



**RIPESS EU - Solidarity Economy Europe**  
Association sans but lucratif  
Siège social: Esch/Alzette, Luxembourg

## ARTICLES OF ASSOCIATION

### Chapter I. – Name – Registered Office – Term – Languages

**Art.1** The following signatories (Surname & first names, Domicile, Nationality, Representative of the following network) have agreed to create a non-profit-making Association hereafter referred to as “RIPESS EU, Solidarity Economy Europe”.

**Art.2.** The registered office of the Association shall be located at 1, rue de Moulin [~~L-3857 Schiffflange,~~ L-4251 Esch/Alzette, Luxembourg.

**The Coordination Committee may decide to open operational offices in any country where there are existing members.**

**Art.3.** The term of the Association shall be indefinite.

**Art.4.** The official working languages of the Association shall be French and English.

### Chapter II. – Purpose

**Art.5.** The purpose of the Association is the creation and development of a European network aimed at promoting the Social and Solidarity Economy, the exchange of best practices and the development of active, responsible European citizenship in solidarity with the rest of the global population and future generations. The Association shall represent all European members at meetings of the Réseau Intercontinental de Promotion de l'Économie Sociale et Solidaire (Intercontinental Network for Social and Solidarity Economy). The association may engage in any activity serving its purpose permitted by Luxembourg Law.

**Art.6** The Association shall implement the principles as outlined in the RIPESS INTERCONTINENTAL Charter as well as in the RIPESS Manifesto drawn up in Barcelona in September 2011. This article may only be amended if 80% of members present or represented vote in favour of the amendment.

### Chapter III. – Members – Membership – Resignation – Exclusions and Membership Fees

**Art.7. The following shall be eligible for membership:**

Social and solidarity economy formal or informal national, regional, inter-regional sectoral networks **and any organisation active in the Social Solidarity Economy** in Europe that abide by the current statutes may become members. Their membership must be accepted by the General Assembly with an absolute majority vote cast by members who are either present or represented. Sectoral networks shall be comprised of members from at least 3 different countries. Candidate networks shall submit an official request for membership stating the full names of the two designated representatives. Representatives must be gender balanced, with one man and one woman.

**Each member network will have 2 votes at the General Assembly if parity is respected. Positive discrimination will be applied if the representatives are two women and will allow them to have 2 votes in spite of a lack of gender parity.**

**Individuals are also eligible for membership as observers and may participate in the activities of the Association. They are not eligible to vote in General Assemblies.**

All members of the Association may resign from the Association by informing the Coordination Committee of their resignation. Membership registration shall be carried in accordance with Article 2 of the Association Rules and Regulations. The update of the membership list must be done within three months of the close of the Association's financial year.

The number of associate members may not be fewer than seven.

#### **Art.8 Membership fees**

**The amount shall be determined by the General Assembly on an annual basis. Dues should remain affordable to all members.**

#### **Art.9. Loss of membership**

Loss of membership, or loss of representative status, resignation or exclusion of any member are governed by Article 3 of the Rules and Regulations of the Association, in accordance with Luxemburg law. [~~Participation and~~] Voting rights in General Assemblies shall be limited to those members whose membership dues are paid up in full. [~~Membership fees – The amount shall be determined by the General Assembly on an annual basis. The maximum shall be 500,00-euro~~]

### **Chapter IV. – Management**

Art.10. **The management bodies of the Association** shall be:

- a) **The General Assembly**
- b) **The Coordination Committee**
- c) **The Coordination Bureau**

**The working modalities of the General Assembly, of the Coordination Committee and of the Coordination Bureau are developed in the subsequent articles.**

#### **Title I General Principles**

No president, secretary or treasurer shall be designated. The members of the Coordination Committee shall all share equal responsibility for decisions taken in meetings, and shall answer to the General Assembly and third parties.

Nevertheless for practical reasons, a General coordinator, member of Coordination Committee, shall be designated. He/she shall represent the Association to third parties wherever this is deemed necessary, and shall also ensure the coordination of the Association's activities.

#### **Title II General Assembly**

##### **Art.11. Composition of the General Assembly**

The General Assembly is the supreme decision-making body of the Association. Some functions shall be delegated to the Coordination Committee.

##### **Art.12. Ordinary General Assembly**

The Ordinary General Assembly shall be held annually during the first semester of the calendar year. The Coordination Committee shall set the date and the agenda. The General Assembly may also take decisions on resolutions that do not figure on the agenda.

*Legal compliance:* The following must be included in the agenda of the Ordinary General Assembly:

- a) Nomination and dismissal of members of the Coordinating Committee
- b) Approval of the accounts and annual report
- c) Approval of new members

All proposals signed by 1/20th of the previous annual list and sent to the Coordination Committee at least 15 days prior to the General Assembly must be included in the agenda.

##### **Art.13. Extraordinary General Assembly**

*Legal compliance:* The Coordination Committee shall be entitled to call an Extraordinary General Assembly whenever this may be deemed necessary. Following a written request by 20% of the members, the Coordination Committee shall call an Extraordinary General Assembly to be held within 30 days. It shall include the reason for the meeting in the agenda.

#### **Art.14. Calls for General Assemblies**

General Assemblies shall be considered as valid, irrespective of the number of members present or represented, unless a quorum is required by law. Members shall be informed of the General Assembly in accordance with Article 4 of the Association Rules and Regulations and Luxembourg law.

~~[All members have equal voting rights in a General Assembly]~~ It is legally possible for members to be represented by another member at a General Assembly. The proxy should be submitted in writing. No member may hold more than one proxy.

#### **Title III Amendments to the articles of association**

##### **Art .15 Legal compliance for amending the articles of association**

General Assemblies may only consider amendments to the articles of association if the items to be modified have specifically been listed in the invitation, and if the attendance of the Meeting exceeds 2/3 of the members. Amendments are conditional upon a two thirds majority vote in their favour. Should there fail to be two thirds of members or their representatives present at an initial meeting, a second meeting may be called to consider the amendments, irrespective of the number of members present. In the latter case the decision shall be subject to the approval of the Luxembourg civil court.

Should the amendment concern one of the purposes for which the Association was created, the regulations shall be amended as follows:

- a) The second Meeting shall only be considered as valid if at least 50% of its members are present.
- b) Decisions in either Meeting are only considered valid if there is a 75% majority vote in their favour.
- c) Should two thirds of the members fail to be present in the second Meeting, the decision shall be subject to approval by the Luxembourg civil court. (L. 4 March 1994). All amendments to the articles of association must be published in the month of amendment in the *Mémorial, Recueil Spécial des Sociétés et Associations du Luxembourg*.

#### **Title IV Coordination Committee**

##### **Art.16. Coordination Committee**

The Association shall be administered by a Coordination Committee composed of a minimum of seven and a maximum of 15 members. The following criteria should be respected as far as possible (depending on the potential candidates):

- National networks: 3-5 members.
- Regional or inter-regional networks: 2-4 members.
- Sectoral or inter-sectoral networks: 2-5 members.
- Other networks or resource persons/experts: 0-1 member.

The two representatives elected by the General Assembly to the RIPESS International Board shall also be members of the Coordination Committee. They shall be elected by the General Assembly on the basis of the relative majority of votes cast by those members either present or represented, irrespective of the quorum of those members present. The representatives to RIPESS international shall also be members of the Coordination Committee as members of national, regional, inter-regional, sectoral, inter-sectoral or other.

Members of the Coordination Committee shall be members of the association and must be elected by the General Assembly by a relative majority of votes cast. Each network member of the Coordinating Committee is represented by one individual and one alternate of the opposite sex. For each network member of the Coordination Committee only the representative has the right to vote, but the alternate may also serve on the Coordination Committee with an advisory capacity.

Individual applications to become a member of the Coordination Committee should be submitted at least 45 days prior to the General Assembly takes place. The Coordination Bureau shall put all new candidates in touch with one another prior to the General Assembly to enable them to establish a consensual list. This list will be submitted to the vote of the General Assembly. (Only one vote right per network member of the Coordination Committee).

Members of the Coordination Committee shall be elected for a 3-year period.

**The Coordination Committee shall be renewed on an annual basis, in accordance with article 5 of the Rules and Regulations. Failure to participate in 3 consecutive Coordination Committee meetings without an explicit excuse may lead to a decision of exclusion from the said Coordination Committee.**

*Legal compliance:* The Coordination Committee shall manage the business of the Association and shall represent it in all legal and extra-judiciary matters. It shall be entitled to delegate proxies to a member or even if the articles of association or the General

Assembly authorise it to do, to a third party. Annual accounts for the previous year as well as a provisional budget for the coming year must be submitted for approval to the General Assembly. The Association shall take full liability in accordance with the law for any faults committed by either its elected representatives or the bodies through which it acts. The members of the Coordination Committee shall not be considered legally liable for commitments made by the Association. Their responsibility shall be limited to carrying out the mandate that they have received and any errors involved in their management.

#### **Art.17. Coordination Bureau**

The Coordination Committee shall select a Bureau from its elected members. This bureau shall comprise at least one general coordinator, an administrative / financial coordinator and a communication coordinator. The members of the Coordination Bureau shall be appointed by and from members of the Coordination Committee. Tasks shall be allotted one month after the date of the General Assembly. The Coordination Bureau shall be responsible for the daily business of the Association

#### **Art.18. Powers of the Coordination Committee**

All powers not specifically covered by the law or by the present articles of association fall within the remit of the Coordination Committee. The Committee shall have full power to modify temporarily the Rules and Regulations of the Association, in accordance with Luxemburg law, those modifications must be approved by the next GA.

#### **Art.19. Coordination Committee meetings**

The Coordination Committee shall meet in accordance with Articles ,6 and 7 of the Rules and Regulations of the Association.

#### **Art.20. Resignation or dismissal from the Coordination Committee**

*Legal compliance:* The General Assembly may only accept the resignation of the Coordination Committee after having received the accounts in proper order. Any comments by the statutory auditors shall be taken into consideration.

### **Chapter V. – Funds – Association Fiscal Year – Accounts – Budget**

#### **Art.21. Revenue**

The NGO's (Association's) revenue shall comprise in any authorised legal revenue and commercial activity.

**Art.22.** The Association's fiscal year shall start on 1 January and end on 31 December.of the same year. At the end of the fiscal year, the Coordination Committee shall draw up the accounts for the year and prepare a budget for the following year, for approval by the Ordinary General Assembly, in accordance with article 13 of the amended Luxemburg law of 21 April 1928. The accounts shall be approved in accordance with Article 8 of the Rules and Regulations of the Association.

#### **Art.23.**

*Legal compliance*

Associate members and interested third parties shall be individually informed in writing of decision taken and resolutions passed by the ordinary and extraordinary General Assemblies.

### **Chapter VI. – Dissolution – Liquidation – Modification of articles of association**

#### **Art.24.**

*Legal compliance*

Any matters not covered by the present articles of association, and particularly the modification of the articles of association, shall be governed by the amended Luxemburg law of 21st April 1928.

#### **Art. 25 Dissolution**

Dissolutions shall be carried out in accordance with Article 9 of the Rules and Regulations of the Association. Should the Association be dissolved, assets shall be transferred to RIPESS of another continent.

**Art.26** Should there be any contradiction between the different versions of the articles of association, the French language version shall be considered as reference.