



Arkivsak: 17/00786-19

Saksdokumenter:

Brev fra generalsekretær i CCME, Torsten Moritz, av 17. februar 2020

Draft: „Constitution“ eller „Statutes“ for CCME (vedtas på ekstraordinær generalforsamling i forkant av ordinær generalforsamling 11. juni 2020)

„Articles of Association“ for CCME (vedtatt i oktober 1999)

Nytt fra den verdensvide kirke – Churches Commission for Migrants in Europe (CCME)

Sammendrag

Den norske kirke er medlem i Churches' Commission for Migrants in Europe (CCME) og deltar med to delegater på generalforsamlingen som avholdes i Brussel i perioden 11.-13. juni 2020. Generalforsamlingen avholdes hvert tredje år.

Rent formelt er det grunn for en liten presisering: Grunnet behov for endringer i vedtektene til CCME – og i henhold til belgisk lovgivning – finner det sted både en ekstraordinær generalforsamling for å vedta nye vedtekter 11.-12. juni, og en «omsluttende» ordinær generalforsamling 11.-13. juni.

Det er to forhold som må avklares fra Mellomkirkelig råds side før generalforsamlingen(e):

1. Oppnevning av to delegater med hver sin stemme til (både ordinær og ekstraordinær) generalforsamlingen.
2. Vedtektsendringer på ekstraordinær generalforsamling: Artikkel 6 *General Assembly* (4): Vedtak om ønsket alternativ (Alternativ 1 eller 2) for stemmefordeling blant CCMEs medlemmer på fremtidige generalforsamlinger i henhold til belgisk lovgivning.

Kort om CCME

Churches' Commission for Migrants in Europe (CCME) ble opprettet i 1964. CCME samler kirkesamfunn og diakonale organisasjoner fra 18 land i Europa for felles arbeid knyttet til spørsmål om migrasjon og flyktninger. CCME driftes fra Brussel. Nærhet til EUs hovedkontorer og nært samarbeid (og samlokalisering) med Konferansen av europeiske kirker (KEK) ligger til grunn for dette. CCMEs stab er på ca. fire personer.

Flyktningsspørsmål har naturlig nok tatt mye fokus de siste årene. Men det skal også nevnes at arbeidet med migrasjon innenfor Europas grenser ennå er aktuelt, illustrert gjennom CCMEs forestående konferanse i Budapest (9.-11. mars) i samarbeid med *Reformed Church Hungary* med tittelen «Justice for Roma and Sinti – a challenge for churches».

Den norske kirke ved Mellomkirkelig råd har til nå vært eneste norske medlem av CCME. Norges Kristne Råd (NKR) har søkt om medlemskap i CCME og blir tatt opp som medlem på årets generalforsamling i Brussel.

1. Oppnevning av delegater fra Dnk

Representanter til generalforsamlingen i CCME har vanligvis blitt oppnevnt blant stabspersoner og andre som til daglig arbeider innen CCMEs fagfelt. Det er også naturlig å opprettholde kontinuitet i arbeidet.

Forslaget fra MKRs sekretariat er å opprettholde representasjon ved fagmedarbeidere på feltet. Følgende to personer foreslås:

1. *Lemma Desta*, prosjektleder for Flerkulturelt kirkelig nettverk, Norges Kristne Råd. Avtroppende styreleder («Moderator») i CCME (valgt for perioden 2017-20).
2. *Steinar Ims*, seniorrådgiver for feltet migrasjon og flyktninger, Mellomkirkelig råd.

I tillegg deltar *Andreas Henriksen Aarflot*, rådgiver i Kirkerådet, på generalforsamlingen fra Den norske kirke. Han var valgt representant i styret i CCME (*Executive Committee*, «ExCom») fra Konferansen av europeiske kirker (KEK) i perioden 2014-18, og han har deltatt i arbeidet med nye vedtekter i perioden 2018-20. Han vil være juridisk rådgiver for den ekstraordinære generalforsamlingen.

2. MKRs holdning til fordeling av stemmer blant CCMEs medlemmer

Grunnet endringer i belgisk lovgivning har det vært nødvendig for CCME å gjennomgå og endre vedtektene for organisasjonen. Endringsforslagene er sendt ut til gjennomgang av medlemmene. De fleste endringer er rene formaliteter, men som det fremgår av vedlagte brev fra CCMEs generalsekretær Torsten Moritz ber CCME medlemmene drøfte to av endringene:

1. Hvorvidt vedtektene skal hete «Constitution» eller «Statutes»
2. Hvordan stemmetall fordeler seg blant medlemmene

Det er spørsmål to som er viktig å avklare i MKR. De to mulighetene er som følger:

1. Hvert medlem har én stemme (unntaket er Kirkenes verdensråd og KEK som har to stemmer (kalles «Born members»)).
2. Stemmetall gis i overensstemmelse med medlemsbidrag til CCME:
 - a. En stemme for de som betaler opptil 1 000 Euro
 - b. To stemmer for de som betaler opptil 10 000 Euro
 - c. Tre stemmer for de som betaler mer enn 10 000 Euro

Vår vurdering er at CCME er best tjent med alternativ 1.

Mange av de små medlemssamfunnene (både i størrelse og bidrag til CCME) er blant de med størst utfordringer og nærhet til arbeid med migrasjon og flyktninger. Mange av de mindre medlemsorganisasjonene og kirkesamfunnene bruker forholdsmessig (og noen ganger også reelt) flere ressurser inn i dette arbeidet enn andre, større bidragsytere til CCME. Et eksempel er våre søsterkirker i Italia, organisert gjennom *Federazione delle chiese evangeliche in Italia* (FCEI), som driver utstrakt arbeid blant flyktninger både i Italia, Libanon og Libya.

CCME er avhengig av faglig oppdaterte medarbeidere både i egen stab og blant sine aktive medlemsrepresentanter. Det er derfor også viktig at faglige vurderinger og erfaring fra arbeidsfeltet blir lyttet til og blir gitt likt stemmetall som andre, større medlemssamfunn inn i beslutninger som gjøres på generalforsamlingen.

I tillegg kommer den prinsipielle vurderingen. Vår anbefaling er at grunnlag for stemmetall ikke skal gå på finansielle ressurser (ofte knyttet opp til størrelse), men ønske og vilje til å bidra til feltet på lik linje for alle medlemsorganisasjoner og –kirker. Vi har gode erfaringer med denne tenkningen fra mange andre felt, bl.a. fra Samarbeidsrådet for tros- og livssynssamfunn i Norge.

Forslag til vedtak

Mellomkirkelig råd oppnevner følgende delegater til CCMEs generalforsamling i Brussel 11.-13. juni 2020:

1. Lemma Desta, prosjektleder for Flerkulturelt kirkelig nettverk, Norges Kristne Råd. Avtroppende styreleder («Moderator») i CCME (valgt for perioden 2017-20).
2. Steinar Ims, seniorrådgiver for feltet migrasjon og flyktninger, Mellomkirkelig råd.

I spørsmålet om Vedtektsendringer på ekstraordinær generalforsamling: Artikkel 6 *General Assembly* (4): Mellomkirkelig råd går inn for alternativ 1 – hvert medlem har en stemme – i spørsmålet om stemmetall blant medlemmene.

Økonomiske/administrative konsekvenser

Vedtakene får ingen økonomiske eller administrative konsekvenser ut over det som har vært gjeldende praksis til nå.



CCME 20/11

To CCME members

17th February 2020

Draft of new articles of association CCME, for discussion (adoption at extraordinary General Assembly 11-12 June 2020) – PLEASE RESPOND !

Dear friends in the CCME membership,

You will recall that I had indicated in previous letters that the CCME articles of association will need to be revised and the CCME Executive Committee (Ex Com) had for this purpose invited for an extraordinary General Assembly 11-12 June.

I am very pleased to share with you the draft of the new articles of association (or "statutes /"constitution").

The need for new articles has arisen from the adoption of a new legal code covering associations like CCME under Belgian legislation. It has entered into force 1st May 2019. This new code made a number of changes necessary.

The Ex Com had initial discussions on the upcoming changes in September 2018 and a more detailed exchange in May 2019. It decided to use the occasion for clarifying aspects, which had been unclear or confusing in the existing Articles of Association.

The Ex Com established an ad hoc task force including Ex Com member Dana Gavril, Andreas Aarflot and Patrick Schnabel as legal advisers as well as myself. The task force met twice and developed an initial draft, which was in November 2019 discussed by the Ex Com and afterwards submitted for feedback to an expert law firm. Some details were changed due to Ex Com discussions and feedback by the law firm. The result is the text in front of you. I have for reference also included the current articles of association.

You will find that the draft is more detailed than the previous articles of association as well as modified in some points. Both aspects are reflecting the developing Belgian legislation and case law, as well as the desire to avoid confusions that had in the past arisen from the existing articles of association.

Throughout the discussions in the task force, in the Ex Com and with the law firm most provisions were uncontested. However, two points have remained controversial and the current draft presents them as alternatives: firstly, there was no consensus on the name of the text: should it be called statutes or constitution (it was felt that "Articles of association" was a bit too clumsy). Secondly, the question of voting rights at the assembly (article 6.4. of the draft) could not be decided by consensus. The current system (votes per country, not organisation) had been confusing and led to problems at previous General Assemblies. Legal experts also expressed strong doubts if the system was in line with current legal requirements in Belgium. In deciding on a new texts, there were to competing considerations: on the one hand a wish to see all CCME members as equal but on the other hand a wish to recognise the different size and contributions of the different members to CCME. Given the very different organisational structure of CCME members,

Churches' Commission for Migrants in Europe – Commission des Églises auprès des Migrants en Europe – Kommission der Kirchen für Migranten in Europa

criteria such as membership didn't offer a solution. You will see that the two alternatives are now: one vote per member or a system of votes differentiated according to membership fees. Both the task force and Ex Com felt that a decision would need to be taken by the whole CCME membership and decided to present two alternatives.

CCME members are now encouraged to provide feedback on the draft within the next 2 months, i.e. until 17th April 2020. Depending on your interest, we could also organise a virtual exchange for example facilitating a discussion on skype. Ex Com and task force will after that evaluate the feedback, and see where the draft needs to be amended to reflect the wishes of the CCME members. If appropriate, a later draft will be shared with members and their delegates.

As mentioned, the formal discussion and decision will take place on 11th and 12th June 2020. It is however very clear that there will be extremely limited time on those days for real discussion. In addition, any last minute change will still need to be checked by a lawyer for conformity with Belgian law. In addition, the official adoption of a text will refer to a French legal text (as only French or Dutch are official languages in Brussels) and any text the General assembly amends will therefore still have to be translated into legally correct French.

As all of this will make last minute changes at the extraordinary General Assembly logistically complicated and costly, both ExCom and task force would wish to have the important discussions on the new articles of association before the meeting of the extraordinary General assembly itself.

I therefore very much look forward to receiving your reactions and suggestion at your earliest convenience but no later than 17th April 2020.

Sincerely yours

Torsten Moritz

Encl.

Churches' Commission for Migrants in Europe (CCME)

Ecumenical Agency on Migration, Asylum and Antiracism

Draft

Alternative 1: Constitution

Alternative 2: Statutes

[The difference between Alt. 1 and Alt. 2 would need to be followed up in other articles referring to the Constitution.]

(as of 17th February 2020)

Explanations of markings:

alternative provisions, political decision required by the members

Article 1 - Name, legal status, registered office, duration

- (1) The name of the association is 'Churches' Commission for Migrants in Europe (CCME) - Ecumenical Agency on Migration, Asylum and Antiracism' (herein referred to as the 'Commission').
- (2) The Commission is an international non-profit association constituted under the provisions of the Law of 23 March 2019 introducing the Code on Companies and Associations (herein referred to as the 'Code'). It does not seek to make a profit, either for itself or for its Member Churches (herein referred to as the 'Members'). The Commission uses its financial resources solely to fulfil the aims and activities set out in this Constitution and does not offer disproportionately high remuneration to its bodies, to its staff or to third parties.
- (3) The registered office of the Commission is currently located at 174 rue Joseph II, 1000 Brussels, Belgium. A transfer of the registered office may be taken by the Executive Committee, but must be referred to the General Assembly for decisions according to Articles 6 (5) and 16 of this Constitution if it affects the official language of the Commission and its Constitution. Any transfers of the registered office must be published in the annexes of 'Le Moniteur Belge'.
- (4) The duration of the Commission shall be unlimited. It can be dissolved at any time in accordance with this Constitution.

Article 2 - Objectives and activities

2.1. Non-profit objectives

- (1) The aims and activities pursued by the Commission are of an exclusively non-profit-making and international nature.
- (2) The Commission shall seek to develop in the churches throughout Europe a due sense of responsibility towards the position of migrants, refugees and minority ethnic peoples.

It shall take, encourage and initiate any appropriate measures, which promote and enhance the rights of these people or defend them against discrimination.

2.2. Activities

- (1) The Commission may develop, alone or in collaboration with third parties, all activities that serve to achieve its aims, directly or indirectly. The Commission shall fulfil its aims according to the means it deems appropriate, including:
 - a) co-operating with its Members, other member churches and associated organisations of the World Council of Churches (in Europe) or of the Conference of European Churches as well as other ecumenical or church bodies working in the same field;
 - b) contacting and co-operating with the authorities, international organisations, trade unions, employers' associations and associations of migrants, refugees and minority ethnic people;
 - c) co-ordinating parallel efforts and initiatives undertaken by churches and other bodies in this field;
 - d) formulating common European ecumenical positions on these issues;
 - e) promoting awareness raising on questions of racism and xenophobia within the churches and in society;
 - f) promoting the study of the situation of migrants, refugees and minority ethnic people at local, national and international levels;
 - g) representing its Members as appropriate in international organisations and organisations such as the European Union, the Council of Europe and the Organisation for Security and Co-operation in Europe, and at meetings and conferences on these issues;
 - h) organising consultations encouraging co-operation between Members and non-member churches and between churches and other bodies;
 - i) in consultation with churches involved, identifying projects and programmes including training and capacity building, and assisting churches to implement them or to carry them out itself;
 - j) assembling and encouraging the distribution and exchange of information and experience;
 - k) facilitating the sharing of resources, and ensuring the co-ordination of funding in this field.
- (2) The Commission has no legislative authority over its Members. It may act on behalf of Members and in their name only in such matters as are referred to it by one or more Members.

Article 3 – Membership

- (1) The Commission has first been recognised by royal decree on 8 January 1979. The first members were the founding members.
- (2) Other churches or associations, regardless of their legal form and status, acquire membership in the Commission under the regulations laid down in this Constitution. The Commission shall have two (2) membership categories:
 - (a) Born Members and
 - (b) ordinary Members.

The rights and obligations of these, herein referred to as 'Members', shall be as defined in and pursuant to this Constitution.

- (3) Born Members according to Article 3(2)a are
 - the World Council of Churches (Conseil oecuménique des Eglises, Association, enregistrée à Le Grand-Saconnex, Suisse, IDE CHE-105.844.170, Numéro Fédéral CH-660.0.098.950-4) and
 - the Conference of European Churches (Conférence des Eglises Européene, A.i.s.b.l., No. de Enterprise 0422 232 783, enregistrée à Bruxelles, Belgique).

Born Members shall have all membership rights according to this Constitution and appoint one representative each to serve as member on the Executive Committee of the Commission. Should they not be able or willing to exercise their membership rights for a single or several subsequent meetings, they may appoint an alternate from among the other members to exercise them on their behalf in both the General Assembly and the Executive committee.

- (4) The Commission shall always have at least five (5) ordinary Members according to Article 3(2)b, which must come from at least five (5) different European countries. In order to qualify for membership, an applicant shall:
 - (i) be a either
 - a Church or a federation of Churches related to one of the born Members of the Commission or to a National Council of Churches, or
 - an association of federation of associations related to such a Church, federation of Churches or National Council of Churches, or
 - a National Council of Churches.
 - (ii) execute its activities at least on national or state level;
 - (iii) have its registered office in Europe;
 - (iv) be duly constituted in accordance with the laws and practices of its country of origin, whether it has legal personality or not; and
 - (v) accept and respect the basis of the Commission in accordance with the aims of the Commission as set out in Article 2.1 of this Constitution.
- (5) Each Member shall assume all obligations resulting from its membership, including the payment of the annual membership fee determined by the General Assembly according to Article 6 (5).
- (6) Pursuant to Article 4 of this Constitution, a Member may be restricted in its rights as a Member and be excluded as a Member from the Commission.

Article 4 - Terms and conditions for accession, resignation, restriction of rights and exclusion

- (1) A Church, a federation of Churches, an association, a federation of associations, or a National Council of Churches seeking membership of the Commission shall submit an application for admission via regular mail or any other means of written communication (including e-mail) to the General Secretary. The application shall include a validly signed statement of acceptance by that applicant on the basis of the Commission in accordance with the aims set out in Article 2.1 of this Constitution.

The General Secretary shall submit this application for admission to the Executive Committee. After having verified that all conditions for membership are complied with, the Executive Committee shall give its recommendation to the General Assembly, where the request shall be voted upon. The decision of the General Assembly is final and binding, and the General Assembly shall give reasons for its decisions. A Member that has been excluded from the Commission and wishes to rejoin the Commission as a Member shall be considered as an applicant for membership.

- (2) Resignation from the Commission by a Member requires notification via registered mail or any other means of written communication (including e-mail) with acknowledgment of receipt to the General Secretary, who shall inform the Executive Committee without delay. Resignation shall take effect on the first day of the sixth (6th) full month after receipt of the notification by the General Secretary. A Member that has resigned from the Commission and wishes to rejoin the Commission as a Member shall be considered as an applicant for membership.
- (3) By way of derogation from Article 4 (2) of this Constitution, a Member that has resigned from the Commission, and wishes to rejoin the Commission as a Member within six (6) months as from the date of its resignation, shall be readmitted as a Member upon decision of the Moderator.
- (4) A Member that persistently and seriously fails to comply with its obligations as a Member, may have one or more of its membership right(s) suspended. Before suspending the membership right(s), the Executive Committee shall provide the Member concerned with the relevant details in writing via registered mail or any other means of written communication (including e-mail) with acknowledgment of receipt thirty (30) calendar days in advance of the proposed date on which the membership right(s) will be suspended. The Member concerned then has time to definitely remedy the breach or breaches having led to the proposal of suspension. The Executive Committee may decide to suspend the Member's membership rights, provided that the Member concerned has been invited to a meeting of the Executive Committee and given the possibility of defending its position, prior to voting on the decision on such a suspension. The Executive Committee can validly decide on the suspension of the membership right(s) only if: (i) at least half of the members of the Executive Committee are present or represented and (ii) the decision to suspend the membership right(s) obtains a majority of two-thirds (2/3) of the votes cast by the members of the Executive Committee present or represented. The decisions of the Executive Committee regarding the suspension of the membership right(s) are final and binding, and the Executive Committee shall give reasons for its decisions. If the Executive Committee has decided to suspend one or more membership right(s), it shall request the General Assembly to decide at its next physical meeting whether or not the membership right(s) shall continue to be suspended. The decision of the General Assembly regarding the continuation of the suspension of the membership right(s) shall be taken within three (3)

years of the decision of the Executive Committee. The General Assembly can validly decide on the suspension of the membership right(s) only if (i) at least half of the Members are present and (ii) the decision to continue to suspend the membership right(s) obtains a majority of two-thirds (2/3) of the votes cast. The decisions of the General Assembly regarding the continuation of the suspension of the membership right(s) are final and binding, and the General Assembly shall give reasons for its decisions.

- (5) A Member (i) that ceases to satisfy the membership criteria set out in Article 3(4) of this Constitution or (ii) whose membership right(s) continue to be suspended following a decision of the General Assembly according to the procedure set out in Article 4(4) of this Constitution may be excluded from membership by the General Assembly on recommendation from the Executive Committee. Before deciding on the recommendation of the exclusion of a Member from membership to the General Assembly, the Executive Committee shall provide the Member concerned with the relevant details via registered mail or any other means of written communication (including e-mail) with acknowledgment of receipt thirty (30) calendar days in advance of the date on which the exclusion from membership will be recommended to the General Assembly. The Member concerned has then time to definitely remedy the breach or breaches having led to the recommendation of its exclusion from membership to the General Assembly. The Executive Committee may decide to recommend to the General Assembly the exclusion of a Member from membership, provided that the Member concerned has been invited to a meeting of the Executive Committee and given the possibility of defending its position, prior to the vote on the decision to recommend such exclusion to the General Assembly. The Executive Committee can validly decide on the recommendation to exclude the Member from membership to the General Assembly only if (i) at least half of the members of the Executive Committee are present or represented and (ii) the decision to recommend to the General Assembly to exclude the Member from membership obtains a majority of two-thirds (2/3) of the votes cast by the members of the Executive Committee present or represented. The decisions of the Executive Committee regarding the recommendation to the General Assembly to exclude a Member from membership are final and binding, and the Executive Committee shall give reasons for its decisions. If the Executive Committee has decided to recommend the exclusion of a Member from membership to the General Assembly, it shall request the General Assembly to decide at its next physical meeting whether or not the Member shall be (i) excluded from membership or (ii) permanently suspended from membership until a new decision of the General Assembly to stop the suspension. The decision of the General Assembly regarding the exclusion from membership or the permanent suspension from membership of the Member shall be taken within three (3) years of the decision of the Executive Committee to recommend to the General Assembly the exclusion of the Member. The General Assembly can validly decide on the exclusion from membership or the permanent suspension from membership only if (i) at least half of the Members are present and (ii) the decision to exclude from membership or to permanently suspend from membership obtains a two-thirds (2/3) of the votes cast. The decisions of the General Assembly regarding the exclusion from membership or the permanent suspension from membership shall be final and binding, and the General Assembly shall give reasons for its decisions.
- (6) Without prejudice to (4) and (5), if a Member fails to pay its membership fee for three (3) consecutive years, the Member shall be deemed to have terminated its membership,

and this termination shall take immediate effect, unless the Executive Committee decides otherwise.

- (7) A Member that, in whatever way and for whatever reason, ceases to be a Member of the Commission shall (i) remain liable for its obligations towards the Commission, such as the payment of the membership fees, up to the end of the financial year in which the termination of its membership became effective, and (ii) remain obliged to due confidentiality, (iii) have no claims for compensation on the Commission or for its assets, and (iv) forthwith cease to present itself as a Member of the Commission in any manner.

Article 5 - Organisation

The main bodies of the Commission are:

- the General Assembly and
- the Executive Committee.

Article 6 - General Assembly

- (1) The General Assembly shall be composed of all the Members of the Commission, constituting its highest authority. The members of the outgoing Executive Committee shall have the right to attend the General Assembly without a right to vote, unless they are appointed as ‘Delegates’ pursuant to Article 6a (4).
- (2) The Executive Committee may invite observers and guests at the General Assembly without a right to vote. The Moderator may invite them to contribute to the General Assembly.
- (3) The General Assembly shall convene at least once a year. A meeting shall be convened by the Executive Committee within four months if at least one fifth (1/5) of the Members or two-thirds (2/3) of the members of the Executive Committee so request. Each Member shall be represented by its Delegate(s) pursuant to Article 6.a (4) of this Constitution in the case of a physical meeting, or Article 6.b (3), (4) of this Constitution in the case a written procedure is followed. Physical meetings of the General Assembly shall be chaired by the (1) Moderator and two (2) Vice-Moderators.

(4) Alternative 1:

- (4) Each ordinary Member shall have one vote. The born Members shall have two (2) votes each.

[The difference between Alt. 1 and Alt. 2 would need to be followed up in other articles referring to voting.]

(4) Alternative 2:

- (4) Each ordinary Member shall have voting rights according to the following weighted voting system:

- (1) Each Member paying up to and including, but not exceeding one thousand (1.000,00) Euros in membership fees shall have one (1) vote,
- (2) Each Member paying more than one thousand (1.000,00) Euros, but not exceeding ten thousand (10.000,00)

	<p>Euros in membership fees shall have two (2) votes,</p> <p>(3) Each Member paying more than ten thousand (10.000,00) Euros in membership fees shall have three (3) votes.</p> <p>The base year for determining the number of votes allocated to the Members shall be the financial year preceding the General Assembly in question.</p>
--	---

The born Members shall have two (2) votes each.

(5) The General Assembly shall have the powers specifically granted to it by law or this Constitution. It shall have the following powers:

- to amend this Constitution;
- to elect a Nominations Committee;
- to elect and dismiss the Moderator, the two (2) Vice-Moderators, the Treasurer, the members of the Executive Committee and the electoral reserve, and grant discharge to them regarding the exercise of the mandate during the past financial year;
- to deliberate on items on its agenda, issue statements and adopt recommendations;
- to define a financial strategy and approve the annual accounts and the budget;
- to define the annual membership fee policy;
- to decide on the working programme for the forthcoming period;
- to decide on the admission of new Members;
- to decide to restrict membership rights or exclude Members according to the procedures laid down in Article 4;
- if applicable, to appoint and dismiss a statutory auditor or an external accountant, determine the remuneration and grant discharge to that person or those persons regarding the exercise of the mandate during the past financial year;
- transfer the registered office of the Commission, if such a transfer affects the official language of the Commission and this Constitution; and
- to dissolve and liquidate the Commission, allocate the Commission's net assets in case of dissolution, and appoint one or more liquidator(s).

(6) Depending on the nature of the items to be dealt with by the General Assembly, the Executive Committee shall invite the Members:

- (a) to convene in a physical meeting; or
- (b) to decide in writing.

The General Assembly shall be convened as a physical meeting:

- for all elections and dismissals,

- to make changes to this Constitution,
- to dissolve the Commission,
- to adopt the Commission's work plan.

A physical meeting must be held at least once every three (3) years.

Article 6a - Meetings of the General Assembly

- (1) The Executive Committee shall call the meetings at least two (2) months in advance and at such time and place as stated in the invitation. The invitation shall include the agenda and be notified to all the Members and the members of the Executive Committee by the General Secretary via regular mail or any other means of written communication (including e-mail).
- (2) The agenda of the meetings shall be prepared by the Executive Committee. Further details can be laid down in Standing Orders of the Commission and in Rules of Procedure of the General Assembly.
- (3) Up to one week before the beginning of the meeting of the General Assembly, Members and/or Delegates can request to (i) add new items on the agenda and/or (ii) delete items from the agenda. If the Executive Committee does not follow the request, the mover may put this request again to the General Assembly in its opening session, pursuant to Article 6.a (5) of this Constitution with respect to quorum and majority requirements. No vote shall be cast regarding an item that is not listed on the agenda.
- (4) Each Member shall appoint two natural persons, called the 'Delegate(s)', to represent it at the General Assembly, one of whom should preferably be a migrant, a refugee or a minority ethnic person. An equal balance between woman and men should be aimed at. If a Member has one (1) vote, it shall decide which of the two Delegates shall cast the vote on its behalf; if a Member has more than one (1) vote, it shall take a decision how these votes shall be distributed among its Delegates.

Each Member shall inform, via regular mail or any other means of written communication (including e-mail), the General Secretary of the first and last name and the contact details, physical and electronic, of its Delegates. This notice must include the information of how the vote(s) of the Member in question shall be distributed among its Delegates.

If the mandate of a Delegate is revoked by the Member he/she has been representing, (i) he/she shall as of right lose his or her capacity and rights as Delegate in the General Assembly and (ii) the Member concerned shall have the right to immediately replace this Delegate.

If a Delegate cannot be present at a meeting of the General Assembly, the Member in question may appoint another Delegate in his or her place. Likewise, if a Member has more than one (1) vote, and one or more of its Delegates cannot continue to attend the meeting of the General Assembly, the Member may appoint another Delegate to cast its remaining votes. A Member may also choose to grant his vote(s) to a Delegate representing another Member. However, no Delegate may carry the votes of more than two Members. Any granting of proxy shall be communicated directly from the Member to the Delegate in question via regular mail or any other means of written communication (including e-mail), provided the General Secretary receives a copy of this by similar means

If the General Assembly has to adopt amendments to this Constitution in the presence of a notary public, because the amendments require to be recorded in a notarial deed according to Belgian law, each Delegate shall have the right, by way of derogation from the previous paragraph, to hold an unlimited number of proxies. The Delegate(s) granted such proxies shall cast all votes apportioned to the Member he or she represents according to the above provision, as well as all votes granted by other Members. In such a proceeding, only such amendments may be adopted that have been approved by a previous physical meeting of the General Assembly outside of Belgium in accordance with the requirements laid down in Article 16 (1)-(6) of this Constitution. For this purpose, each Delegate present may hold an unlimited number of proxies. The proxy shall be granted directly to the Delegate, via regular mail or any other means of written communication (including e-mail), provided the General Secretary receives a copy of this proxy by similar means.

- (5) Unless otherwise stipulated in this Constitution, the General Assembly shall be validly constituted and have a quorum when at least half of the Members are present. During a physical meeting of the General Assembly, the Moderator shall at the beginning and upon the request of any Delegate verify the presence of a quorum.

If at least half of the Members are not present at the first meeting, a second meeting of the General Assembly may be convened pursuant to Article 6.a (1) of this Constitution, at least two months after the first meeting of the General Assembly. The second meeting of the General Assembly shall validly deliberate, irrespective of the number of Members present, in accordance with the majorities stipulated in Article 6.a (6), Article 14 (2) and Article 16 (4), (5) of this Constitution.

- (6) Decisions are taken by vote. A decision of the General Assembly shall be adopted if it obtains the simple majority of the votes cast. A simple majority in this Constitution means the relative majority reached by highest number of votes cast, while not necessarily constituting an absolute or qualified majority. Blank votes, invalid votes and abstentions shall not be counted. In the event of a tie, the motion shall be taken as rejected.
- (7) Minutes shall be kept at each General Assembly meeting. An excerpt of the minutes containing the results of all elections and decisions shall be immediately approved by the General Assembly in its closing session and signed by the minute takers and the Moderator. A consolidated version of the entire minutes shall be approved and signed by the minute-takers and the Moderator and sent to all Members within three (3) months after the closure of that meeting of the General Assembly via regular mail or any other means of written communication (including e-mail) by the General Secretary. If no Member raises any objections to this full version of the minutes within two (2) months after the distribution, the Executive Committee shall take the decision to add the minutes to the official register of minutes. If there are objections, the next General Assembly shall decide on the final wording before it takes the decision to add the minutes to the official register of minutes.

Article 6b - Written procedure for the General Assembly

- (1) The General Assembly may take decisions via written procedure. For this purpose and by way of derogation from Article 6.a (1) of this Constitution, the Executive Committee shall, via regular mail and/or any other means of written communication (including e-

mail) to the Members, call upon Members to participate in the procedure at least two (2) months in advance of the final date to vote.

- (2) The invitation shall contain the agenda of the General Assembly, including the detailed time frame for the procedure, the motions to be decided upon, the reasons for the proposals in question, and a copy of documents relevant to the decision-making process.
- (3) Each Member shall be represented in a written procedure by one (1) of its Delegates only. For this purpose, each Member shall inform the General Secretary via regular mail and/or any other means of written communication (including e-mail) of the identity and contact details, physical and electronic, of the person who shall represent it in between physical General Assemblies. This person shall receive copies of all communications of the Commission relevant to the exercise of membership rights.
- (4) By way of derogation from Article 6.b (3) of this Constitution, Members shall have the right to be represented in a written procedure by the same delegation that has last been notified to the Commission according to Article 6.a (3) of this Constitution. If a Member makes use of this option, it is up to the Member to decide before the beginning of each written procedure of the General Assembly whether all its Delegates shall cast their vote in the same way on each motion tabled (either in favour, against, or abstain) or whether the Delegates may cast their vote in a different way. Should the Member intend to replace one or more Delegate(s), it shall, within ten (10) calendar days after the receipt of the invitation, inform the General Secretary via regular mail and/or any other means of written communication (including e-mail). With this notification, the Member must also provide the identity and contact details, physical and electronic, of each Delegate concerned.
- (5) As from the date of the notification made by the Executive Committee, each Delegate shall have the right, within one (1) month, to send questions to the Executive Committee via regular mail or any other means of written communication (including e-mail) relating to the agenda and the motions tabled. The Executive Committee shall answer all questions within two (2) weeks of their receipt.
- (6) On the basis of the questions and answers, the Executive Committee shall have the right to adjust or correct any material error in the documents provided or motions tabled, or to withdraw one or more of them. At least eight (8) calendar days before the final date to vote, the Executive Committee shall send to all Delegates the final version of the agenda, the motions tabled and the documents to be approved, including a summary of all questions received and answers given.
- (7) The communication according to Article 6.b (6) of this Constitution shall include a ballot paper with a numbered list of motions, and with the options to agree, reject or abstain for every motion thus tabled individually. This ballot paper shall be returned, duly completed and signed, to the registered office of the Commission or any other address stated in the invitation, via regular mail or any other means of written communication (including e-mail). A secret ballot is not possible. If by the end of the final day to vote, according to current Brussels time, less than half of the Members have returned the ballot paper(s), the motions shall be regarded as rejected. If no simple majority of the votes cast is reached in favour of the motions tabled within the period mentioned in the invitation for the written procedure, the motions shall be regarded as rejected. Abstentions, blank votes and invalid votes shall not be counted. In the event of a tie, the motion shall be regarded as rejected.

- (8) If by the end of the final day to vote, according to current Brussels time, less than half of the Members have returned the ballot paper(s) according to Article 6.b (7) of this Constitution, the Executive Committee shall, within a term of one (1) week again call upon Members to participate in the above procedure pursuant to Article 6.b (1)-(7) of this Constitution. This second written procedure shall validly take place irrespective of the number of Members participating. If in the second written procedure no simple majority of the votes cast is reached in favour of the motions tabled within the period mentioned in the invitation for the second written procedure, the motions shall be regarded as rejected. In the event of a tie, the motions shall be regarded as rejected.
- (9) Further details can be laid down in Rules of Procedure of the General Assembly.

Article 7 – Executive Committee

- (1) The Executive Committee shall consist of a minimum of seven (7) and a maximum of nine (9) natural persons.
- (2) One (1) Moderator, two (2) Vice-Moderators, one (1) Treasurer and a minimum of one (1) and a maximum of three (3) ordinary members shall be elected by the General Assembly.
- (3) In addition, the born Members shall have the right to appoint one ordinary (1) member of the Executive Committee each. Each born Member shall inform, via regular mail or any other means of written communication (including e-mail), the General Secretary of the first and last name and the contact details, physical and electronic, of its representative on the Executive committee. If the mandate of the representative of a born Member is revoked by the born Member he/she has been representing, (i) he/she shall as of right lose his or her capacity and rights as member of the Executive Committee and (ii) the born Member concerned shall have the right to immediately replace this representative. In all other respects, there shall be no difference between the elected and the appointed members of the Executive Committee.
- (4) Membership in the Executive Committee shall aim to include women and men from different European regions covered by the Commission, from different denominations represented in the Commission, as well as migrants, refugees and minority ethnic people.

Article 7a – Elections and term of office

- (1) If an election is to be held according to the agenda of the General Assembly, the General Assembly shall appoint, upon proposal of the Executive Committee, a Nominations Committee in its first session. This Nominations Committee shall consist of a minimum of three (3) and a maximum of five (5) members.
- (2) Except for the persons appointed by the born Members of the Commission according to Art. 7 (3), persons wishing to become members of the Executive Committee shall be proposed to the Nominations Committee by the Member of the Commission they are linked to. The Nominations Committee shall then propose a shortlist including one (1) Moderator, two (2) Vice-Moderators, one (1) Treasurer and of up to three (3) ordinary members to be elected by the General Assembly. The list shall take into account the diversity criteria provided for in Article 7 (4).

- (3) Further details regarding the Nominations Committee can be laid down in the Rules of Procedure of the General Assembly.
- (4) The members of the Executive Committee shall be elected for a minimum of two (2) years and maximum of four (4) years. The term of office of each member of the Executive Committee, including the Moderator, the Vice-Moderators and the Treasurer, shall commence at the closure of the General Assembly at which he/she is elected and shall terminate at the closure of the General Assembly, at which a new Executive Committee has been elected. No natural person may be a member of the Executive Committee, in any capacity (i.e. as Moderator, Vice-Moderator, Treasurer, or ordinary member of the Executive Committee), for more than two consecutive terms.
- (5) The mandate of a member of the Executive Committee terminates by expiry of his or her directorship. It also terminates as of right and with immediate effect, (i) by death or incapacity, or (ii) if the member does not attend, without providing adequate reasons, at least two consecutive meetings of the Executive Committee.
- (6) The mandate of a member of the Executive Committee also terminates upon a request for dismissal by the Member of the Commission by which the member of the Executive Committee has originally been proposed. In order to bring forward such a request, the member shall write to the Moderator of the Executive Committee, and in case the Moderator is the affected member of the Executive Committee, one of the Vice-Moderators, via registered mail or any other means of written communication (including e-mail) with acknowledgment of receipt. The request needs to be motivated. Reasons for such a withdrawal must be valid and necessary to protect either the reputation of the Member in question or the Commission itself. The Executive Committee can reject the request of the Member of the Commission only with a two thirds (2/3) majority. The decision of the Executive Committee shall be final and needs to be justified.
- (7) The mandate of a member of the Executive Committee also terminates upon dismissal by the General Assembly. Such a motion can only be brought in a physical meeting of the General Assembly and must be supported by at least ten Delegates of the General Assembly. It must be motivated. The decision of the General Assembly shall be final and needs to be justified.
- (8) Dismissals according to Article 7a (6) and (7) shall come into effect (i) immediately, (ii) without any compensation or cost becoming payable by the Commission, and (iii) provided that the member of the Executive Committee concerned is invited to the meeting of the decision making body and has been given the possibility of defending his or her position during the meeting and prior to the vote on the dismissal.
- (9) If the Moderator cannot complete his or her term of office, the Executive Committee shall appoint one of the two (2) Vice-Moderators as new Moderator for the remainder of the term of the Moderator to be replaced. If a Vice-Moderator is appointed as new Moderator or cannot, for other reasons, complete his or her term of office, the Executive Committee shall appoint, among the members of the Executive Committee, a new Vice-Moderator who shall be only appointed for the remainder of the term of the Vice-Moderator to be replaced.
- (10) Members of the Executive Committee are also free to resign from their office at any time by submitting their resignation to the Moderator via registered mail or any other means of written communication (including e-mail) with acknowledgment of receipt. In case of the Moderator and the two (2) Vice-Moderators, the resignation shall be

submitted to the Executive Committee through the remaining Moderator or Vice-Moderator(s) in the same way. Should the Moderator and the two (2) Vice-Moderators decide to resign in conjunction, the notice shall be submitted through the General Secretary. The respective recipient shall immediately return an acknowledgement of receipt.

- (11) Upon proposal by the Nominations Committee, the General Assembly shall also elect an 'electoral reserve' of two (2) potential members of the Executive Committee. Except for the Moderator and the two (2) Vice-Moderators, if the mandate of a member of the Executive Committee ceases, for whatever reasons, before its term, or that person becomes appointed new Moderator or Vice-Moderator, the Executive Committee may freely appoint (by co-optation) a new member of the Executive Committee from this 'electoral reserve' for the remainder of the term.

Article 7b – Rights and Responsibilities

- (1) The Executive Committee shall ensure that the Commission lives up to its Members' expectations, as expressed through the decisions of the General Assembly. The Executive Committee shall have all powers necessary to realise the aims of the Commission, except for those that are specifically granted to other bodies of the Commission by law or this Constitution.

The Executive Committee shall, in particular, have the following powers and responsibilities:

- determine and monitor the Commission's programmes and services;
- consider applications for membership and submit proposals to suspend membership rights and to exclude Members to the General Assembly;
- assess and ensure effective organisational and strategic planning;
- ensure the financial stability of the Commission;
- ensure adequate resources, including membership fees, for the Commission to fulfil its mission and manage them effectively;
- ensure that the Commission's Members are informed and provide an annual report on activities;
- every year produce the annual accounts for the previous financial year, as well as the budget for the next financial year that must be submitted to the General Assembly for approval;
- take the decisions to establish and delegate tasks to one or more working group(s), and oversee their activities;
- appoint and dismiss a General Secretary;
- support the General Secretary and grant discharge to him or her for the exercise of this mandate during the past financial year;
- act as the internal instance of appeal in cases of labour conflict within the Secretariat or establish a subcommittee on which it can confer these duties;
- adopt Standing Orders of the Commission;
- authorise official statements and submissions;

- enhance the Commission's public image;
 - transfer the Commission's registered office in all cases no decision of the General Assembly is required by law and/or this Constitution; and
 - make appropriate preparations for the General Assemblies.
- (2) The Executive Committee shall meet no less than twice a year, upon convening by the Moderator. If the Moderator is unable or unwilling to convene the Executive Committee, it shall be convened by the older of the two Vice-Moderators, if he/she is also unable or unwilling, by the younger of the two Vice-Moderators. If the Moderator and the two (2) Vice-Moderators are all unable or unwilling to convene the Executive Committee, the General Secretary shall do so or, if he/she is unable, one of the executive staff members of the Secretariat. The General Secretary shall send the invitation via regular mail or any other means of written communication (including e-mail) at least seven (7) calendar days before the meeting. This invitation shall mention the date, time and place of the meeting. The agenda and the relevant documents necessary for the discussion shall be attached.
 - (3) The agenda of the meetings of the Executive Committee shall be prepared by the General Secretary and approved by the Moderator. If the Moderator is unable or unwilling to approve the agenda, it shall be approved by a Vice-Moderator. If the Moderator and the two (2) Vice-Moderators are all unable or unwilling to approve the agenda, the General Secretary shall do so when sending the invitations. At the beginning of the meeting of the Executive Committee, members can request to (i) add new items on the agenda and/or (ii) delete items from the agenda, with respect to quorum and majority requirements according to (4).
 - (4) Unless otherwise stipulated in this Constitution, the Executive Committee shall be validly constituted and have a quorum when at least half of the members of the Executive Committee, including the Moderator and the Vice-Moderators, are present or represented. Unless otherwise stipulated in this Constitution, decisions of the Executive Committee shall be validly adopted if they obtain the simple majority of the votes cast by the members of the Executive Committee present or represented. Each member of the Executive Committee shall have one (1) vote. Abstentions, blank votes and invalid votes shall not be counted. In the event of a tie, the Moderator has the casting vote.
 - (5) By way of derogation from (4), the Executive Committee may take decisions in written form. This shall be restricted to cases, in which the General Secretary and the Moderator or one of the Vice-Moderators acting together decide that the decision (i) falls within the exclusive competence of the Executive Committee, (ii) cannot be postponed until the next ordinary meeting of the Executive Committee, but (iii) does not warrant or allow for the calling of an extra-ordinary meeting of the Executive Committee. Such a decision shall be valid, if (i) all the members of the Executive Committee have been given by the Moderator or a Vice-Moderator all relevant information via e-mail or any other means of written electronic communication, including the time-frame for the voting procedure, (ii) have had at least 24 hours to react, and if (iii) at least half of the members have given a definite reply making unambiguously clear whether they agree or disagree with the motion or would like to abstain. Motions shall be carried with a simple majority of the votes cast. Motions requiring a different majority under this Constitution or the Standing Orders of the Commission must not be taken in written procedure. The Moderator or Vice-Moderator leading the procedure shall, after time for voting has expired, immediately inform the

Executive Committee if the procedure has had a quorum and what the result of the ballot is.

- (6) The Executive Committee shall be chaired by the Moderator. If the Moderator is unable or unwilling to chair the Executive Committee, the Executive Committee shall be chaired by a Vice-Moderator. The Moderator and the Vice-Moderators may also agree on a mode of rotation. If the Moderator and the two (2) Vice-Moderators are all unable or unwilling to chair the Executive Committee, the Executive Committee shall be chaired by a member of the Executive Committee designated for this purpose by the Executive Committee.
- (7) The Executive Committee may invite to one or more of its meetings, partly or fully, external experts without voting rights, but with the right to speak at the discretion of the person in the chair.
- (8) The members of the Executive Committee are responsible solely for mistakes made during their management and those made in the framework of the execution of the mandate they received. They do not have any personal obligation with regard to the commitments made by the Commission.

Article 8 - Moderator and Vice-Moderators

- (1) The Moderator shall have the following powers and duties:
 - chair Executive Committee meetings;
 - oversee the implementation of Executive Committee resolutions;
 - call special meetings of the Executive Committee, if necessary;
 - ensure the Executive Committee fulfils its governance duties and responsibilities;
 - provide a point of contact for leaders of the Members;
 - oversee the recruitment of the General Secretary;
 - coordinate the General Secretary's performance evaluation;
 - speak on behalf of the Executive Committee on strategic issues.
- (2) The Moderator shall be supported in his or her role by two (2) Vice-Moderators. The Vice-Moderators shall have the following powers and duties:
 - carry out special assignments as requested by the Moderator;
 - perform the Moderator's duties in the Moderator's absence or by his or her delegation;
 - participate as a vital part of the Executive Committee leadership.

Article 9 - Treasurer

- (1) The Executive Committee shall be supported in all financial matters by the Treasurer. In particular, the Treasurer shall oversee the financial situation of the Commission and make recommendations for all decisions and actions of the Executive Committee related to the budget and annual accounts. He/she shall present to the Executive Committee draft annual accounts of the past financial year, as well as the draft budget for the next financial year.

- (2) In the execution of his/her office, the Treasurer shall be entitled to the assistance of the General Secretary and the Secretariat. In particular, all relevant financial documents must be produced upon request and within reasonable time, if necessary.
- (3) The role of the Treasurer is strictly advisory and does not entail any higher liability than carried by all other members of the Executive Committee.

Article 10 - General Secretary

- (1) The General Secretary shall be in charge of the Secretariat of the Commission, shall be the head of the staff and act as the Secretary of the General Assembly. Supported by the Secretariat, the General Secretary shall be responsible for the daily administration of the Commission.
- (2) The General Secretary shall have the powers specifically granted to him or her by this Constitution. The General Secretary shall have the following powers:
 - carrying out the daily management of the Commission, within the approved budget;
 - implementing the work programme of the Commission as agreed by the General Assembly;
 - hiring and dismissing the staff of the Secretariat in consultation with the Executive Committee, unless the Executive Committee has made other provisions;
 - acting as the Secretary to the Executive Committee and participating in an advisory capacity in the meetings of the Executive Committee;
 - by way of derogation from Article 7b (1), the General Secretary may in consultation with the Executive Committee authorise such submissions that are in line with the general policy decisions of the Commission;
 - speak on behalf of the Commission within the policy framework of the Commission.
- (3) The General Secretary shall be accountable to the Executive Committee for his or her activities and the work of the Secretariat.
- (4) The Executive Committee shall appoint a natural person, who is not a member of the Executive Committee, as General Secretary. His or her office may be remunerated. The General Secretary's mandate may be of a definite duration. The terms and conditions of his or her office shall be determined by the Executive Committee.

The mandate of the General Secretary ends as of right and with immediate effect by death or incapacity, or if the General Secretary is declared bankrupt, insolvent or is submitted to the collective debts settlement, or is subject to insolvency proceedings of a similar nature under the laws of any jurisdiction.

The General Secretary is free to resign from his or her office at any time by submitting, via registered mail or any other means of written communication (including e-mail) acknowledgment of receipt, his or her resignation to the Executive Committee, through the Moderator or, if he or she is unable or unwilling to receive it, one of the two (2) Vice-Moderators, who shall return an acknowledgement of receipt immediately. This provision is without prejudice to mandatory labour law provisions, if applicable.

Unless otherwise agreed, the Executive Committee may dismiss the General Secretary at any time and possibly with immediate effect, (i) without having to justify its decision,

(ii) without any compensation or cost becoming payable by the Commission, and (iii) without prejudice to mandatory labour law provisions, if applicable.

Article 11 - Legal representation

- (1) The Commission shall be validly represented in court by (i) the Moderator and (ii) the General Secretary or a Vice-Moderator, acting jointly.
- (2) Out of court (i.e. for extra-judicial deeds), the Commission shall be validly represented vis-à-vis third parties:
 - either (i) the Moderator and (ii) the General Secretary or a Vice-Moderator, acting jointly; or
 - by the two (2) Vice-Moderators, acting jointly; or
 - by the General Secretary and a person duly authorised by the Executive Committee, acting jointly.

Within the framework of daily management, the Commission shall also be validly represented vis-à-vis third parties by the General Secretary, acting alone. In such cases, the General Secretary may authorise executive staff to sign in his or her stead. Such authorisation requires written form.

Article 12 - Secretariat

- (1) The Secretariat shall serve and facilitate the mission and work of the Commission.
- (2) The Secretariat shall facilitate the interaction between the Members. It shall deliver the following core functions:
 - programmatic development;
 - relating to and networking with and among Members;
 - political engagement.
- (3) The Secretariat shall be organised according to the functions and objectives listed in this Constitution and the work programme as agreed by the General Assembly.
- (4) The Secretariat is responsible for particular projects that have been agreed by the Executive Committee as necessary for implementing the work programme as agreed by the General Assembly.

Article 13 - Budgets and accounts

- (1) The Commission shall be financed by membership fees and contributions from the Members, by donations or grants from third parties, or means raised by the Commission within the limits set by the Code or other relevant national legislation governing non-profit organisations.
- (2) The financial year shall be the calendar year.
- (3) The Executive Committee shall devise the annual budget on the basis of the financial plan agreed by the General Assembly and shall determine the contributions expected from each Member with due regard to their financial resources.

- (4) Each year, the Executive Committee shall on the proposal from the Treasurer draw up the draft annual accounts of the past financial year, as well as the draft budget for the next financial year.

Each year, within six (6) months following the end of the financial year, the Executive Committee shall submit the draft annual accounts and the draft budget to the General Assembly for approval.

If the law so requires, the General Assembly shall appoint a statutory auditor, chosen among the members of the Belgian Institut des Réviseurs d'Entreprise / Instituut der Bedrijfsrevisoren, for a term of three (3) years.

If the Commission is not required by law to appoint a statutory auditor, the General Assembly shall still appoint an external accountant to audit the annual accounts.

The statutory auditor or the external accountant, as the case may be, shall draw up an annual report on the annual accounts of the Commission. This report shall be submitted to the General Assembly before the approval of the annual accounts.

Article 14 - Dissolution and liquidation

- (1) Upon request of two-thirds (2/3) of the members of the Executive Committee or one fifth (1/5) of the Members the Executive Committee shall convene an extraordinary General Assembly in order to decide on the dissolution and liquidation of the Commission.
- (2) The General Assembly can validly pronounce the dissolution of the Commission only if (i) at least two-thirds (2/3) of the Members are present and (ii) the decision obtains a two-thirds (2/3) majority of the votes cast. Abstentions, blank votes and invalid votes shall not be counted. In the event of a tie, the motion shall be regarded as rejected.
- (3) Any proposal to dissolve the Commission shall be explicitly mentioned in the agenda attached to the invitation to the Members and the members of the Executive Committee.
- (4) If the General Assembly decides to proceed to the dissolution, it shall also determine the date on which it will take effect and appoint up to three liquidators, one of whom must be admissible to the bar in Belgium.
- (5) Should the Commission be dissolved, the Executive Committee shall ensure that a Church or organisation, which has been a member of the Commission, is appointed as trustee for the net assets of the Commission. The trustee shall undertake to administer the net assets and, after deduction of costs, use the revenues generated by the net assets, if any, exclusively for charitable aims to benefit the work of Churches in Europe related to the aims set out in Article 2.1 of this Constitution. The trustee shall also undertake to found, using the net assets of the former Commission, within five (5) years after the closure of the liquidation of the Commission a new European non-profit association with aims consistent with those set out in Article 2.1 of this Constitution. If within this period of time no such entity has been created, the net assets shall be allocated to the Conference of European Churches to be used in accordance with these aims.

Article 15 - Languages, special provisions

- (1) The official languages of the Commission are English and French. Without prejudice to applicable legal obligations, English shall be the working language. While the French

version of this Constitution is binding by law, officially approved versions shall be published in both languages. In the event of any inconsistency between the two versions, the French version shall prevail.

- (2) Anything that is not provided for in this Constitution, or in Standing Orders of the Commission, or in Rules of Procedure of the General Assembly, shall be governed by the provisions of the Code. In the event of a conflict between this Constitution, Standing Orders of the Commission and Rules of Procedure of the General Assembly, or any other kind of internal rules and regulations of the Commission, this Constitution shall prevail.

Article 16 - Amending the Constitution

- (1) Upon request of two-thirds (2/3) of the members of the Executive Committee or one fifth (1/5) of the Members, the Executive Committee shall convene an extraordinary General Assembly in order to decide on the amendment of this Constitution.
- (2) The main terms of any proposal to amend this Constitution shall be explicitly mentioned in the agenda attached to the invitation to the Members and the members of the Executive Committee.
- (4) At the meeting of the General Assembly deciding on amendments to this Constitution, amendments to the proposed amendments to this Constitution may be proposed by Delegates according relevant regulations in Rules of Procedure of the General Assembly and shall be voted upon by the General Assembly. The General Assembly can validly decide to adopt amendments to the proposed amendments to this Constitution only if (i) at least half of the Members are present and if (ii) the decision to adopt the amendments to the proposed amendments to this Constitution (in accordance with Article 16 (2) of this Constitution) obtains the simple majority of the votes cast.
- (5) The General Assembly can validly decide on amendments to this Constitution, including adopted amendments to the proposed amendments only if (i) at least half of the Members are present and if (ii) the decision to adopt the amendments to this Constitution, including the adopted amendments to the proposed amendments obtains a two-thirds majority (2/3) of the votes cast.
- (6) If half of the Members are not present at the first meeting, a second meeting of the General Assembly may be convened pursuant to Article 6.a (1) of this Constitution, at least three (3) months after the first meeting of the General Assembly. The second meeting of the General Assembly shall validly deliberate in accordance with the majority stipulated in Article 16 (5) of this Constitution, and decide on the amendments to this Constitution including the adopted amendments to the proposed amendments (in accordance with Article 16 (2) of this Constitution), if at least one fifth (1/5) of the Members are present.
- (7) Without prejudice to the requirements of applicable law, the date on which adopted amendments to this Constitution shall enter into force can be determined in Rules of Procedure of the General Assembly, or by the decision of the General Assembly regarding the amendments in question.
- (8) Any decision of the General Assembly relating to amendments of this Constitution is subject to the requirements imposed by applicable law. In particular, when the law requires it, the amendments to this Constitution must be acknowledged by a Royal Decree or recorded in a notarial deed.

Churches' Commission for Migrants in Europe (CCME)
Ecumenical Agency on Migration, Asylum and Antiracism

Articles of Association

No. 1 Basis and sphere of work

- 1.1 The international association with philanthropic and religious aims which is known as the **Churches' Commission for Migrants in Europe (CCME)** - Ecumenical Agency on Migration, Asylum and Antiracism shall be in accordance with the provisions of the Belgian Legislation. This association shall be based in the Brussels conurbation and its sphere of work shall cover all countries in Europe.
- 1.2 The headquarters of the Commission are currently located at 174 rue Joseph II, 1000 Brussels, Belgium. They may be transferred to any other place within the urban centre of Brussels on the decision of the Executive Committee. Any proposal to transfer the headquarters outside the urban centre of Brussels shall be referred to the General Assembly for decision in accordance with the rules of quorum and voting applicable in the case of amendments to the Articles of Associations.
- 1.3 Any transfers of the headquarters must be published in „Le Moniteur Belge“ during the same month.

No. 2 Aims

- 2.1 The Commission is an ecumenical, non-profit making organisation. It shall seek to develop in the churches throughout Europe a due sense of responsibility towards the position of migrants, refugees and minority ethnic peoples.
It shall encourage and initiate any appropriate measures on the part of the churches, which promote and enhance the rights of these people or defend them against discrimination.
- 2.2 The Commission shall act on behalf of its members and fulfil its aims according to the means it deems appropriate, that is:
 - a) co-operating with its members, member churches and associated organisations of the World Council of Churches (in Europe) and of the Conference of European Churches and other ecumenical or church bodies working in the same field;
 - b) contacting and co-operating with the authorities, international organisations, trade unions, employers' associations and associations of migrants, refugees and minority ethnic people;
 - c) co-ordinating parallel efforts and initiatives undertaken by churches and other bodies in this field;
 - d) formulating common European ecumenical positions on these issues;

- e) promoting awareness raising on questions of racism and xenophobia within the churches and in society;
- f) promoting the study of the situation of migrants, refugees and minority ethnic people at local, national and international levels;
- g) representing its members as appropriate in international organisations and organisations such as the European Union, the Council of Europe and the Organisation for Security and Co-operation in Europe, and at meetings and conferences on these issues;
- h) organising consultations encouraging co-operation between members and non-member churches and between churches and other bodies;
- i) in consultation with churches involved, identifying projects and programmes including training and capacity building, and assisting churches to implement them or to carry them out itself;
- j) assembling and encouraging the distribution and exchange of information and experience;
- k) facilitating the sharing of resources, and ensuring the co-ordination of funding in this field.

No. 3 Finance

3.1 The financial resources needed by the Commission for its work shall be obtained from contributions from its members, donations, grants, sale of publication, and activities of various kinds.

3.2 The accounts shall be closed each year on 31st December.

No. 4 Membership

4.1 Membership of the Commission is open to churches and to organisations related to a) member churches of the Conference of European Churches or b) to a national council of churches in a European country which share the aims of the Commission. The membership is also open to councils of churches in European countries.

4.2 Admittance to membership shall be decided by the General Assembly on proposal of the Executive Committee. Applications shall be submitted in writing.

4.3 Members shall be required to pay a membership fee, which shall be determined by the General Assembly.

4.4 At the request of the Executive Committee all members are expected to provide it with reports on their work on the issues with which the Commission is dealing.

4.5 Membership may be terminated by resignation, loss of legal status or by expulsion. Resignations shall be valid only if communicated to the Executive Committee in writing.

4.6 Any member who ceases to belong to the Commission shall forfeit any claim on the assets.

No. 5 Organisation

5.1 The Organs of the Commission are: the Assembly and the Executive Committee.

No. 6 The General Assembly

6.1 All members shall appoint two representatives of whom one is preferably a migrant, a refugee or a minority ethnic person. An equal balance between woman and men should be respected.

6.2 The General Assembly is composed of

- a) the representatives of the members of the Commission (see No 4.1),
- b) two representatives with voting rights appointed by the Conference of European Churches and
- c) two representatives with voting rights appointed by the World Council of Churches.

6.3 The Executive Committee may invite observers and guests, including Roman Catholic partners, without a right to vote.

6.4 In the General Assembly one to three members which belong to one country have jointly three votes, four members which belong to one country have jointly four votes and more than four members which belong to one country have jointly five votes. Not later than the opening of the General Assembly the members in each country shall agree how the votes will be distributed among them and shall notify the Moderator in writing of the names of the representatives who will exercise the votes relating to that country.

6.5 The quorum shall be obtained when representatives of at least 50% of the members are present or represented.

6.6 Powers of attorney may be conferred by a member on a voting representative of another member. The conferment is only valid when presented in writing. The same person may not represent more than two members.

6.7 The Assembly shall adopt decisions by simple majority of the votes. When voting is equally divided, the motion is defeated.

6.8 When at least two thirds of the members are present or represented, the Assembly may adopt Standing Orders by a two-third majority.

6.9 The General Assembly has full powers to fulfil the aims of the Commission.

- a) The General Assembly shall elect the members of the Executive Committee according to the regulations under No. 7.1, 7.3 to 7.5. They shall include women and men from various subregions of Europe covered by the Commission, the various confessions represented in the Commission, migrants, refugees and minority ethnic people.

- b) The General Assembly shall adopt the three-year-activity report and the three-year-finance report. Through this action the General Assembly discharges the Executive Committee of its responsibility in this regard.
 - c) The General Assembly shall approve the budget for the forthcoming period.
 - d) The General Assembly shall determine the membership fee.
 - e) The General Assembly shall decide on the working programme for the forthcoming period.
 - f) The General Assembly shall decide on the admission of new members.
 - g) Expulsion from membership shall be by decision of the Assembly on the proposal of the Executive Committee and with a two-thirds majority of the members present or represented.
 - h) Decisions to amend the Articles of Association or to dissolve the Commission shall require a majority of two-thirds of the total votes. Resolutions to this effect shall be voted on only when prior notice of them has been given on the agenda circulated to members of the Commission not less than 60 days before the Assembly. Amendments shall come into force only after approval and publication in accordance with the Belgian Legislation
- 6.10 The Assembly shall meet every three years and be convened by the Executive Committee, in writing, at least three months in advance and with notification of the draft agenda.
- 6.11 On the request of at least one third of members or the Executive Committee, an extraordinary Assembly must be convened within six months. A request by members must be made, in writing and stating reasons, to the Executive Committee.

No. 7 The Executive Committee

- 7.1 The Executive Committee shall consist of not less than seven nor more than nine persons: the Moderator, the Treasurer and three to five other persons elected by the General Assembly as well as one person appointed by the Conference of European Churches and one person appointed by the World Council of Churches. One member shall be a Belgian national so far as this is required by the Belgian legislation. They shall include women and men from various subregions of Europe covered by the Commission, the various confessions represented in the Commission and migrants, refugees and minority ethnic people.
- 7.2 The General Secretary takes part in the meetings of the Executive Committee without voting right.
- 7.3 The term of office of the Executive Committee shall be three years. No person shall serve on the Executive Committee consecutively for more than two periods.

- 7.4 The General Assembly shall first elect the Moderator, secondly the Treasurer. It is preferable that both are currently serving members of the Executive Committee.
- 7.5 The Assembly shall nominate in priority order two substitutes who shall fill in that order any vacancy that shall arise in the Executive Committee before the next Assembly. If the vacancy shall arise in the office of Moderator or Treasurer, the Executive Committee shall appoint one of its members to act in that capacity.
- 7.6 The Executive Committee, at its first meeting after each Assembly, shall elect no more than two Vice-Moderators.
- 7.7 Any Executive Committee member who does not attend, without providing adequate reasons, at least two meetings of the Executive Committee shall have deemed to have vacated her/his mandate.
- 7.8 The members of the Executive Committee may be dismissed only on the decision of the General Assembly and by a special majority of two-thirds of the members present or represented.
- 7.9 The members of the Executive Committee shall meet at least twice a year. They shall be convened by the Moderator and a quorum shall consist of half the number plus one. Decisions shall be made by a simple majority. When the voting is equally divided, the Moderator shall have the casting vote.
- 7.10 The Executive Committee shall be responsible for administering the Commission's affairs. It shall be corporately responsible to the Assembly for their administration.
- a) The Executive Committee shall prepare and convene the General Assembly.
 - b) The Executive Committee executes the decisions made by the General Assembly and establishes working groups if appropriate according to No. 8.
 - c) The Executive Committee shall annually prepare the budget and send the accounts of the previous year, after due examination by independent experts, to the members.
 - d) The Executive Committee shall submit a three-year-report on the finances as well as the budget for the forthcoming period to the General Assembly for approval.
 - e) The Executive Committee decides on the application of new members as prescribed in 4.2.
 - f) Other tasks may be assigned to it by the General Assembly.
- 7.11 The Moderator shall represent the Commission in its external affairs. She/he may entrust the General Secretary with this task. The Moderator shall preside over the Assembly and meetings of the Executive Committee. Her/his signature (or of an Executive Committee member designated by the Moderator to replace him), together with that of one of the other Executive Committee members or that of the General Secretary shall bind the Commission without having to justify powers with regard to their parties.

7.12 Legal action, in both plaintiff and defendant capacity, shall be conducted by the Executive Committee, represented by the moderator, or another Executive Committee member nominated by her/him for this purpose. The Executive Committee may also be represented by the General Secretary.

No. 8 Working Groups

8.1 Working Groups can be established to cover effectively the three issues of migration and integration, asylum and displacement, and racism and xenophobia. The working groups need a clear goal, a limitation in time, they should be of a limited size, and be composed according to needed expert working membership and/or regional representation. Before a working group is established, the Executive Committee shall ensure that there is financial provision for its functioning.

8.2 Each working group shall have at least one member of the Executive Committee as a member. A working group can determine its moderator.

8.3 The working groups report the results of their work to the Executive Committee. Only the General Assembly and the Executive Committee are allowed to speak and publish on behalf of the Commission.

No. 9 Secretariat

9.1 The Executive Committee shall be supported in performing its task by a secretariat. The tasks and area of responsibility falling to the secretariat shall be established by the Executive Committee in writing.

9.2 The Executive Committee shall appoint the General Secretary by contract for a period fixed by it.

No. 10 Dissolution

10.1 As prescribed in 6.8 g), a majority decision shall dissolve the CCME.

10.2 If at the time of dissolution there is a surplus remaining after payment of the debts of the Commission the liquidators or if none have been appointed the Executive Committee shall choose to dispose of it to one or any number of organisations professing similar philanthropic and religious aims to those mentioned under Article 2, or to Brussels based Ecumenical organisations, the Conference of European Churches or the World Council of Churches.

No. 11 General

11.1 The version of these Articles published in „Le Moniteur Belge“ is authentic.

11.2 Any matter not covered in these Articles of Association, in particular announcements to be made in „Le Moniteur Belge“, shall be dealt with in accordance with the legislation currently in force.

The Articles of Association as laid down here has been passed by the General Assembly of CCME, October 1999 in Järvenpää/Finland.

((version oct.99))