same organization for more than two terms , that is for a maximum period of 6 years, unless the General Assembly decides to make an exception, acting by a $\frac{3}{4}$ majority. After these two terms, the same person may hold a different office within the Executive Board.

In the event of the President being temporarily prevented from attending to his/her duties, he/she is replaced by the Secretary General.

In case a member of the Executive Board is prevented from attending to his/her duties on a permanent basis, the General Assembly will proceed to his/her replacement for the remaining duration of the original mandate.

ARTICLE 17 - EXECUTIVE BOARD – FUNCTIONS OF ITS MEMBERS

The President sees to the lawful running of CEC in accordance with the statutes and signs all the acts and deliberations that commit CEC. He/she is responsible for maintaining the order of meetings and assembly sessions.

The Secretary General is responsible in close cooperation with the President for administrative matters as well as for the satisfactory progress of the work carried out and

the relations with member organizations. He/she coordinates in particular the activities of the committees or working groups that the Advisory Committee may decide to set up.

The deputy - Secretary General assists the Secretary General in particular with the administration of CEC and the activities of the committees and the working groups.

The Treasurer is especially responsible for financial matters and accounts, in accordance with the decisions taken by the General Assembly.

The Executive Board can delegate any mission related to the daily management of the association to the staff of the association, located in the Secretariat in the Brussels Region.

The President represents the Association in justice and leads the actions as plaintiff or defendant. He/she may delegate this task to another member of the Executive Board.

ARTICLE 18 ADVISORY COMMITTEE – POWERS AND MEETINGS

The Advisory Committee orientates the political strategy of CEC and advises the Executive Board in operational functions as well as in implementing the political strategy.

It meets at least once a year, or more often if necessary.

The Advisory Committee is automatically chaired by the President or, in case of his/her absence, by the Secretary General or, in case of his/her absence, by another member of the Advisory Committee designated by it.

ARTICLE 19 - ADVISORY COMMITTEE – CONVOCATION

The Advisory Committee is convened by the President. He/she is charge of preparing the agenda of the meetings.

Each member of the Advisory Committee has one vote plus those of members that supplied a lawful written proxy.

For their adoption, decisions require a relative majority of the votes of the members present or represented.

The meetings of the Advisory Committee can be held validly also from remote via an electronic means of communication, provided that the technical tool adopted allows all members to participate directly, simultaneously, and continuously in the discussion and to express their vote on all agenda issues. The convocation to the meeting clearly mentions the procedures applying to remote meetings.

ARTICLE 20 - ADVISORY COMMITTEE – COMPOSITION

The Advisory Committee is composed of persons presented by Member organizations and confirmed by a vote of the General Assembly for a three-year mandate.

Delegates must be of age, enjoy their civic rights and belong to the organization that they represent.

It is composed as follows:

- 1) For National Confederations and associations:
 - - 1 delegate for organizations with up to 9.999 individual affiliates
 - - 2 delegates for organizations with between 10.000 and 49.999 individual affiliates
 - - 4 delegates for organizations with more than 50.000 individual affiliates.
- 2) For European sectoral Federations:
 - - 1 delegate per organization (irrespective of the number of individual affiliates)

ARTICLE 21 - BUDGET AND FINAL ACCOUNTS – FINANCIAL YEAR

The financial year begins on January 1st and ends on December 31 each year.

The Executive Board is requested to draw the final accounts for the previous year and a budget for the following year to the attention of a Financial Control Committee, composed of three members elected among the members of the Advisory Committee, which will issue an opinion. These financial documents must be submitted in a timely manner, in order for Member organizations to analyze them properly. The Financial Control Committee draws up the final accounts and the budget, which will be submitted for final approval to the Ordinary General Assembly within six months from the end of the financial year.

ARTICLE 22 - FINANCIAL CONTROL

The yearly monitoring of the financial management must be assigned to an external auditing company based in Belgium.

ARTICLE 23 - FINAL PROVISIONS – DISSOLUTION In the event of the CEC being dissolved, the General Assembly will nominate one or more liquidators. The assets after liquidation will be allocated to another association pursuing similar goals to those pursued by the association.

ARTICLE 24 - FINAL PROVISIONS – AUTHENTIC VERSION

In the event of a dispute or a difference in interpretation, the French text will prevail.

ARTICLE 25 - FINAL PROVISIONS – CLOSING PROVISION

For all provisions that are not expressly mentioned in these Statutes (and in particular those concerning the publications on the Moniteur Belge), the Code of companies and associations and any other legislation concerning AISBLs will apply. Any Statutory provision contrary to an imperative provision of the Code or the law will be considered as void and non-applicable.