

# Network of European Foundations (NEF)

## Statutes

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### Purpose

#### Article 1

In accordance with the provisions of the Code of Companies and Associations introduced by the law of 23 March 2019, an international non-profit association, governed by the provisions of this Code, currently called "Network of European Foundations", abbreviated to "NEF", with its registered office in the Brussels-Capital Region, has been established.

#### Article 2

The Association, which is not inspired by profit-making motives, has the purpose of strengthening philanthropic cooperation between foundations, associations, voluntary organisations and other non-governmental organisations in Europe.

The object of NEF is to increase philanthropic impact by providing space for collaboration, learning and regranting through donor collaborative projects.

For this, NEF's activities are the following: NEF serves both as a launching pad for new philanthropic collaborative projects and as an implementing partner. NEF has a role of support, advice and legal responsibility for the philanthropic collaboration projects it hosts and develops.

NEF acts as an intermediary: for each collaborative project, NEF collects the funds from the donors and re-grants the funds via a common pot. NEF can fund individuals, legal entities and associations by way of grants, loans, scholarships and/or other means.

NEF is active primarily in three areas: democracy, social inclusion and international development.

### Members

#### Article 3

The membership of the Association is composed of legal persons incorporated as foundations (or the equivalent) in accordance with the laws and practices of their country of origin. The association is comprised of at least four members that are registered in Europe.

Members have equal voting rights at the General Assembly.

Members must pay their annual membership fee as defined in the range voted by the General Assembly, with a maximum of 50.000 euros.

#### **Article 4**

The admission of new members is decided by the General Assembly acting by a simple majority. The new member puts forward its application at the General Assembly. To be admitted as a member, a foundation must be committed to supporting European philanthropic collaboration.

A new member pays the full yearly membership fee applicable for the year of its admission.

Membership shall cease on the resignation of the member.

In addition, the cases listed below give rise to the automatic termination of membership:

- The member no longer meets the conditions for membership
- The member is bankrupt or in liquidation
- The member is convicted of fraud or wrongdoing
- The member has not paid its membership fees for the current year and the previous one, despite reminders for the aforementioned overdue payments.

An exclusion may also be pronounced by the General Assembly, by a two-thirds majority.

At least one month before the General Assembly, the member must be informed of the reason of the request of its exclusion and may make its observations to the Chairperson of the Association by e-mail 15 days before the meeting. Those observations will be then discussed at the General Assembly.

### **General Assembly**

#### **Article 5**

The following prerogatives are attributed to the General Assembly:

- Amendment of the Articles of the Association.
- Approval of the Association's collaborative projects.
- Where applicable, the appointment, dismissal, fixing of remuneration and discharge of the auditor.
- Approval of the By-Laws.
- Admission and exclusion of members.
- The appointment and dismissal of the Board of directors and the determination of the way their duties are to be terminated and their discharge.
- Approval of the budget and of the accounts.
- Determination of the amount of the compulsory annual fee.
- Voluntary dissolution of the Association.

#### **Article 6**

The General Assembly convenes at least once a year, either at the registered office or at any place in Europe indicated by email sent on behalf of the Chairperson, at least two weeks before the scheduled date of the meeting. The meeting may also be held upon being convened by the Board of Directors at the request of one fourth of its members.

Where permitted by law, the General Assembly can be held virtually. The location of the Chairperson will be recognised as the physical office of the Association. A Secretary will assist the Chairperson and validate

the decisions of the Assembly. The Secretary will report, if necessary, on the technical elements during the meeting.

Members have the right to be represented by proxy, but no member may represent more than one other member.

#### **Article 7**

Save in the cases for which provision is made in these Articles of the Association, resolutions shall be adopted by the simple majority of members present or represented (a quorum of 51% of members must be present and two thirds for decisions to amend the statutes, to dismiss a director and to voluntarily dissolve the association) and they shall be notified to all members.

The members may unanimously and in writing take all decisions falling within the competence of the General Assembly, subject to the law [in the event that they are unable to meet in person].

Items not on the agenda may not be the subject of a resolution, save in the case of a unanimous resolution.

#### **Article 8**

Resolutions passed by the General Assembly are communicated by e-mail to members one month after the General Assembly.

#### **Article 9**

The General Assembly shall elect a Board of Directors comprised of a president, a vice-president, a treasurer and a secretary for a period of four (4) years who shall remain in office for the duration of their directorship. Mandates of Members of the Board of Directors are renewable and shall not exceed 2 terms.

### **Board of Directors**

#### **Article 10**

The Association is administered by a Board of Directors comprising at least four (4) members appointed for four (4) years.

The Board of Directors has the broadest powers to achieve the purpose and the activities of the association, except for those reserved for the General Assembly, and those relating to day-to-day management.

The By-Laws establish the procedures and framework for standing as a candidate, for the appointment of members to the Board and for the hosting of a collaborative philanthropic project within NEF.

Board members may be removed by the General Assembly acting by a two-thirds majority of members present or represented.

#### **Article 11**

The Board of Directors meets twice yearly upon convening by its Chairperson. A physical meeting is called three weeks in advance. An online meeting is called at least three days in advance. Its resolutions are taken by a simple majority of members present, with a minimum of three. The Chairperson shall have the casting vote in the event of a tie vote.

### **Article 12**

The resolutions of the Board of Directors are communicated by e-mail to the Directors, at the latest one month after the meeting. They are shared for information with the members at the General Assembly.

### **Article 13**

The Board of Directors shall have all powers of management and administration, without prejudice to the prerogatives of the General Assembly. It may delegate day-to-day management to its chairperson or to its Treasurer or to a third party who has the title of Executive Director of the Association.

Day-to-day management is defined as:

- acts and decisions which do not exceed the needs of the daily life of the Association.
- acts and decisions which, either because of the minor interest they represent or because of their urgent nature, do not justify the intervention of the administrative body.

### **Article 14**

All acts which commit the association are, except for special powers of attorney, signed by two directors acting jointly and who do not have to justify their powers to third parties.

## **Budget, Accounts and Finance**

### **Article 15**

The financial year is ended on 31 December of each year. The Board of directors is obliged to submit each year the accounts for the financial year that just ended for approval by the General Assembly, once they have been audited by the auditor selected by the General Assembly, as well as the budget.

### **Article 16**

The Association is financed by an annual compulsory fee paid by the members of the General Assembly and by contributions from the private sector (individuals or institutions) and public sources: governments, European Union, and other international organisations.

### **Article 17**

Any amendment of powers to the bank accounts of The Association, or an opening or closure of a bank account, require the signature of the Executive Director of the Association and the signature of either the Chairperson or the Treasurer of the Association.

## **Amendment of the Articles of Association and dissolution of the Association**

### **Article 18**

Any proposal intended to amend the Articles of the Association (Statutes) or to dissolve the Association must be issued by the Board or at least one fifth of the members of the association.

The Board must notify the members of the Association, at least three months in advance, of the date of the General Assembly and the content that will consider said proposal.

To be valid, a decision must be approved by a two-thirds majority of members of the General Assembly.

However, if this General Assembly fails to bring together a quorum of two thirds of the members of the Association, an additional General Assembly shall be convened under the same conditions as above and shall act validly and definitively on the proposal in question, regardless of the number of members present or represented, by a majority of two thirds of the members present.

#### **Article 19**

The General Assembly can initiate the dissolution of the Association, acting on a two third majority. The modalities of the dissolution will be determined by the general assembly acting by simple majority.

All the Association's funds shall be devoted to its purpose, as set out in Article 2. In the event of dissolution, its assets may only be transferred or made available to a body or bodies created for and devoted exclusively to charitable, educational, or scientific purposes.

### **General Provisions**

#### **Article 20**

None of the Association's assets, revenues, profits, or net profits may procure an advantage to an employee, agent, administrator or member of the Board, or to any other person, with the exception of a reasonable indemnity for services rendered to the Association within the framework of its objectives.

In no case may the Association accept a donation which, pursuant to the law of 25 October 1919, would benefit, or whose market value would benefit, the donor or the natural or legal person designated by the donor.

#### **Article 21**

Anything not set forth explicitly in these Articles of Association, and in particular the documents to be published in the Moniteur belge, shall be decided in accordance with the law.

# By-Laws of NEF

AS MODIFIED BY THE GENERAL ASSEMBLY ON 30 MAY 2022

In accordance with article 10 of the Statutes, the General Assembly promulgates the following By-Laws:

## Article 1

The Board of Directors shall be comprised of at least Chairperson, a Vice-Chairman, a Treasurer, and a Secretary. According to Article 9 of the Statutes, the Chairperson, the Vice-Chairperson, the Treasurer, and the Secretary are elected for a period of four years.

## Article 2

According to Article 16 of the Statutes, the Board of Directors will prepare a draft budget that shall be balanced for each operating year.

## Article 3

Candidates to the membership of the Board of Directors must be members of the General Assembly. They will be nominated by the General Assembly at a majority vote for a period of four years. Mandates of Members of the Board of Directors are renewable and shall not exceed 2 terms.

Should there be more than one candidate for each post; the election is carried out by secret ballot.

## Article 4

All philanthropic collaboratives to be launched within NEF must be presented to and approved by NEF General Assembly.

NEF members or a foundation partner can propose to the General Assembly a new collaborative project. The General Assembly will review the proposal before acceptance of the collaborative project within NEF's portfolio. The collaborative philanthropic project proposed must involve several partners which could be foundations (members or non-members of NEF), corporate donors or public entities. The participation of the foundation partners into the collaborative project is organised through a Steering Committee. The Steering Committee appoints a chairperson.

The Chairmanship of NEF collaborative project is open to NEF members and to external foundations provided that the Chairperson has recognised experience leading collaborative projects or with the specific focus of the collaborative project. The Chairperson with the NEF Executive Director have the responsibility to foster engagement of the parties along the lines of the NEF operational framework.

## **Article 5**

Philanthropic collaborative projects presented to NEF's General Assembly are by nature pan-European and supported by several foundations. Once accepted by the General Assembly, they will be included in NEF's portfolio and implemented by NEF or co-funded through NEF.

Project by project, a cost contribution will be charged to the Collaborative project budget. The annual cost contribution is established to cover the direct costs of NEF incurred in support of the Collaborative project (IT infrastructure...), and to contribute to the indirect costs supported by NEF (eg. staff time). NEF has established a scale of contribution policy that serves as a benchmark to set the cost contribution.

## **Article 6**

The framework for implementation of the collaborative project launched under the NEF umbrella is described in a *Project Partnership Agreement*. The *NEF's operational framework* is the backbone of all collaborative projects developed within NEF, it clarifies the roles and responsibilities of NEF and the parties of its governance structure. The NEF Operational Framework and the NEF Project Partnership Agreement constitute an essential part of the NEF bylaws. They are annexed to the Bylaws. The partners to the Collaborative Project within NEF sign the Project Partnership Agreement and accept the NEF Operational Framework to guide the partnership in its modus operandi.