

## **EUROPEAN CONSUMER DEBT NETWORK TO FIGHT AND PREVENT OVERINDEBTEDNESS AND TO PROMOTE FINANCIAL INCLUSION (ECDN)**

### **Statutes**

#### Article 1 : Name and registered office:

1. The association shall be called "European Consumer Debt Network to fight and prevent over-indebtedness and to promote financial inclusion", abbreviated "ECDN". It concerns a Non-Profit International Association governed by the provisions of Title III of the law of 27 July 1921 on non-profit associations, foundations and non-profit international associations.
2. The Association's registered office shall be located at Château de Cartier, place Albert 1er, 38, 6030 Charleroi (Marchienne-au-Pont), Belgium. It may be transferred, by derogation of article 7 (1.9) of the present statutes, to any other location in Belgium by decision of the Managing Committee, to be published in the "Annexes" (Appendices) of the "Moniteur belge" (Belgian official journal) within one month following such decision.

#### Article 2 : Purposes and activities:

1. The Association's purposes are to bring together a broad range of actors (organisations, institutions) in the fight against over-indebtedness and financial exclusion and to facilitate the exchange of information on these matters connected with their legal and economical aspects and all initiatives at European and national levels.
2. The Association may carry out any activity it considers necessary to promote its aims and, in particular:
  - the establishment of necessary structures and tools for a functioning communication between the Association's members and information of other relevant actors and the general public, such as a newsflash, a newsletter, a website, web-logs and all information strategies to increase general awareness connected with over-indebtedness and financial exclusion;
  - the development of opportunities for exchange, knowledge transfer and common strategies on social and financial exclusion and more specifically on influencing the plans on social inclusion connected with over-indebtedness and financial exclusion;
  - the development of measures to raise more general awareness and increase the interaction of all relevant actors around over-indebtedness and financial exclusion, connected with financial education, access to financial services, debt advice and bankruptcy legislation.

#### Article 3 : Membership:

1. Members:

The Association is a coalition open to any organisation and person which satisfies all of the following criteria:

- it is located in geographical Europe;
- it has no illegal activities in accordance with the Belgian law;
- it is active in the fight and prevention against over-indebtedness and exclusion from financial services and prevention of these phenomenon;
- it accepts the Association's statutes and internal rules.

The Association shall have two membership categories: active members and passive members.

The rights and obligations of the members shall be as set forth in the Association's statutes and internal rules.

#### 1. Active members:

Applicants may be admitted to the Association as active members if they satisfy all of the following criteria :

- they meet the criteria set forth above (paragraph 1);
- they are organisations if they are legal persons, or present themselves and are known as such if they are natural persons or a group of natural persons;
- they are established and, eventually, structured and managed in accordance with the law of the country where they are located.

The rights of active members include full voting rights in the Association and the right to stand for election to the organizational structures of the Association in accordance with these statutes and internal rules. They shall contribute an annual membership fee in accordance with these statutes and the internal rules.

#### 2. Passive members:

Applicants may be admitted to the Association as passive members if they meet the criteria set forth above (paragraph 1), are individuals and have competence or experience related to the Association's purposes.

Passive members shall have no voting rights in the Association and no right to stand for election to the organizational structures of the Association. They only may attend meetings of the General Assembly and have speaking rights within and can be invited to activities organized by the Association. They shall receive the newsletter of the Association, as well as any relevant information about the activities and the relations of the Association with non-members. They shall not contribute a membership fee.

#### Article 4 : Membership application procedure and effects:

Applications for admission as a member shall be directed to the registered office for the attention of the Management Committee by any means of communication set forth in the internal rules. The applications shall be in the form and be accompanied by the documents and data detailed in the internal rules.

The applications imply that the applicants accept the statutes, internal rules and all former decisions of the Association.

The membership application shall be reviewed by the Management Committee, which shall make an advice to the General Assembly in accordance with the internal rules. Upon this advice the General Assembly shall decide whether or not to admit the applicant as member. The decision of the General Assembly to admit an applicant as active member shall have the effect of making the membership fee payable for this new active member.

Applications for changes in membership category shall be treated in the same way as applications for membership.

Article 5 : Membership resignation procedure and effects:

Any member can withdraw from the Association at any time.

The withdrawal must be notified to the registered office for the attention of the Management Committee by any means of communication set forth in the internal rules.

It shall produce its effects the day after its reception by the Management Committee in accordance with the internal rules. It shall have the immediate effect of depriving the resigning member of all the rights it has as member. The annual membership fee relating to the year that the withdrawal takes place and any amount that it owes the Association remain due for their entire amount and must be paid within the six months after the reception of the withdrawal by the Management Committee. The resigning member shall have no claim for compensation and on the Association's assets.

Article 6 : Membership exclusion procedure and effects:

Any member who violates or is no longer in compliance with the provisions of the statutes or the internal rules, or who acts in a way that is detrimental to the interests of the Association or its members, or who have not paid its membership fee in accordance with the internal rules, may be excluded from the Association at any time.

The exclusion of a member must have been proposed by the Management Committee, setting out the reasons for this, in accordance with the internal rules. This proposal must have been adopted by the General Assembly. The concerned member must have had the possibility to be heard by the General Assembly. The reasons of the exclusion shall be set out in the minutes of the General Assembly and be sent with the decision of exclusion to the member concerned.

The decision of exclusion shall produce its effects the day it has been taken by the General Assembly. It shall have the immediate effect of depriving the excluded member of all the rights it has as member. The annual membership fee relating to the year that the exclusion takes place and any amount that it owes the Association remain due for their entire amount and must be paid within the six months after the decision of exclusion. The excluded member shall have no claim for compensation and on the Association's assets.

## Article 7 : Organizational structures:

The organizational structures of the Association are :

1. the General Assembly;
2. the Management Committee.

1. The General Assembly :

- 1.1. The General Assembly shall consist of all the members of the Association.

- 1.2. Only the active members shall have voting rights. Each active member shall have one vote.

- 1.3. The General Assembly is the highest authority in the Association. It shall have the following powers :

- the setting of the policies, guidelines and priorities of the Association;
- the adoption of the Association's annual budget and accounts;
- the modification of these statutes;
- the adoption and amendment of the internal rules;
- the election and revocation of the members of the Management Committee;
- the admission and exclusion of members;
- the determination of annual membership fees;
- the granting of discharge to the members of the Management Committee;
- the dissolution of the Association and the setting of the modalities of its liquidation and the transfer of its assets to another non-profit association.

- 1.4. The annual General Assembly shall take place each year at a date determined by the Management Committee within the first half-year. An extraordinary General Assembly shall be convoked by the Management Committee upon the request of one third of the active members, or each time that the interests of the Association so require. The aforementioned request shall be sent to the Management Committee by means of communication set forth in the internal rules ; the General Assembly shall take place at a date determined by the Management Committee within the three months following the reception of the request.

- 1.5. Invitations for a General Assembly shall be sent by the Management Committee to all members by means of communication set forth in the internal rules at least 30 calendar days before the determined date of this General Assembly. The invitations shall mention the agenda, the location, the date and the time of the General Assembly. The agenda shall contain any item submitted by any means of communication set forth in the internal rules to the Management Committee by a member at least 15 calendar days before the determined date of this General Assembly.

- 1.6. Each member shall inform the Management Committee, by any means of communication set forth in the internal rules, at least 15 calendar days before the determined date of the General Assembly, of the identity of its delegate, who must be (a) physical person(s), that will attend this General Assembly.

Each member shall have the right to be represented at a General Assembly by a proxy holder, who must be an other member. This last obligation is not requested for the first of the General Assemblies of the Association. A proxy holder shall never represent more than four other member.

Any member present or represented at a General Assembly shall be deemed to have been properly notified.

- 1.7. The General Assembly shall be validly constituted if one half of the active members are present or represented.

Should this quorum not be reached, a second General Assembly may be convened for any day which is at least 20 calendar days and no more than 40 calendar days later than the date for which the General Assembly was originally scheduled. This second General Assembly shall be validly constituted irrespective of the number of active members present or represented. The date of this second General Assembly shall be announced in the invitation for the first General Assembly. The invitation must stipulate that this second General Assembly shall be validly constituted irrespective of the number of active members present or represented. This second General Assembly shall have the same agenda than the first General Assembly.

- 1.8. The General Assembly shall be presided by the President of the Association and, in his/her absence the Vice-President of the Association. If neither the President or the Vice-President is present, the meeting shall be presided by a delegate of an active member designed by the General Assembly.

The person presiding the General Assembly shall declare the opening and closing of each meeting, appoint a secretary for the meeting, read the agenda, direct the discussions, ensure observance of the statutes and the internal rules, accord the right to speak and announce the decision taken.

- 1.9. The decisions of the General Assembly must be approved by more than 50 % of the votes cast.

Notwithstanding the preceding paragraph :

- the members of the Management Committee shall be elected if they obtain the highest number of votes;
- the decisions about the following items shall be only validly adopted if they are approved by more than 75 % of the votes cast :
  - \*the modification of these statutes;
  - \*the adoption and amendment of the internal rules;
  - \*the admission and exclusion of members;
  - \*the determination of annual membership fees;
  - \*the adoption of the Association's annual budget and accounts;
  - \*the granting of discharge to the members of the Management Committee;
  - \*the dissolution of the Association and the setting of the modalities of its liquidation and the transfer of the assets to another non-profit association.

The Association's annual budget and accounts shall be adopted on basis of an written checking of these accounts by an external expert which shall be provided by the Management Committee.

The decisions taken at the General Assembly shall be kept in a register at the registered office of the Association and shall be at the disposal of all members for consultation.

1.10. When only the urgency of the matter so requires, the General Assembly may decide by a written procedure.

To that effect the Management Committee shall send by any means of communication set forth in the internal rules the proposed decisions with an explanatory note to all members. The proposed decisions shall be deemed adopted if within fifteen calendar days after having been sent the number of duly completed communications returned to the Management Committee at the registered office by active members is sufficient to meet the aforementioned quorum and voting requirements.

2. The Management Committee.

2.1. The Management Committee is the management body of the Association. Subject to the powers conferred upon the General Assembly by these statutes, it has the fullest powers necessary for the administration and the management of the Association. These powers consist especially in :

- preparing and proposing to the General Assembly a draft annual work plan of the Association;
- preparing and putting before the General Assembly the Association's draft annual budget and accounts;
- ongoing and managing the finances of the Association in conformity with the budget of the Association;
- managing the external relations of the Association, representing the Association on the occasion of external meetings and events and co-operating with third parties;
- reviewing the applications for admission as a member or an active member and making an advice about these applications to the General Assembly;
- proposing the exclusion of a member to the General Assembly and setting out the reasons for this;
- convening the members of the General Assembly and, if necessary, sending proposed decisions to them;
- electing the President and the Vice-President of the Association amongst its members.

2.2. The Management Committee can delegate one or more of its powers and the use of the signature pertaining to its management to one or more of its members or a director chosen amongst its members or not.

2.3. The members of the Management Committee shall be elected and can be dismissed by the General Assembly. The term of their mandate shall be four years, renewable for four years.

2.4. Invitations for the meetings of the Management Committee shall be sent by the President of the Association by means of communication determined in the internal rules. The

Management Committee shall meet whenever the interests of the Association so require or upon the request of one third of its members.

The Management Committee shall be validly constituted if the majority of its members are present or represented.

It shall be presided by the President of the Association.

Its decisions shall be validly adopted if they are approved by more than 50 % present or represented, with the vote of the President or his replacement having the casting vote in the case of a tie.

In the case of conflict of interest, their functions shall be assumed by the Vice-President or one of their delegates.

The Management Committee shall meet at least three times a year ; the other rule applicable to its organization and meetings shall be as set forth in the internal rules.

#### Article 8 : Representation:

The Association shall be validly represented vis-à-vis third parties and with regard to all deeds and legal actions, either as plaintiff or as defendant, shall be conducted by two members of the Management Committee or their delegates acting jointly. None of the aforementioned persons need to justify his/her powers vis-à-vis third parties.

#### Article 9 : Financial year:

The financial year of the Association shall run from 1<sup>st</sup> January to 31<sup>st</sup> December of each year.

#### Article 10 : Language:

The language used for all official documents shall be French when required by Belgian law. The working language of the Association shall be English.

#### Article 11 : Final provision:

Anything that should not have been provided for by these statutes will fall under Titre III of the Belgian law of 27 July 1921 on non-profit associations, foundations and international non-profit associations and internal rules.