



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 21 November 2016 aiming at transforming the Statutes established in 1951 in France into Belgian-law based AISBL Statutes (Belgian law of 2002).

I. Denomination. Legal seat. Goals and activities

Article 1 - Denomination

An international non-profit association named CEC EUROPEAN MANAGERS – CONFEDERATION EUROPEENNE DES CADRES is established (short name CEC).

Article 2. Legal seat

The legal seat of the association is set in one of the *communes* of the the Brussels region. The association is currently established at Rue de la Loi 81a, B – 1040 Bruxelles.

The legal seat can be transferred to another address by a decision of the General Assembly.

Article 3. Goals of the CEC

CEC has strictly professional status. It has no links whatsoever with groups with a political or denominational bias and abstains from holdings any debates of the same nature as those groups.

The aim of the CEC, which is non-profit, is:

- a) With the help of the competences and professional training of executives, to contribute to the improvement of their moral and material conditions as well as to civil and social progress in all the countries concerned, particularly through the participation of national organization representatives to the various European bodies;
- b) To coordinate the policies of the national interprofessional Confederations and of the European professional federations in order to harmonize solutions to all the problems concerning executives as a whole;
- c) To promote any initiative falling within the field of competence of any trade union, either directly or via one of the national interprofessional Confederations or European professional federations in the field of technical or cultural assistance, in order to find valid solutions both as regards the overall economy of the countries concerned or to improve the position of executives in that framework;
- d) To ensure the representation of European executives within the EU (formerly known as the European Communities) and the European Economic Space and/or the European Free Trade Association.

II Members

Article 4

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

In addition to the organizations who already are members, CEC may welcome as member any interprofessional organization set up at a national level in a EU Member State (formerly known as the European Economic Space) and/or Member State of the European Free Trade Association or any European professional organization that gathers managers and

professionals on condition that their members are necessarily wage-earners and that, in their works:

- They either are in command
- Or have responsibilities;
- Or carry out external technical or commercial duties on behalf of their employers.

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

1. National Interprofessional Confederations that gather National Professional Federations or whose members belong to different professions.
2. European Professional Federations that gather National Professional Federations of the same profession.

Member organizations retain their autonomy in accordance with their statutes. However, the setting up, composition and any modification in the composition of such European professional federations must be jointly devised with the Executive Board: the Rules of Procedure lay down the detailed rules of application of this provision.

If a Professional Federation does not belong to an Interprofessional National Confederation member to the CEC, prior authorization from the General Assembly will be asked. The latter will decide on a two-thirds majority on recommendation from the Executive Board and after compulsory consultation of the National Confederation concerned.

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.

The Administration Council investigates the applications for membership and communicates them, together with its opinion, to the General Assembly which has sole power to decide on membership. However, the Administration Council may pronounce by a two-third majority in favour of a provisional membership which will be valid until the first General Assembly meeting that follows.

Article 6 – Affiliation

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

Article 7 – Resignation and exclusion

Members are free to resign at any moment, by addressing their request in writing to the President of the Administration Council.

Any resignation of a CEC member organization must be subject to a twelve months' notice.

Membership of CEC may also be lost through dismissal in the circumstances referred to in the Rules of Procedure, particularly the non-payment of contribution or a delay of one year in the payment.

Proposals for dismissal are made by the Administration council 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 by the Administration Council and the General Assembly.

Article 8. Membership fee

The amount of the yearly membership fee is set by the Administration Council. It must be paid every year before June 30th for the whole calendar year. The amount of the membership fee shall not be higher than 100.000€.

III. Administration

Article 9 – Administration of the Association

The bodies of the Association are:

- 1) the General Assembly, either Ordinary or Extraordinary
- 2) the Administration Council
- 3) The Executive Committee
- 4) The Executive Board

III.I. Administration - General Assembly

Article 10 – Powers and meetings

The General Assembly is composed by all members of the Association. It sets the general orientation of the Association and examines and controls the activities of the Administration Council.

It meets annually during the first semester of the year, or more often if necessary.

The powers of the General Assembly include:

- The modification of the statutes;
- The appointment and removal of the members of the Administration Council;
- where appropriate, the appointment and dismissal of the commissioners, and the determination of their remuneration;
- The discharge granted to directors and auditors, if applicable;
- approbation of budgets and accounts;
- approbation of the Board activities report;
- the dissolution of the association;
- the exclusion of members;
- all assumptions provided by the statutes

Article 11 – Convocation

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

The Ordinary General Assembly is automatically chaired by the President of the Administration Council or, in case of his/her absence, by the Secretary General or, in case of his/her absence, by the oldest member of the Administration Council.

The decision taken by the Ordinary Assembly are only valid if at least half its members are present or represented, this presentation being done by simple written proxy.

If there is no quorum, a new General Assembly may be held within 30 days, notification being given at least 15 days in advance. It may then deliberate whatever the number of members present or represented.

The Ordinary 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 of 10 proxies.

Article 12 – Statutory revision or change of legal seat

The Extraordinary General Assembly has sole power to decide on the dissolution of the CEC, the transfer of its registered office or the modification of the statutes.

Article 13 – Convocation

The Extraordinary General Assembly may be convened by the President of the Administration Council at least 8 days in advance by postal letter or by email.

It can also be convened following a request by the President of a member organization holding a lawful mandate from his/her organization.

The Extraordinary General Assembly may only validly deliberate on the dissolution of the Association, on the revision of the Statute and on the exclusion of a Member organization in accordance with the special conditions of quorum and majority required by the law of 27 June 1921 relating to nonprofit organizations.

Article 14 - Composition

The General Assembly is composed by CEC Member organizations, represented by delegates.

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:

- 8 delegates for organizations with less than 10.000 members
- 12 delegates for organizations having from 10.000 to 35.000 members
- 16 delegates for organizations with over 35.000 members

2. For European Professional Federations:

- 4 delegates per federation up to a maximum of 40% of the Assembly for all federations.

The number of members taken into account for each organization corresponds, for the year of affiliation and the first General Assembly, to the number of members that the organization has notified of. For the following Assembly meetings, the number to be taken into account is the number of members for which, at least one month before the date fixed for the General Assembly meeting, the contribution relating to the previous calendar year was paid, such it is set in the Rules of Procedure.

The Extraordinary General Assembly is automatically chaired by the President of the Administration Council or, in case of his/her absence, by the Secretary General or, in case of his/her absence, by the oldest member of the Administration Council.

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.

III.II. Administration – Administration Council.

Article 15 – Powers and meetings

The Administration Council is the executive body of the CEC.

It performs all the necessary actions for the running of the CEC. Under its responsibility and in the framework of the statutes, it may delegate such powers to the Executive Committee as it decides.

It draws up and updates the Rules of Procedure.

The Administration council is automatically chaired by the President of the Administration Council or, in case of his/her absence, by the Secretary General or, in case of his/her absence, by the oldest member of the Administration Council.

Article 16 - Convocation

The Administration Council meets when convened by the President or at the request of a member organization.

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

For their adoption, decisions require a majority of the votes of the members present or represented. In the event of a tie, the President has a casting vote.

The Council has to put any wish of a Member Organization on its agenda.

Article 17 - Composition

The Administration Council is composed of persons presented by Member organizations and confirmed by a vote of the General Assembly for a three-year mandate. It is composed as follows:

1) for national Confederations:

- 1 delegate up to 15.000 members;
- 2 delegates from 15.001 to 30.000 members;

- 3 delegates over 30.000 members.

2. For European professional federations:

- 1 delegate per federation up to a maximum of 40 % of the Administration Council for all federations.

Within the Administration Council, each organization has a number of alternates equal to number of full members. Delegates must be of age, enjoy their civic rights and belong to the organization that they represent.

The Administration Council decides by relative majority of present or represented members.

The decisions of the Administration Council 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.

III.III. Administration – The Executive Committee

Article 18 – Composition and election

The Administration Council elects among its members four persons for a three-year mandate, who together compose the Executive Committee:

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

The allocation of the four elective offices must be done on a rotating basis between national interprofessional member organizations.

None of these offices can be held by the same organization for more than two terms between two mandates for a maximum period of 6 years, unless the Administration Council decides to make an exception, acting by a three-quarters majority. After these two terms, the same person may hold a different office within the Executive Committee.

In the event of the President being temporarily prevented from attending to his duties, he is replaced by the Secretary General. If the President is prevented from attending on a more permanent basis or in the event of his death, the Executive Board may nominate an acting President among its members.

If the Treasurer is prevented from attending to his duties, he may be replaced by a colleague from his own Confederation (as agreed with the Administration Council).

Article 19 - Powers

The President sees to the lawful running of CEC in accordance with the statutes and signs all the acts and deliberations that commit CEC under the supervision of the Administration council.

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 Administration council may decide to set up.

The Vice-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 President represents the Association in justice and leads the actions as plaintiff or defendant. He may delegate this authority to a member of the Executive Committee or the Administration council, which then act together.

III.IV. Administration – The Executive Board

The role of the Executive Board is to allow for the coordination between Member Organizations, the Administration Council and the Executive Committee of CEC, which is in charge of implementing the decisions of the Administration Council and the General Assemblies.

Article 20 - Composition

The members of the Executive Board are chosen among the members of the Administration Council. The Executive Board is composed of elected members and nominated members.

The Executive Board includes the following nominated members:

1) For national Confederations:

- 1 delegate and 1 substitute, designated by each national organization

2. For European professional federations:

- 2 delegates and 2 substitutes, of different nationalities, designated by professional federations and for the whole of the professional federations.

The Administration Council ratifies the designation of these members of the Executive Board, which confers the title of vice-Presidents on them.

The elected Members of the Executive Board are the members of the Executive Committee.

If the Vice-Presidents representing the national Confederations at the Executive Board are prevented from attending to their duties, members from their own organizations may act as deputies.

Each of the Vice-Presidents representing the Federation prevented from attending to their duties may be represented by members nominated by the federations to act as their alternates.

The Executive Board decides by a relative majority of the present or represented members.

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. These decisions are notified to all Member organizations via post or by electronic means.

IV. Budgets and final accounts

Article 21 - Financial year

The financial year ends on December 31 each year.

The Executive Committee is requested to draw the final accounts for the previous year and a budget for the next year to the attention of the Administration Council. The Administration Council endorses the final accounts and the budget, which will be submitted for final approval to the General Assembly.

Article 22 – Financial Control Committee

The General Assembly elects among its members a Financial Control Committee composed of three members. Monitoring the financial management of CEC is the task of this Committee which is only responsible to the General Assembly.

V. Final provisions

Article 23 - 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 Reserve fund

The Administration Council may decide to constitute a reserve fund, setting its amount and the participation rate of each Member organization

Article 25 – Authentic version

In the event of a dispute, the French text is deemed authentic.

Article 26 – 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 law will apply.