

EUROPEAN FEDERATION OF POLICE UNIONS – EU.POL

STATUTES – V 1.1

ADOPTED BY THE EU.POL CONGRESS OF THE **..../2021**

European Federation of Police Unions vzw (npo) in the process of formation

EU.Pol vzw (npo) in the process of formation

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DEED OF FORMATION

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BYLAWS

The undersigned :

- GILLES Vincent, Minervastraat 8, 1930 Zaventem (Belgium)
- STRUIJS Jan, Wassenaarseweg 2, NL-2596CH Den Haag (Nederland)
- BUNDI RYSER Johanna, Villenstrasse 2, CH-6005 Luzern (Swiss)
- BARENDSE Miriam, Vrijheidslaan 157, NL-3621 HL Breukelen (Nederland)
- SANTOS TORRES Carlos Manuel, P-Rua de São Tomé, n°1A 2685-372 Prior Velho -Loures (Portugal)
- MANAS David Jose, Sp-c/bailen 82, 1e 2a, 08009 Barcelona (Spain)
- NOGUEIRA César, P-Rua Conde de Redondo, n°74, 3° Andar 1150 Lisboa (Portugal)

declare to form a non-profit organisation in accordance with the Belgian Code of Companies and Associations (CCA), the bylaws of which will read as follows :

	TITLE I : NAME – REGISTERED OFFICE – PURPOSE – TERM
Art. 1	The name of the non-profit organisation is : European Federation of Police Unions The abbreviated name of the non-profit organisation is : EU.Pol
Art. 2	The registered office of the non-profit organisation is situated in the Flemish/Walloon/Brussels Capital Region. The organisation's registered office is situated at B-1930 ZAVENTEM, Minervastraat, 8.

	<p>It can be moved by the board of directors provided that this move does not result in a change in the language of the bylaws. The board of directors is also authorised to include the transfer of the registered office in the bylaws.</p>
Art. 3	<p>The organisation has a non-profit purpose and does not grant any material benefit, neither directly nor indirectly, to the founders, the members, the directors or any other person except, in the latter case, for the non-profit purpose mentioned in the bylaws.</p> <p>The organisation's purpose is safeguarding, developing and promoting the professional and union-related interests of police officers as well as guaranteeing and promoting established labour laws. The association is politically neutral and non-confessional.</p> <p>The target group consists of staff members and employees of the various police services from the member states of the European Union and from the member states that are parties to the Schengen Convention and the EEA Convention.</p> <p>The organisation will promote the non-profit purpose within the context of specific activities. These activities mainly relate to:</p> <ul style="list-style-type: none"> - Political lobbying within the European institutions and the institutions of the member states; - Representing and promoting the socio-economic and professional interests of its members; - Organising meetings for members with the purpose of sharing and enhancing professional knowledge and skills. - Maintaining and promoting solidarity and camaraderie among the members; - Promoting vocational education; - Establishing a permanent head office for the organisation in Brussels, with all the facilities needed to maintain the organisation's existence; - Maintaining relationships with professional organisations. <p>The description of these activities serves as an example only and is not exhaustive.</p> <p>The non-profit organisation is authorised to perform all activities and to promote the non-profit purpose provided that the proceeds are used for the non-profit purpose and in line with the activities.</p> <p>The non-profit organisation does not operate a business or is not involved in any lucrative operations within the meaning of article 2, 5° of the Belgian Code of Income Tax 1992. The non-profit organisation is involved in operations consisting of an activity that only incidentally relates to industrial, commercial or agricultural operations or that is not performed according to industrial or commercial methods within the meaning of article 182 of the Belgian Code of Income Tax 1992.</p>
Art. 4	<p>The organisation is founded for an unlimited period of time, but can be dissolved at any time.</p>
	<p>TITLE II : MEMBERS</p>
Art. 5	<p>The number of members is unlimited but must be at least five (5).</p> <p>The organisation has effective and non-effective members. The founders are the first effective members.</p> <p>Only the effective members have full membership, including the right to vote at the general meeting. Effective members are members whose names are entered in the membership register, which is kept at the organisation's head office. The legal provisions are only applicable to the effective members.</p> <p>Non-effective members have no right to vote at the general meeting. The rights and obligations of the non-effective members can be laid down in internal rules.</p>

	In these bylaws, the word 'member' explicitly refers to the effective members.
Art. 6	<p>Non-effective membership is open to police unions of the Member States in the European Union, the Member States in the Schengen Area and the Member States in the European Economic Area (EEA Convention).</p> <p>The request for admission of a prospective non-effective member is to be submitted in writing (by e-mail, ordinary or registered post) to the board of directors. The board of directors decides whether or not to present the prospective member to the general meeting, which will then decide on the final acceptance as non-effective member.</p> <p>In order to qualify as a non-effective member, the police union must have at least fifty affiliated members. This requirements only applies for admissions to the organisation.</p>
Art. 7	Every non-effective member is entitled to have a maximum of two members (natural persons) in the general meeting, who will be elected directly by the non-effective members and whose identity will be communicated in writing to the board of directors. The membership takes effect immediately after the written communication. The member must also be a member of the nominating non-effective member.
Art. 8	<p>The members do not pay a membership fee.</p> <p>The financial contribution obligation of the non-effective members is laid down in internal rules.</p>
Art. 9	<p>Non-effective members can leave the organisation each year on 31 December. The resignation must be notified to the board of directors by ordinary or registered letter at the latest on 30 September of a calendar year.</p> <p>Every non-effective member can be excluded following a decision of the general meeting.</p> <p>Non-effective members are automatically excluded if they no longer have any affiliated members.</p>
Art. 10	<p>The mandate of the effective members expires :</p> <ul style="list-style-type: none"> - By the loss of the capacity of non-effective member of the delegating police union ; - By the revocation (either or not with substitution) of the mandate by the delegating police union ; - By voluntary resignation to be notified in writing to the board of directors ; - By exclusion by the general meeting in accordance with the provisions of article 37 of these bylaws ; - By no longer being a member of the nominating non-effective member.
Art. 11	Resigning or excluded members and their legal successors are not entitled to any part of the organisation's capital and can therefore never claim a refund of or compensation for membership fees paid or contributions made.
	TITLE III : THE BOARD OF DIRECTORS
Art. 12	The organisation is managed by a board of directors consisting of at least three and maximally seven directors. The directors cannot be members or non-effective members of the organisation. However, a director must have a membership with a non-effective member of the Association.
Art. 13	<p>Directors are appointed for four years Directors can be re-elected for one new period of four years. Directors appointed in the course of a mandate period are elected only for the rest of the term of office. After having completed this term of office, they can also be elected twice for a period of four years.</p> <p>If the office of a director becomes vacant before the end of his term of office, the remaining directors are entitled to co-opt a new director, who will complete the current term of office. The appointment</p>

	<p>of the co-opted director must be confirmed at the next general meeting. If the appointment is confirmed, the co-opted director will complete the term of office of his predecessor. In the absence of confirmation, the term of office of the co-opted director will end after the general meeting without affecting the validity of the composition of the board of directors until that time.</p>
Art. 14	The directors are appointed by the general meeting.
Art. 15	<p>The term of office of the directors is terminated by removal of a director by the general meeting, by voluntary resignation, by expiration of the term of office (if applicable) or by death.</p> <p>The director's mandate ends further with :</p> <ul style="list-style-type: none"> - No longer being a member of a non-effective member of the Association.
Art. 16	<p>A director who wishes to resign must inform the board of directors in writing (by e-mail or by ordinary or registered letter). The resignation takes effect immediately, unless it causes the minimum number of directors to decrease below the minimum number stipulated in the bylaws. In that case the board of directors must meet to:</p> <ul style="list-style-type: none"> - either co-opt a director within a reasonable period of time (in that case the next general meeting must confirm the co-optation), - or convene a general meeting within a reasonable period of time, which must provide for the replacement of the director concerned. <p>The resignation of the director concerned takes effect at the time of the co-optation in the first case mentioned above and at the moment on which the appointment of a substitute director is confirmed by the general meeting in the second case mentioned above.</p>
Art. 17	<p>The board of directors represents the organisation, including before a court of law.</p> <p>The board of directors is entitled to perform all acts necessary or useful for the realisation of the activities/purpose of the organisation, to the exclusion of the acts for which only the general meeting is competent according to law. It acts as plaintiff and defendant in all legal proceedings and decides whether or not certain legal remedies will be taken recourse to.</p> <p>The board of directors exercises its powers as a board. The board of directors can only deliberate and decide validly if the majority of the directors is present. Resolutions are adopted by simple majority of the votes cast by the directors who are present. However, in the event of equality of votes, the chairperson or the person replacing the chairperson has a casting vote. Abstentions and invalid votes are not taken into account.</p>
Art. 18	<p>If the board of directors has to adopt a resolution or has to take a decision with regard to a transaction that falls within its area of competence, and if a director has a direct or indirect proprietary interest that conflicts with the organisation's interest, the director concerned is to inform the other directors before the board of directors takes a decision.</p> <p>The director who has a conflicting interest is not allowed to participate in the deliberations of the board of director with regard to these resolutions or transactions, nor in the vote in that respect. If the majority of the directors has a conflicting interest, the resolution or transaction is submitted to the general meeting and the board of directors is authorised to implement the resolution or transaction after having obtained the approval of the general meeting.</p> <p>The arrangement relating to conflicting interests is not applicable if the decisions of the board of directors relate to customary transactions performed under the conditions and guarantees usually provided on the market for similar transactions.</p>
Art. 19	The board of directors can meet and deliberate about the agenda items by means of video, telephone or e-mail conference. In this respect, all rules applicable to a physical meeting of the board of directors also apply. A director can attend a meeting and participate in the deliberations about the agenda items by means of video, telephone or e-mail conference.

	Under extraordinary circumstances the resolutions of the board of directors can be adopted unanimously and in writing by all directors, with the exception of resolutions that are excluded pursuant to the provisions of the bylaws. The resolutions adopted are recorded in the minutes of the next meeting. These minutes also include the motives for the written decision-making process.
Art. 20	Board meetings are convened at the initiative of the chairman or at the request of fifty per cent of the directors by the chairperson or by two directors. The meetings of the board of directors are chaired by the chairperson. If no chairperson has been designated or if the chairperson is absent, the meeting is chaired by the vice-chairperson. If no vice-chairperson has been designated or if the vice-chairperson is absent, the meeting is chaired by a director who is present and has been designated at the start of the meeting.
Art. 21	Minutes are drawn up of each meeting and are signed by the chairperson of that meeting and by the directors who request to do so.
Art. 22	The board of directors can on its own responsibility transfer the representation of the organisation, both before and outside a court of law, to one or several directors. The board of directors appoints among the directors a chairman, a vice-chairman, a treasurer and possibly a managing director, as well as any position that is necessary for the proper operation of the organisation. Their appointment is the responsibility of the board of directors. Termination of office of these authorised persons takes place a) voluntarily, by the authorised person him/herself, by means of a written resignation to be submitted to the board of directors (by e-mail or by ordinary or registered letter) b) by removal from office by the board of directors. The relevant decision by the board of directors is to be notified to the person concerned.
Art. 23	Without prejudice to the general power of representation of the board of directors as a body, the organisation is validly represented before and outside a court of law by the chairman, the vice-chairman and the treasurer, who must act jointly. If necessary the managing director can act in lieu of the chairman, the vice-chairman or the treasurer.
Art. 24	Directors acting on behalf of the organisation pursuant to article 23 do not need to provide proof of any decision or of any authorisation vis-à-vis third parties.
Art. 25	For specific actions the board of directors can designate one or several authorised agents, who do not need to be directors and who may act individually or jointly. The authorised agents act within the limits of the specific powers granted to them, as determined by the board of directors.
Art. 26	The board of directors can set up a committee responsible for daily management. The board of directors shall supervise the management committee. Daily management includes acts and decisions within the limits of the organisation's daily needs as well as acts and decisions which, either on account of their lesser importance or on account of their urgent nature, do not justify the intervention of the board of directors. Their appointment is the responsibility of the board of directors. The term of office of the members of the management committee is terminated : a) voluntarily, by the management committee member him/herself, by means of a written resignation to be submitted to the board of directors (by e-mail or by ordinary or registered letter) b) by removal from office by the board of directors. The relevant decision by the board of directors is to be notified to the person concerned.
Art. 27	The management committee exercises its powers as a board. The management committee can only deliberate and decide validly if the majority of the committee members is present. Resolutions are

	<p>adopted by simple majority of the votes cast by the committee members who are present. Abstentions and invalid votes are not taken into account.</p> <p>The organisation is validly represented by one management committee member where the daily management is concerned.</p> <p>The management committee can meet and deliberate about the agenda items by means of video, telephone or e-mail conference. In this respect, all rules applicable to a physical meeting of the management committee also apply. A member of the management committee can attend a meeting and participate in the deliberations about the agenda items by means of video, telephone or e-mail conference.</p>
	<h2>TITLE IV : GENERAL MEETING</h2>
Art. 28	<p>The general meeting consists of all effective members and meets at least twice a year: once at the latest six months after the closure of the financial year for the approval of the accounts and to vote on the discharge to be granted to the directors, and a second time at the end of the financial year in order to determine the budget for the next financial year.</p> <p>The general meeting is chaired by the chairperson of the board of directors. If no chairperson has been designated or if the chairperson is absent, the meeting is chaired by the vice-chairperson of the board of directors. If no vice-chairperson has been designated or if the vice-chairperson is absent, the meeting is chaired by a member director who is present and has been designated by the members at the start of the meeting.</p> <p>However, each member can be represented at the general meeting by another member. However, a member can only represent one other member.</p> <p>Every non-effective member is entitled to two votes through the delegated members. Consequently, if a non-effect member designates one delegated member, the latter is entitled to two votes. If a non-effect member designates two delegated members, each of these delegated members is entitled to one vote. However, the number of votes to which a member is entitled increases on the basis of the number of affiliated members of the delegating police union on 1 January of the relevant year. The exact arrangements in this respect will be laid down in internal rules. In this context, each non-effective member is obliged to communicate the size of its membership on the 1st December date, no later than the 31 December.</p> <p>The general meeting can meet and deliberate about the agenda items by means of video, telephone or e-mail conference. In this respect, all rules applicable to a physical general meeting also apply. A member can attend a meeting and participate in the deliberations about the agenda items by means of video, telephone or e-mail conference.</p>
Art. 29	<p>The general meeting has exclusive powers for :</p> <ul style="list-style-type: none"> - amendments of the bylaws, except in cases where the board of directors is competent, as stated in the CCA, - the appointment and removal of the directors, - the determination of the remuneration of the directors if a remuneration is granted, - the appointment and removal of the internal auditors and the determination of their remuneration, - the discharge to be granted to the directors and internal auditors as well as the organisation's claim against the directors and internal auditors, - the approval of the budget and of the annual account, - the voluntary dissolution of the organisation, - the exclusion of a member of the organisation,

	<ul style="list-style-type: none"> - the conversion of the npo into an international npo, a cooperative company recognised as a social enterprise or an accredited cooperative company – social enterprise. - making or accepting a gratuitous incorporation of all assets and liabilities, - preparing and amending internal rules, either on its own initiative or upon the proposal of the board of directors; - the determination of the location and the final agenda of the four-yearly conference; - the approval of the creation of a federation secretariat at the organisation’s head office and the determination of their obligations, responsibilities and rights in separate regulations; - authorising the board of directors to conclude contracts with a value exceeding the amount of EUR 5000; - the subdivision of the non-effective members into different geographic regions, specified in the internal rules; - the organisation of conferences, working groups and task groups, either on its own initiative or upon the proposal of the board of directors; - all matters for which the present bylaws require a decision of the general meeting.
Art. 30	The general meeting is validly convened by the board of directors whenever required within the framework of the organisation’s activities/purpose. The decision-making powers are reserved for the board of directors
Art. 31	The board of directors has the obligation to convene the general meeting whenever 1/5th of the members addresses a request in this respect to the board of directors by means of an ordinary or registered letter which lists the items on the agenda. In that case the board of directors convenes the general meeting at the latest twenty-one days following the request. The general meeting is held at the latest on the fortieth day following the request.
Art. 32	<p>In order to be valid, the notices convening a general meeting must be signed or sent by a person to be designated by the board of directors.</p> <p>The period of notice for the two annual meetings is at least 60 days before the day of the meeting.</p> <p>The period of notice for any other general meeting to be held on the initiative of the board of directors or at the request of one fifth of the members is at least fifteen days before the day of the meeting.</p> <p>All members, non-effective members, directors and internal auditors, if any, must be convened by e-mail or by ordinary or registered letter.</p>
Art. 33	<p>The convening notice, which indicates the place, date and time of the meeting, contains the agenda, which is determined by the board of directors.</p> <p>Any item put forward by ordinary or registered letter by non-effective members or by the regions into which they have been subdivided until sixty days before the meeting must be included in the agenda.</p> <p>Any item that is put forward in writing by 1/20 of the members by ordinary or registered letter must also be included in the agenda. This item must be signed by 1/20 of the members and must have been submitted to the board of directors at the latest five days before the meeting.</p> <p>Items not included in the agenda can in no case be discussed.</p>
Art. 34	With the exception of the matters referred to in the relevant laws and in the bylaws, the resolutions are adopted as follows: by a simple majority of the votes cast by the members present and/or represented, provided that fifty per cent of the total number of votes that can be cast is represented at the meeting.

	<p>If this condition is not met, a second meeting can be convened, as stipulated in the present bylaws; this meeting will be able to take a valid decision regardless of the number of votes represented. The second meeting cannot be held within 15 calendar days following the first meeting.</p> <p>Abstentions and invalid votes are not taken into account.</p> <p>In the event of an equality of votes, the resolution is rejected.</p>
Art. 35	<p>Amendments to the bylaws can only be decided by the general meeting, except in the case where the board of directors is competent, as laid down in the CCA. The general meeting can only adopt resolutions if the amendment is accurately described in the convening notice and if at least 2/3rds of the members are present or represented, provided that fifty per cent of the total number of votes that can be cast is represented at the meeting..</p> <p>If this condition is not met, a second meeting can be convened, as stipulated in the present bylaws; this meeting will be able to take a valid decision regardless of the number of members present and regardless of the number of votes represented. The second meeting cannot be held within 15 calendar days following the first meeting.</p> <p>A majority of 2/3rds of the votes present or represented is moreover required for any amendment to the bylaws, even at the second general meeting. A change in the purpose of the activities of the organisation requires a 4/5ths majority. Abstentions and invalid votes are not taken into account.</p>
Art. 36	<p>A voluntary dissolution of the organisation is subject to the same rules as those described for an amendment to the purpose or activities of the organisation.</p>
Art. 37	<p>The exclusion of a member is subject to the same rules as those described for an amendment to the bylaws.</p> <p>In case of exclusion of a member, this agenda item must also be included in the convening notice and the member concerned must be heard.</p>
Art. 38	<p>Minutes are drawn up of every meeting and signed by the members who wish to do so. These minutes can be consulted by members and any interested third parties at the head office of the organisation.</p>
	<h2>TITLE V : FINANCIAL YEAR</h2>
Art. 39	<p>The organisation's financial year starts on 1 January and ends on 31 December.</p>
	<h2>TITLE VI : DISSOLUTION</h2>
Art. 40	<p>Except in case of judicial dissolution and dissolution by operation of law, only the general meeting can decide to dissolve the organisation. The procedures for a change in the organisation's purpose also apply in this case.</p> <p>In case of voluntary dissolution, the general meeting or, if there is none, the court appoints one or several liquidators.</p> <p>The general meeting also determines their competence, as well as the conditions for liquidation, within the limits of and in compliance with the relevant legal provisions.</p> <p>If several liquidators are appointed, each liquidator individually is authorised to perform all acts that are necessary or useful for the liquidation of the organisation. Each of them individually is authorised to represent the organisation vis-à-vis third parties within the scope of the liquidation.</p>

	The liquidator(s) has/have the obligation to settle the federation's assets and to draw up a report. The assets will then be deposited with a bank covered by a government guarantee at the head office of EU.Pol. Should a new organisation with the same purpose be formed within five years after the dissolution, these assets will be put at the disposal of the new organisation. If not, the assets will be made available to a trust company, provided that these funds will be used to establish an institution benefiting all police officers in Europe that have become destitute through no fault of their own.
Art. 41	The Belgian Code of Companies and Associations applies to all matters that are not provided for or settled in these bylaws.
	APPROVAL
	This drawn up and accepted at the foundation meeting of 19/05/2021.

At Zaventem,

Signatories of the founders,

GILLES Vincent
RYSER Johanna

STRUIJS Jan

BUNDI

BARENDSE Miriam
David Jose

SANTOS TORRES Carlos Manuel

MANAS

NOGUEIRA César

B-1930 Zaventem
E-mail : info@eu-pol.eu

ACT CONCERNING THE APPOINTMENT OF THE BOARD OF DIRECTORS

The founding meeting of... /... /... has appointed as directors :

- SMETS Peter, Minervastraat 8, 1930 Zaventem
- NEVES Rui, Minervastraat 8, 1930 Zaventem
- SPRINGER Albert, Minervastraat 8, 1930 Zaventem
- VALCKX Willy, Minervastraat 8, 1930 Zaventem
- HOFMANN Max, Minervastraat 8, 1930 Zaventem

The governing body represents the association, including legal representation. The administrative body is authorized to perform all actions that are necessary or useful to realization of the object / purpose of the association, except those for which according to the law only the general meeting is authorized. He acts as plaintiff and defendant, in all legal proceedings and decides whether or not to use legal remedies.

The governing body exercises its powers as a college. The governing body can only be valid deliberate and decide if the majority of the directors is present. The decisions become taken by a simple majority of the votes cast by the directors present. In deviation from this is, in the event of a tie, the vote of the chairman or the vote of the person giving him replaces decisively. Abstentions and invalid votes are disregarded.

The governing body can meet by video, telephone or mail conference and thus over the deliberate agenda items. These are all the regulations that apply to a physical meeting of the governing body applies. A driver can participate via video, telephone or mail conference at a meeting and thus deliberate on the agenda items.

In exceptional circumstances, decisions of the governing body can be taken unanimously in writing resolution of all directors, with the exception of any statutory excluded resolution. The decisions taken are recorded in the report of the next meeting. The included motives that support the choice of written decision-making.

Thus drawn up and adopted at the founding meeting of... /... /....

At Zaventem,

GILLES Vincent
Johanna

STRUJIS Jan

BUNDI RYSER

BARENDSE Miriam
Jose

SANTOS TORRES Carlos Manuel

MANAS David

NOGUEIRA César

European Federation of Police Unions (EU.Pol) vzw (npo) in the process of formation
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ACT CONCERNING THE PERSONS AUTHORISED TO REPRESENT THE ORGANISATION

Extract from the articles of association :

Without prejudice to the general power of representation of the administrative body as a college, the association legally and extrajudicially represented by the joint action of the chairman, together with the vice-chairman or treasurer. If appropriate, the delegate can director acting in place of the chairman or vice-chairman or treasurer.

On .././2021, the governing body has divided the following functions among its members and in that function appointed :

- Chairman : SMETS Peter, Minervastraat 8, 1930 Zaventem
- Vice-chairman : NEVES Rui, Minervastraat 8, 1930 Zaventem
- Treasurer : SPRINGER Albert, Minervastraat 8, 1930 Zaventem

Thus drawn up and adopted at the founding meeting of... /... /....

At Zaventem,

GILLES Vincent
Johanna

STRUIJS Jan

BUNDI RYSER

BARENDSE Miriam
Jose

SANTOS TORRES Carlos Manuel

MANAS David

NOGUEIRA César