

# Articles of Association Volt Europa A.I.S.B.L.

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## PART I. NAME, SEAT, PURPOSE

### Article 1. Name

1. The association (“**Association**”) has the status of an international non-profit association (in Dutch: “*internationale vereniging zonder winstoogmerk*”) and it is governed by the Belgian Companies and Associations Code (the “**Code**”).
2. The name of the Association is “**Volt Europa**”.
3. The current logo of the Association is defined in Annex A to these Articles of Association and may be changed by decision of the General Assembly.

### Article 2. Registered office

1. The seat (registered office) of the Association is established in the Capital Region of Brussels. It may, by a decision of the Board of Directors (as described in Part V of these Articles of Association), be transferred to another location in Belgium, in accordance with the applicable legal provisions on the use of languages.
2. Any transfer of the registered office must be published in the annexes to the Belgian State Gazette under the responsibility of the Board of Directors.

### Article 3. Purpose and activities

1. The Association observes the values on which the European Union is founded, as expressed in article 2 of the Treaty on European Union, namely respect for human dignity, freedom, democracy, equality, the rule of law and respect for human rights, including the rights of persons belonging to minorities.
2. The Association has the non-profit international purpose to coordinate all the natural and legal persons and associations based throughout the European Union and beyond, which form and promote the transnational and pan-European political movement Volt, based on the Volt Charter, attached in Annex B, with the goal to register as a European political party within the term of EU Regulation 1141/2014 of the European Parliament and of the Council of 22 October 2014 on the statute and funding of European political parties and political foundations (hereinafter “Regulation 1141/2014”) and will hence act in view of reaching:
  - a. a united Europe that values its citizens and residents, who are able to fulfill their unique potential and continuously strive to achieve together the highest standards of human, social, environmental, and technical development;
  - b. a society where individuals have the rights to choose how they want to lead their life including choosing one's religion, gender, sexual orientation,

- education, profession and personal aspirations and goals and where individuals shall have a voice and shall be able to influence public decision-making;
- c. a state that is the guarantor for the rights of every individual, the enabler for the young and for vulnerable individuals to partake fully in society, and the system of solidarity by which it ensures a minimum decent standard of living for everyone, while intervening as little and as fast as possible and as much and as long as needed;
  - d. a free and open market economy, within the rules of a functioning legal system and with equal chances to participate and thrive, that creates the greatest possible wealth for everyone, enhanced by a state creating space for innovation and enabling research and counterweighting systematic imbalances such an economy creates. In such economy agglomeration of additional wealth should be possible for the hard working and all professions should be valued, especially education, care and research, which benefit our societies the most;
  - e. a strengthened European identity, complementary to the national and local ones, to foster a sense of solidarity, cooperation, and belonging in the European people, enabling a common future of sustainable peace, shared prosperity and international relevance.
3. The activities that the Association will carry out in order to achieve its purpose are mainly as follows:
- a. represent the Volt movement;
  - b. define Volt's strategic and political direction, especially by:
    - i. defining, communicating, and implementing Volt's European strategy, political vision, program, and policies;
    - ii. ensuring compliance with the political guidelines as set by the effective members (as defined in Article 5 of these Statutes) and coherence among the members;
    - iii. coordinating and reviewing national political programs and policies of Member Associations and Associated Member Associations, issuing recommendations to Member Associations and Associated Member Associations to ensure consistency with the Volt Charter, the Association's strategy and political vision, program and policies; and
    - iv. setting up and promoting local chapters and associations of Volt in new countries, including through activities at the local, regional, national and European levels;
  - c. ensure the Volt movement's operational efficiency, especially by:
    - i. facilitating, supporting, and coordinating the operation of all members across all functions and ensuring coherence of the organisational structures;
    - ii. assisting members in promoting the Volt movement and running for elections across Europe; and
    - iii. providing training for members;

- d. coordinate the Volt movement's European campaigns and members in the European Parliament, especially by:
  - i. supporting the development and promotion of Volt's European campaigns;
  - ii. coordinating the selection procedure of candidates to the European Parliament; and
  - iii. coordinating the Volt movement's European Parliamentary members and, if existent, its faction.
  
- 4. The Association may carry out all acts directly or indirectly related to the achievement of its purpose and activities. To that end, it may buy, sell, take on lease and let out, possess all movable and immovable property and facilities, mortgage the same, accept inter vivos and testamentary gifts subject to the authorizations foreseen in the Code.

## PART II. MEMBERS, ADMISSION, TERMINATION, SANCTIONS

### Article 4. Categories of Members

1. The Association is open to natural persons and legal persons. A natural person admitted as a member is referred to as an “**Individual Member**” and a legal person admitted as a member is referred to as a “**Member Association**”, together referred to as the “**Members**”.
2. The minimum number of Members may not be less than three.
3. Members shall not be personally liable for any commitments entered into by the Association.
4. Further to Article 4a and 4b, the Association can foresee further requirements that Members must meet in the Internal Regulations.

### Article 4a. Member Associations

Member Associations have to meet the following conditions:

- a. to be duly incorporated as a legal person under the applicable law of the country where they are established and/or to be officially recognised as a political party in such country;
- b. to have the name “Volt”, followed by the name of the country in which the Member Association is based in English and/or in the national language(s) and, if required under national legislation of the country in which the Member Association is incorporated, any indication of legal form, or to have taken the written undertaking to change their name as mentioned in this clause within six months of admission;
- c. to clearly state in their articles of association their adherence to the political values and policies of the Association and these Articles of Association, including the Charter, and the Internal Regulations;
- d. to have a general assembly open to or representative of all its members, which convenes at least once a year;
- e. to be governed by a board of directors of at least three Individual Members, including, to the extent of it being legally permitted, two co-presidents of a different gender to serve as spokespeople of the Member Association and a treasurer;
- f. to have transparent and democratic procedures to elect a gender-balanced board of directors, as well as, as far as legally possible, nominate gender-balanced candidates’ list for political mandates;
- g. in case of internal elections, to have an impartial and independently operating electoral body that administers and oversees the election procedures;

- h. to have a democratically elected arbitration body responsible for resolving disputes concerning the Member Association and ensuring the correct application of the governing rules of the Member Association;
- i. to have requirements for admission, sanctions and expulsion of its members which at least meet the requirements set out in these Articles of Association and are grounded in principles of due process;
- j. to intend to be politically active and participate in local, regional, national and European elections, and have concrete strategic plans in place to advance Volt's mission in line with the Association's strategy, grow membership, commit to social innovation and build operational capacity;
- k. not to be subordinated to or part of any other political association, group or party; and
- l. to be the only Member Association in the country of reference.

#### Article 4b. Individual Members

1. Individual Members are:
  - a. the signatories of the incorporation deed of the Association as the founding members of the Association, whose membership is thereafter governed by these Articles of Association;
  - b. all members of Member Associations that have not been expelled from the Association; and
  - c. natural persons who (i) are not members of any other competing political party, (ii) subscribe to the manifesto and political values of the Association to these Articles of Association and to the Internal Regulations and (iii) have applied for membership to the Association directly and have been admitted in accordance with Article 5.
2. There are two categories of Individual Members: Individual Members who are a citizen of an EU member state ("**EU Individual Members**") and those who are not ("**Non-EU Individual Members**").
3. Exceptions to the criteria for becoming an Individual Member under para. 1 sub (c) may be approved by the Board of Directors.

#### Article 5. Admission of Members

##### Article 5a. Admission of Member Associations

1. Admission as Member Associations requires approval of the Board of Directors and the Country Council.
2. To be admitted as a Member Association, the legal entity must submit a written application to the Board of Directors, including evidence that the requirements in

Article 4a are met.

3. The Board of Directors and the Country Council must each issue a decision within six months after submission of the complete application. The Board may agree with the applicant to extend the deadline.
4. A rejection for not meeting the requirements of Article 4a may be appealed to the Arbitration Committee. In case of a disagreement between the Board of Directors and the Country Council based on other reasons, the final decision on the admission shall be taken by the General Assembly at its next meeting.

#### Article 5b. Admission of Individual Members

1. In accordance with Article 4b para. 1 sub (b), all members of a Member Association are automatically admitted as an Individual Member of the Association.
2. Admission of Individual Members according to Article 4b para. 1 sub (c) shall be decided by the Board of Directors. The Board of Directors must issue a decision within six months after submission of the application. Lacking such a decision, the application will be considered to have been rejected.
3. Any rejection decision by the Board of Directors may be appealed to the Arbitration Committee.

#### Article 6. Termination of Membership

1. Membership of Individual Members ends upon:
  - a. voluntary resignation, subject to a written notice of 30 days submitted to the Board of Directors;
  - b. death;
  - c. no longer being a member of any Member Association, for Individual Members referred to under Article 4b para. 1 sub (b);
  - d. expulsion according to Article 7.
2. Membership of Member Associations ends upon:
  - a. voluntary termination, subject to a written notice of 30 days submitted to the Board of Directors;
  - b. liquidation or dissolution of the Member Association;
  - c. expulsion, in accordance with 7.
3. Members whose membership has ended, as well as their successors, shall have no rights to the Association's assets and no entitlement to reimbursement.

## Article 7. Sanctions

1. The Board of Directors may sanction Members for failing to abide by these Articles of Association or the Internal Regulations. In doing so, the Board of Directors must abide by the principle of due process and apply the principle of proportionality.
2. The Board of Directors may implement the following sanctions:
  - a. For Individual Members:
    - i. a formal warning;
    - ii. restriction of access to internal digital platforms or accounts, forums and communications not essential for exercising voting rights,
    - iii. restriction of the right to make use of the Association's intellectual property;
    - iv. temporary withdrawal of participation and voting rights within bodies of the Association for up to six months;
    - v. prohibition of holding elected or appointed office within the Association for up to two years;
    - vi. suspension; or
    - vii. expulsion.
  - b. For Member Associations:
    - i. a formal warning;
    - ii. temporary withdrawal of the rights to make use of intellectual property and trademarks related to the brand "Volt", including a prohibition to use the name in marketing, external communication, including on social media platforms (this does not imply any obligation to alter the legally registered name of the Member Association);
    - iii. temporary suspension of voting rights in the Country Council;
    - iv. withdrawal of support (monetary or otherwise) by the Association;
    - v. withdrawal of Member Association status; or
    - vi. expulsion, in which case the Member Association has to give up the legally registered name of Volt as well.

In each case, the Board of Directors may combine several sanctions if proportionate.

3. The Board of Directors can impose the sanctions after having issued a written statement of objections informing the accused Member of the alleged misconduct and, if possible, outlining actions and timelines to correct it. The Board of Directors will share a copy of the statement of objections with:
  - a. in case of an Individual Member: the relevant Member Association(s) (if any), or
  - b. in case of a Member Association: the Country Council and, if deemed appropriate, the members of the Member Association,and keep it informed of any developments.

4. In parallel to issuing a statement of objections against a Member Association, the Board of Directors will attempt to amicably resolve the issue concerning the Member Association and establish a clear path towards rectification to prevent sanctions.
5. Before issuing a sanction, the Member concerned must be granted the opportunity to be heard.
6. The sanctions against Member Associations in para. 2 sub (b) (iii), (v) and (vi) require the approval from the Country Council, with the affected Member Association being excluded from deliberation and voting. An expulsion decision must be approved with a  $\frac{2}{3}$  majority.
7. Sanctions must be issued at the latest within six months of the Board of Directors gaining detailed knowledge of the circumstances requiring the sanction. Any sanction against a Member Association, together with the reasons for such sanction, may be communicated to all Members if the Board of Directors determines that disclosure is appropriate and in the interest of the Association.
8. Sanction decisions may be appealed by the affected Member in front of the Arbitration Committee. Such an appeal must be submitted to the Arbitration Committee within four weeks after the notification of the decision by the Board of Directors. The sanction will take effect once the appeal period lapses or upon a final decision of the Arbitration Committee.
9. In urgent cases requiring immediate intervention in order to protect the Association or its members from (further) harm, the Board of Directors may implement:
  - a. the sanction pursuant to para. 2(a) sub (ii) and (iii) before issuing a statement of objections, if proportionate; and/or
  - b. the sanctions pursuant to para. 2(a) sub (ii-iv) and para. 2(b) sub (ii-vi) with immediate effect pending the appeal and subsequent decision of the Arbitration Committee.

In case of sub (b), the Arbitration Committee must be informed accordingly and may at each stage of the proceedings examine whether the measure is still necessary in terms of its severity and duration. The Arbitration Committee may, at the request of the Member concerned, suspend it until a final decision has been reached. The Board of Directors could appeal against this decision, in which case the Arbitration Committee decides within 48 hours. Temporary sanctions may be issued for a period of up to six months at a time.

## **PART III. RIGHTS AND DUTIES OF MEMBERS**

### **Article 8. Rights of Members**

Members have the rights determined in these Articles of Association and in the Internal Regulations.

### **Article 9. Duties of the Individual Members**

Individual Members shall be obliged to:

- a. share and support the objectives and interests of the Association;
- b. abide by and comply with the decisions (validly and finally) adopted by the bodies of the Association;
- c. provide the Association, in the way prescribed by the Association, with their full legal name, address and a valid email address to which formal notices may be delivered;
- d. abide by and comply with all further obligations set out in these Articles of Association and the Internal Regulations, including the Integrity Syllabus.

### **Article 10. Duties of the Member Associations**

The Member Associations shall comply with the criteria set out in Article 4a and all further obligations set out in these Articles of Association and the Internal Regulations.

### **Article 11. Membership fees**

1. Members shall pay an annual membership fee, the amount and payment method of which are determined annually by the General Assembly for the following year.
2. The General Assembly can determine different membership fees categories for each of the following groups:
  - a. Individual Members who are also members of a Member Association, if they did not pay a membership to any Member Association,
  - b. Individual Members who are not members of a Member Association, and
  - c. Individual Members who are elected officials.
3. The Financial Regulations may further define provisions relating to the payment and collection of membership fees.

### **Article 12. Use of intellectual property rights by Members**

1. Individual Members have the right to use, reproduce and display, the name, logo, branding, and any other marketing material owned by the Association for non-profit use, while furthering the purpose of the Association, provided they comply with any intellectual property guidelines determined by the Board of Directors.

2. Any registration of a legal entity carrying the name “Volt” requires written prior approval from the Board of Directors. The legal entity shall enter into a license agreement with the Association governing the right to use the “Volt” name and logo and the corresponding trademarks, designs and copyrights registered or filed in the name of or assigned to the Association in the various jurisdictions.
  
3. Member Associations have the right to use the “Volt” name and logo and the corresponding trademarks, designs and copyrights registered or filed in the name of or assigned to the Association in the various jurisdictions and shall do so in accordance with a license agreement entered into with the Association and these Articles of Association.

## PART IV. GENERAL ASSEMBLY

### Article 13. Composition – Powers

1. The General Assembly is the highest decision-making body of the Association and is composed of all Individual Members. Member Associations do not have voting rights in the General Assembly.
2. All Individual Members who have been members of the Association for at least 30 days and whose participation rights have not been suspended, at the time of a given vote, have the right to vote in the General Assembly.
3. The General Assembly has the following (exclusive) competences:
  - a. amendments to the Articles of Association;
  - b. amendments to the Internal Regulations;
  - c. appointment, removal and discharge of Directors;
  - d. approval of the (rules of) remuneration of the Directors;
  - e. appointment, remuneration, discharge and dismissal of the external auditor(s);
  - f. appointment and removal of the members of the Internal Auditor Committee;
  - g. appointment and removal of the members of the Arbitration Committee;
  - h. approval of the annual budget;
  - i. adoption of the annual accounts;
  - j. voluntary dissolution of the Association and the appointment of one or more liquidators;
  - k. approval of Volt's strategic and political direction;
  - l. approval of the European election programme;
  - m. nomination of European election candidates on symbolic transnational lists;
  - n. approval of motions on political or organisational issues;
  - o. issue advice prior to decisions on European political coalitions and alliances post European elections;
  - p. all other issues provided in these Articles of Association or the Code.

### Article 14. Meetings; Decisions outside meetings

1. The General Assembly meets upon notice of the Board of Directors.
2. The General Assembly shall meet at least once a year, and in any event within six months of the closing of the financial year (this General Assembly meeting will be referred to as the "**Annual Assembly**").
3. The General Assembly must be convened upon request of
  - a. at least half of the Directors, or
  - b. at least one-twentieth of the Members, or
  - c. the Country Council (with a two-thirds majority), or

- d. the external auditor (art. 10:6 of the Code).
4. The General Assembly meetings take place in the form of digital meetings, where all eligible Individual Members will be able to vote by electronic means. A physical place of meeting can be indicated, and all Individual Members who wish to do so can take part in person at such a meeting place.
5. Notwithstanding any other provision of these Articles of Association, the General Assembly may take decisions outside a convened meeting in relation to the following competences:
  - a. Nomination of European election candidates on symbolic transnational lists;
  - b. Approval of the European election programme
  - c. Advisory vote regarding the political coalitions or alliances at the European level;
  - d. Election of the Chairing Committee of the General Assembly.

Members shall be given adequate notice of the opening of such electronic voting procedure. The notice shall include the proposed vote which shall take place, the voting procedure, the deadline for casting votes and any other information necessary for informed participation. Decisions taken in accordance with this provision shall have the same legal force as decisions taken at a General Assembly meeting.

#### Article 15. Chairing Committee

1. A Chairing Committee of three Individual Members presides over the General Assembly. The General Assembly Regulations may provide further provisions concerning the composition of the Chairing Committee.
2. The Chairing Committee opens and closes the General Assembly meeting and ensures that its debates and votes are conducted efficiently, fairly and in accordance with these Articles of Association and the General Assembly's Regulations.
3. The election of the Chairing Committee shall be administered and overseen by the Electoral Commission in accordance with the Electoral Regulations.
4. If one or more members of the Chairing Committee are unable to perform their duties, the other members will assume their responsibilities. If all members of the Chairing Committee are unable to perform their duties, new elections will be called.

#### Article 16. Notice and Agenda

1. The convening notice (the "**Notice**") contains the draft agenda and is sent to the Individual Members by electronic mail at least 30 days prior to the date of the meeting. The Notice shall contain the draft text of the motions to be voted on.

2. The Notice shall include a detailed explanation of how Individual Members can cast their votes. Any objections to the proposed method may be submitted to the Electoral Commission.
3. Individual Members (or groups of Individual Members) who have the right to vote, as well as the Country Council, may submit (i) new motions and (ii) amendments to motions included in the draft agenda after the Notice is sent and until up to 10 days before the day of the opening of the General Assembly meeting. A “motion” means a proposal for the General Assembly to debate and/or adopt a decision. The proposal must fall within the powers of the General Assembly.
4. Each proposal submitted by (groups of) Individual Members in accordance with paragraph 3 must receive the support of at least one hundred Individual Members through a designated platform in order to be added to the agenda in accordance with the General Assembly Regulations.
5. The Chairing Committee shall send out the final agenda determined in accordance with the General Assembly Regulations to all Individual Members at least five days before the opening of the General Assembly meeting.

#### **Article 17. Deliberations and decision-making**

1. Debates and discussions are open to all Individual Members and shall be conducted in English.
2. The General Assembly may only deliberate and decide on items included in the final agenda.
3. Unless otherwise provided in these Articles of Association, no quorum of attendees is required for the General Assembly to validly convene, deliberate and make decisions.
4. For the administration of votes, the following shall apply:
  - a. Unless otherwise specified in these Articles of Association, decisions shall be adopted by a simple majority of the votes cast.
  - b. Null votes, blank votes, and abstentions shall not be counted in the calculation of the majority.
  - c. In the event of a tie, a second vote shall be held.
  - d. Any decision for which more than 50% of the votes are cast by Non-EU Individual Members shall be deemed invalid.
5. The General Assembly Regulations may determine further provisions concerning the deliberations and the procedures of the General Assembly meetings.

### **Article 18. Minutes**

Each General Assembly meeting shall be recorded in minutes, as further specified in the General Assembly Regulations. The minutes shall be shared digitally with all Members and kept by the Association in secure, digital form.

## PART V. Board of Directors

### Article 19. Composition

The Association is managed by a one-tier Board of Directors. The Board of Directors shall consist of:

1. two Co-Presidents of different gender,
2. one Treasurer (with the Co-Presidents collectively referred to as “**Executive Directors**”), and
3. six additional Directors (“**Non-Executive Directors**”), with a maximum of three Non-Executive Directors of the same gender.

If the conditions set out in this provision are not met, the Board of Directors shall nevertheless retain its authority. Any resulting vacancy or vacancies shall, where possible, be filled in accordance with Article 22 para. 3.

### Article 20. Requirements; Elections

1. Individual Members who have reached the age of majority under Belgian law on the day of the election and have held membership for at least three consecutive calendar months prior to the election are eligible for election to the Board of Directors.
2. Directors may not simultaneously hold or run for any elected or appointed position in Member Associations or any other entity related to the Association.
3. The mandate of an Executive Director is incompatible with holding any elected or politically appointed public office. The mandate of a Non-Executive Director is compatible with holding such office only at the municipal level. Any Director may stand as a candidate for an elected or politically appointed public office, provided that they temporarily lay down their duties during the internal election campaign.
4. The two Co-Presidents must not share the same nationality and must not have been members of the same Member Association at any point during the two calendar years preceding their election. The Board of Directors may not include more than two members from the same Member Association. The majority of the Directors, including both Co-Presidents, must be EU Individual Members.
5. The election of the Board of Directors shall be administered by the Electoral Commission in accordance with the Electoral Regulations.
6. The Internal Regulations may further specify:
  - a. requirements for the submission of candidatures for positions on the Board of Directors;

- b. the process of electing the Directors, rules of incompatibility and rules relating to national diversity;
- c. role descriptions for the different types of Directors.

### Article 21. Mandate

1. The mandate of Directors begins 30 days after the Annual Assembly at which they are elected and ends 30 days after the third Annual Assembly following the beginning of their mandate. The 30-day period following the election of a new Board of Directors shall serve as a transition phase during which outgoing Directors hand over their responsibilities to the newly elected Board. During this period, the outgoing Board of Directors remains responsible for all the Association's affairs.
2. Directors may serve a maximum of three consecutive terms. Of these three consecutive terms, only two consecutive terms may be served as Executive Director. A term served as a replacement pursuant to Article 22 para. 3 by a Director who was appointed after eighteen months of the start of the initial term shall not count as a term.

### Article 22. End of mandate – Vacancy

1. The Director's office shall end by:
  - a. expiration of the term;
  - b. voluntary resignation, subject to a written notice of 30 days submitted to the Board of Directors;
  - c. death;
  - d. termination of their membership in the Association;
  - e. insolvency, civil incapacity or placement under provisional administration;
  - f. removal by a two-thirds majority vote by the General Assembly, subject to honouring the Director's right to be heard.
2. In case of suspension of the membership of any Director, their mandate will be suspended for the same duration.
3. In the event of a vacancy of one or more Director positions, the remaining Directors may appoint a temporary replacement. The appointed Director shall serve the remainder of the term of the Director they replace, provided their appointment is confirmed by the General Assembly at its next meeting. If the General Assembly does not confirm the temporary replacement, the Board of Directors may appoint another temporary replacement in accordance with the same procedure.
4. In the event that more than half of the Board of Directors is vacated without temporary replacements, the remaining Directors shall convene the General Assembly within three months to elect a new Board of Directors for a complete mandate, as described by Article 21.

### **Article 23. Powers of the Board of Directors – Daily management**

1. The Board of Directors administers and manages the Association. All matters not expressly reserved to the General Assembly or to other bodies under these Articles of Association fall within the competence of the Board of Directors. In performing their duties, Directors shall be guided by the interests of the Association, its values, strategy and political direction.
2. Each Co-President is an official (political) spokesperson of the Association, and responsible for the external (political) representation of the Association.
3. The Executive Directors are responsible for the day-to-day operations of the Association and the implementation of the strategic priorities and political direction. In doing so, they are bound by decisions of the General Assembly and the Board of Directors.
4. The Non-Executive Directors exercise supervisory and oversight responsibilities over the activities of the Association. They may also provide advice and guidance on matters they consider relevant.
5. The Executive Directors may, under their responsibility, delegate the daily management or specific powers or tasks to one or more Directors, Individual Members or third parties. The scope, method of exercise and duration of any such delegation must be defined in writing.
6. The Board of Directors is accountable to and shall report to the General Assembly for the administration and management of the Association, including the performance of the Executive Directors and the supervisory role of the Non-Executive Directors. They shall take due account of any recommendations or orientations adopted by the General Assembly, in accordance with the law and these Articles of Association.
7. Directors shall not incur personal liability by virtue of their office, except in cases of gross negligence or intentional misconduct.
8. The Board of Directors may define its own Rules of Procedure, which shall be communicated to all members of the Association.

### **Article 24. Meetings of the Board of Directors**

1. The Board of Directors shall meet at least once per month. Meetings are convened by one of the Co-Presidents or any two Directors.
2. Meetings may take place physically, by real-time electronic means (including video or audio conference), or in a hybrid form combining physical presence and remote participation.
3. The notice of the meeting shall include the agenda and the location. It must be sent to all Directors at least five days in advance.

4. Notwithstanding para. 3, a meeting on urgent grounds can be convened by any two Directors, taking into account a reasonable notice period of no less than 4 hours. All Directors must be informed using all available communication methods.
5. Any meeting shall be validly convened if all Directors are present or represented or have expressly waived their right to participate.
6. Meetings of the Board of Directors shall be chaired by one of the Co-Presidents or, in their absence, by the Treasurer, or in their absence, the eldest Director present.

### **Article 25. Deliberations of the Board of Directors**

1. The Board of Directors may validly deliberate and take decisions only if a majority of its members is present. Decisions are adopted by a simple majority of the votes cast. Each Director may cast one vote. Only a Director can represent another Director for the purpose of decision-making by the Board.
2. The Board may also deliberate and take decisions by unanimous written consent. In this case, the proposed decision must be communicated simultaneously to all Directors and must be unconditionally approved in writing by each of them.

### **Article 26. Minutes of the Board of Directors meetings**

Decisions of the Board of Directors shall be recorded in minutes, signed by the chairperson. They shall be stored securely and their non-confidential portions made available to any Member upon request.

### **Article 27. Representation**

Without prejudice to the general powers of representation held by the Board of Directors as a collegial body, the Association shall be validly represented in legal matters and in dealings with third parties, including public authorities and officials, by any two Executive Directors acting jointly. If two Executive Directors are unavailable, the Board of Directors may authorise an Executive Director jointly with another Director to act for specific acts or urgent matters, provided that such authorisation is recorded in writing.

### **Article 28. Remuneration, fees and expenses**

1. Unless otherwise decided by the General Assembly, the duties of the Executive Directors are considered a full-time position. The position of Executive Director shall be remunerated as decided by the General Assembly.

2. Unless otherwise decided by the General Assembly, the Non-Executive Directors shall not receive any compensation from the Association in connection with their duties, provided that they shall be reimbursed for reasonable and duly justified expenses incurred in the course of carrying out their duties.

## **PART VI. ADDITIONAL ORGANS OF THE ASSOCIATION**

### **Article 29. Council; Commissions; Committees**

1. The Association is composed of the Councils, Committees and Commissions as described in these Articles of Association and the Internal Regulations, namely:
  - a. The Country Council;
  - b. The Arbitration Committee;
  - c. The Internal Audit Committee;
  - d. The Electoral Commission; and
  - e. The Integrity Commission.
2. The Board of Directors can create additional Commissions or Committees.
3. Commissions perform tasks that require neutrality, and cannot be controlled by the Board of Directors directly. Members of Commissions are appointed by the Board of Directors and approved by the Country Council.
4. Committees perform tasks that require neutrality and independence, and cannot be controlled by the Board of Directors in any capacity. Members of Committees are appointed by the General Assembly.

### **Article 30. Country Council**

1. The Country Council is composed of the co-presidents of each Member Association and the Co-Presidents of the Association.
2. The Country Council shall have the following formal competences:
  - a. admission of Member Associations, as foreseen in Article 5a;
  - b. approval of sanctions against Member Associations, as foreseen in Article 7 para. 6;
  - c. convening a General Assembly, as foreseen in Article 14;
  - d. confirmation of the appointment and dismissal of members of Commissions appointed by the Board of Directors, including as foreseen in Article 32.2;
  - e. act as an appellate body in case Article 8.2 of the Electoral Regulations applies.
3. The Country Council Regulations shall further detail the purpose and functioning of the Country Council.

### **Article 31. Arbitration Committee**

1. The Arbitration Committee has the task of resolving disputes concerning the Association in relation to the interpretation or application of these Articles of Association and the Internal Regulations, which may include the review of the legality of decisions by the Board of Directors and any other body of the Association.

2. The Arbitration Regulations shall govern the detailed composition, functioning and procedures of the Arbitration Committee. Adoption or amendment of the Arbitration Regulations shall require approval by a two-thirds majority of the General Assembly.

### **Article 32. Electoral Commission**

1. The Electoral Commission is responsible for organising and overseeing all the internal elections of the Association, as well as overseeing all voting operations of the General Assembly. The Election Commission operates impartially and independently.
2. The members of the Electoral Commission are appointed by the Board of Directors and confirmed by the Country Council.
3. The rules and regulations concerning the elections within the Association, as well as the composition and the performance of the tasks of the Electoral Commission are set out in the Electoral Regulations.
4. Elections of individuals to any body of the Association shall be conducted in accordance with these Electoral Regulations.

## PART VII. ACCOUNTS, TRANSPARENCY

### Article 33. Financial year - Annual accounts

1. The financial year shall begin on 1 January and end on 31 December of each calendar year.
2. After the end of each financial year, the Board of Directors draws up the annual accounts of the past financial year and submits them for approval to the Annual Assembly. Before the end of each financial year, the Board of Directors draws up the budget for the forthcoming year and submits it for adoption by the General Assembly.
3. The Association shall keep its accounting records and prepare its annual accounts in accordance with the legal provisions of the Code, and shall publish the annual accounts and any other information as required by law.

### Article 34. Control - Auditor

1. To the extent required by law, the audit of the Association's financial position, its annual accounts, and the compliance of the transactions recorded therein with the Code and these Articles of Association shall be entrusted to one or more statutory auditors appointed by the General Assembly from among the members of the Institute of Company Auditors (*Instituut van de Bedrijfsrevisoren*).
2. The auditors are appointed for a term of three years. This term is renewable. The auditor's fees consist of a flat amount determined at the beginning of their mandate by the General Assembly. The fees can only be modified by mutual agreement.

### Article 35. Donations

1. The Board of Directors publishes an annual list of donations received by the Association, specifying both the donor and the amount of the donation, for every donation exceeding 3,000 euro per donation or donor per year.
2. The Board of Directors can determine detailed provisions regarding its donation policies. These policies shall be published on the website.

## PART VIII. INTERNAL REGULATIONS, AMENDMENTS

### Article 36. Internal Regulations

1. The General Assembly can adopt Internal Regulations which detail the provisions of these Articles of Association, define the practical modalities for the functioning of the Association and foresee the establishment, election or appointment and functioning of internal bodies of the Association. The Internal Regulations cannot modify the Articles of Association. In case of conflict between the Internal Regulations and these Articles of Association, these Articles of Association will prevail.
2. The “**Internal Regulations**” consist of:
  - a. [Arbitration Regulations](#);
  - b. [Collaboration Regulations](#);
  - c. [Country Council Regulations](#);
  - d. [Electoral Regulations](#);
  - e. [Financial Regulations](#);
  - f. [General Assembly Regulations](#);
  - g. [Integrity Syllabus](#); and
  - h. any additional governance documents the General Assembly explicitly designates as part of the Internal Regulations.

### Article 37. Special provisions for amendments to the Articles of Association

1. The Articles of Association may be amended by a decision of the General Assembly.
2. Any amendment to the Articles of Association shall be adopted provided it is approved by a majority of two-thirds (2/3) of the votes cast, with the exception being any amendment to the purposes of the Association, as well as to the activities it intends to implement in order to achieve these purposes. Those amendments must be approved by a majority of four-fifths (4/5) of the votes cast.
3. Amendments to the statutory provisions referred to in article 2:10 §2 6°, 8° and 9° of the Code must be recorded in a notarial deed. In addition, any amendment to the purpose of the Association, as well as to the activities it intends to implement in order to achieve its purpose, must be approved by a royal decree.

## Part IX: GENERAL PROVISIONS

### Article 38. Privacy and Data Protection

1. The Association recognises privacy and data protection as fundamental values and is committed to upholding the highest standards in the processing of personal data. It ensures full compliance with all applicable European and national data protection laws, in particular Regulation (EU) 2016/679, as amended from time to time, as well as the relevant provisions of Belgian law.
2. The Association shall ensure that only necessary and relevant data is collected, processed, and stored securely. To the extent possible, the Association aims to use IT infrastructure based in the European Union to enhance data protection.
3. The rights of Members as data subjects shall be outlined in the privacy policy of the Association, as published on the website of the Association.
4. The Board of Directors may determine additional internal rules on data protection and privacy.

### Article 39. Dissolution; Liquidation

1. Without prejudice to the provisions of Article 2:109 of the Code, the Association can be dissolved at any time by a decision of the General Assembly taken under the same conditions as for the amendments of the purpose of the Association.
2. In the event of dissolution of the Association, for whatever reason, the liquidation shall be carried out by the Board of Directors, who shall perform their duties as liquidators, either by virtue of a decision of the General Assembly or, in the absence thereof, by a court decision that may be initiated by any interested party.
3. In all events of voluntary or legal dissolution of the Association, the allocation of the possible net assets after liquidation shall be distributed to any legal successor of the Association or, in the absence thereof, be determined by the General Assembly or, in the absence thereof, by the liquidators. This asset will have to be allocated for a disinterested purpose as close as possible to the purpose of the Association as described in Article 3.
4. To the extent possible, these Articles of Association shall remain in effect during the liquidation.
5. After the completion of the liquidation, the books, records, and other information carriers of the Association shall be retained for the period required by law by the person designated by the General Assembly. If no person is designated, the liquidators shall assume this responsibility.

### **Article 40. Election of domicile**

1. Any member, director, auditor or liquidator residing abroad who has not elected domicile in Belgium, validly reported to the Association, shall be deemed to have elected domicile at the registered office where all instruments can be validly served or notified, with no other obligation for the Association than to keep such instruments available for the addressee.
2. A copy of said documents and notifications shall also be sent, for information, to the addressee's residence abroad.

### **Article 41. Legal reference**

1. All issues not explicitly covered by these Articles of Association and by Internal Regulations shall be governed by the Code.
2. Any mandatory provisions of the Code that cannot be lawfully derogated from shall be deemed to form part of these Articles of Association. Any clauses contained herein that conflict with, or may in the future conflict with, such mandatory provisions shall be considered null and void and treated as if unwritten.
3. References to "Directors" without further specification are to Executive Directors and Non-Executive Directors, irrespective of their title.
4. Terms that are defined in the singular shall have the corresponding meaning in the plural and vice versa.
5. The term "written" or "in writing" shall also include the use of electronic means of communication.

### **Article 42. Language**

1. The working language of the Association is English. For compliance purposes, certain documents must be written in Dutch.
2. These Articles of Association are written in Dutch and translated into English. In case of doubt, contradiction or interpretation problems between the two versions, the Dutch version shall prevail.
3. All the instruments and documents of the Association that by law must be filed, published or deposited with the Belgian authorities must be drawn up in Dutch, the language of the region in which the Association has its registered office. An English version will always be made available.

**Volt**



## Annex B

## The Volt Charter

### 00. Preamble

*The Volt Charter is the primary source of the Volt ideology. Summarising the founding documents of Volt, the Charter represents the political vision and direction of Volt.*

*Amendments to the Volt Charter shall require a two-thirds majority of the votes cast and a quorum of two-thirds of the members of the GA.*

### 01. Manifesto

#### *Founding pledge*

*We believe that a transnational political movement is needed in Europe, which*

*contributes to the development of a common European political identity and to the expression of the will of the citizens of this continent, which*

*enhances, deepens, and structures peaceful, equal, and responsible cooperation of European people, which*

*contributes through activities at local, regional, national, and European level to enhance civil participation and social justice, which*

*protects human dignity, human rights, solidarity, democracy, equality before the law, freedom, and the rule of law within and outside Europe, which*

*will give birth and coordinate political organisations belonging to this movement in every European country, to advance common causes, shared values, and progressive policies, which*

*promotes and protects the common good of all the residents and citizens and residents of Europe,*

*therefore, we have come together to create Volt, the first pan-European, progressive movement that aims to change the way politics is done, forever.*

#### *Status of European Societies*

*European societies of the 21st century face ample social, political, and economic challenges.*

*On the social level, many **citizens are excluded from partaking in society** and living a decent life. Our system neglects certain disadvantaged groups and regions. The pillars of our social system – the foundation of our societies – are becoming less and less sustainable. Immigration and integration require a re-thinking of our national and European identities and stretch our idea of solidarity.*

National politics seem to be **stuck in old divisions** of left versus right and liberal versus conservative, but fail to give answers in an insecure and fast-changing world. This perceived insecurity creates a room for extremist movements and parties, who offer ready-made and simplistic answers to questions of security, identity, and solidarity. The European Union, the political and social project of our grandparents and parents, **is blocked** by quarrels of competence and failure to align on shared interests.

Our national economies often face **low growth rates**, rely on futureless industries, and lack the conditions to nurture innovation. Economic crises yield detrimental effects on our daily lives. **Diverging economies become a threat** to European cohesion. Digitisation and automation of labour threaten to make large parts of our workforce obsolete, while globalized markets exert pressure on our wage levels. Markets become more and more influential in shaping many spheres of society, ranging from education to the arts and sciences.

## Volt

Volt is a pan-European, progressive movement.

**Pan-European**, because we strongly believe that in addition to change at the national level, we need a strong and united Europe to confront the challenges described.

**Progressive**, because we promote new answers to build a better future, rather than chasing mistaken images of a long gone past.

**A movement**, because it is time to unite across national borders and become a strong voice to promote our beliefs.

## Vision

We envision a **united Europe** that values its citizens and residents, who are able to fulfill their unique potential and continuously strive to achieve together the highest standards of human, social, environmental, and technical development.

We envision a society where individuals have the rights to **choose how they want to lead their life**. This includes the rights to choose one's religion, gender, sexual orientation, education, profession, and personal aspirations & goals. Furthermore, we believe that individuals should have the **right and responsibility to contribute** to the development of their own community, to mold a more efficient and inclusive society. Finally, we believe that individuals should have a voice and should be able to influence public decision-making, always.

We envision a State that is the **guarantor** for the rights of every individual, the **enabler** for the young and for vulnerable individuals to partake fully in society, and the **system of solidarity** by which we ensure a minimum decent standard of living for everyone. No one should be left behind. As a mean, rather than an end in itself, we believe the State should intervene as little and as fast as possible, and

*as much and as long as needed. We believe that the government should regularly and democratically decide on its way forward and constantly evaluate the State's effectiveness in all its dimensions.*

*We envision a **free and open market economy**, within the rules of a functioning legal system and with equal chances to participate and thrive, that creates the greatest possible wealth for everyone. We believe that the state cannot plan or foresee innovations, but that it needs to **create a space for innovation** to take place and enable research. We believe that the market economy creates **systemic imbalances, which need to be counterweighted**. We believe that the agglomeration of additional wealth should be possible for the hard working. We believe that the right to a decent life includes leisure. We believe that we need to value all professions, especially those that benefit our societies the most, such as education, care, and research.*

*We envision the strengthening of a **European identity**, complementary to the national and local one, to foster a sense of solidarity, cooperation, and belonging in the European people. We believe that only through a widespread adoption of European values our continent can not only avoid falling back in the conflict that crossed Europe for centuries, but also project our society to a future of sustainable peace, shared prosperity, and international relevance.*

## **Goals**

*Our Vision is enshrined in three fundamental goals that the movement pledges to achieve.*

*The **maximisation of the economic prosperity** of European nations and their citizens in a sustainable manner.*

*The **elimination of prejudices and social barriers** that cause the sufferance and discrimination of people who belong to minorities and groups historically discriminated against, or who come from socio-economic disadvantaged backgrounds.*

*The creation of a pan-European, progressive political force, built upon national-level progressive parties, that achieve a considerable political weight to foster **the European integration** in the near future.*

## **Internal principles**

*When working in Volt, we put a special emphasis on three key principles in order to govern the way we collaborate and progress.*

**Innovation.** *We express our ambition to find innovative solutions and never be bound to the status quo*

**Efficiency.** *We express the need to make the best use of our human, and economic resources, in order to fight waste and achieve our goals in the fastest way possible.*

**Equal Opportunities.** We express our conviction that every member should face the same opportunities when it comes to personal development and success. Every member shall have a voice, and feel part of a shared vision.

## 02. 5+1 Challenges

Volt defined 5+1 fundamental challenges that we want to advance in every European country. The reason for 5+1 is that the 5 first challenges will be adapted to the national level to take into account local realities, and the +1 challenge – our proposal to reform and strengthen the EU – will be identical across all our national programs. Those 5 first challenges provide guidelines to all Volt Chapters, and do not only deal with European competences.

### 1. Smart State

In times of transformation, governments must adapt to enable every citizen to fully participate and contribute to society, and provide for maximal social inclusion and mobility. Smart States must adopt new tools to earn their citizens' trust through accountable, transparent, and efficient governance. We will invest in our common future, including crafting innovative education systems, quality healthcare, and effective justice. Together, we will use technology for common prosperity.

### 2. Economic Renaissance

European economies need to become the engine of society's progress and allow for a decent living standard for everyone. To achieve our vision we established three key levers: rebuilding economically challenged areas, fostering leadership in innovation, and pushing for the EU to become a 'Social Union'. This requires innovative concepts and policies to reduce bureaucracy, strengthen the job market, revive innovation in our economies, invest in smart and sustainable productivity and trade, tackle unemployment, and create a more unified European social and fiscal system.

### 3. Social Equality

EU citizens and residents need to be guaranteed equal rights and opportunities, and human rights need to be respected and applied! To ensure that, we aim to introduce policies that tackle all types of inequalities and discrimination, alleviate poverty and provide access to basic needs. Most importantly, no one will be left behind! These policies include: bridging the gender gap by 2025, ensuring equal rights for all, and end homelessness in Europe.

### 4. Global Balance

In an interconnected world, Europe needs to assume responsibility for its role in global challenges, especially regarding climate change, food and water security, public health, migration and refugee

crises. In line with the UN Sustainable Development Agenda 2030, we aim to take actions on eradicating poverty, generating jobs, building a circular economy, ensuring fair trade, securing livelihoods and building infrastructure for sustainable development and growth.

## **5. Citizens Empowerment**

*This challenge explores to what degree citizens can have a more direct influence on their government, what kind of information governments should publish and how citizens can be optimally informed to participate in democratic life. This means that we search for best practices of citizen participation, transparency, for ways to structure public media and approaches to safeguard our privacy.*

### **+1. EU Reform**

*The European project has brought 70 years of peace and stability to our continent. However, the EU has been shaken by crises and Euroscepticism. In order to build on what has been achieved, the EU Reform team develops (1) ways to improve EU governance by proposing a clear path of institutional reform towards a federal European Union, and (2) concrete proposals for all policy fields.*

## **03. Fundamental Values**

*Volt is a **progressive** movement. We uphold principles that value equality, human dignity, and human rights no matter what: we will not compromise on our fundamental values, and will stand up for them in every corner of Europe, every time it is needed.*

*We founded our movement on these pillars: we do not take decisions based on “what our background is” or “where we grew up”, we do not trump people’s rights because “it feels wrong” or because “we are scared”, we cannot hide from tough questions because “they make us feel uncomfortable” or because “voters will not like it.” For this reason, we will not back down from a fight necessary to advance, uphold or defend the rights of somebody just because it is unpopular with the electorate.*

*Our fundamental values are formed based on the respect of human rights, the respect of others, justice, human dignity, solidarity, democracy, equality before the law, freedom, and the rule of law.*

*In practice, here are some of the values that are fundamental to Volt, and upon which Volt was created: equality for all (which includes gender equality, LGBTIQ+ rights, principles of non-discrimination), freedom of religion, the belief in a secular state, abortion rights and refugee rights. This list is not exhaustive but it aims at depicting Volt’s commitment to the rights of every person in the European continent.*