

# CAN Europe Statutes

Climate Action Network Europe  
abbreviated CAN Europe  
Non-for-profit organisation  
Identification number 4289/2000  
(legal registration number: 470450295)

## Title 1: Name and Location

### Article 1

The organisation has the name of "Climate Action Network Europe". The organisation keeps the right to use in all documents the abbreviation "CAN Europe".

### Article 2

The organisation is located in 1050 Brussels, 26 Rue d'Edimbourg/Edinburgstraat. The location can be transferred by a decision of the General Assembly.

## Title 2: Objective

### Article 3:

1. The organisation has the objective to reduce human induced climate change to an acceptable ecological level.
2. CAN Europe likes to accomplish this target by
  - (a) co-ordinating the European efforts, on behalf of its member organisations, taken on the level of climate and co-operating with other focus points of Climate Action Network;
  - (b) setting up a network on international, national and regional level;
  - (c) exchanging information;
  - (d) improving the public awareness regarding problems and solutions of Climate Change and this by using press-campaigns, presentations and workshops;
  - (e) monitoring and encouraging the implementation of policies and measures to combat Climate Change;
  - (f) setting up or co-operating with thematic networks, platforms and ad hoc co-operations on all levels.This list is not limited.

CAN Europe can with all the legal means take, support and co-ordinate the necessary initiatives related to environmental protection among others:

- (a) contribute to the improvement of the law;
  - (b) represent by legal means the member organisations and institutions whenever this is required in the interest of the environment and the member organisations;
  - (c) participate in advisory and consulting bodies;
  - (d) direct interference at official authorities and individuals;
  - (e) bring about studies and publications;
  - (f) realise projects and campaigns
  - (g) set up and manage common institutions and services;
  - (h) running press-campaigns;
  - (i) organize or co-operate with public manifestations;
  - (j) safeguard the target by legal means;
  - (h) providing information and spreading awareness to the general public or specific target groups.
- This list is not limited.

## Title 3: Duration

#### Article 4

The not-for-profit organisation proceeds with the work of the factual organisation Climate Network Europe, established on 9th November 1999 as a not for profit organisation (Moniteur Belge 15/02/2000). The organisation is established for an indefinite period.

### **Title 4: Sphere of Activity**

#### Article 5

The sphere of activity of CAN Europe is Europe, with a special but not exclusive emphasis on the European Union. The work of CAN Europe can be related to local, communal, regional, provincial, federal, European or international issues when the activities at these levels impact on the environment of Europe or if they pose a precedent or example for the protection and amelioration of the European environment.

### **Title 5: Members**

#### Article 6

1. CAN Europe consists of natural persons who represent an organisation, not-for-profit organisations and institutions that are incorporated, whose work and targets are in the line with the organisations' target mentioned in Article 3. When the natural person, organisation or institution has other targets, then these targets may not be in conflict with the targets of CAN Europe. The members pay under an obligation a yearly contribution that is set by the General Assembly as well as the date on which it has to be paid. This contribution can not exceed 5000 EUR.
2. The member organisations and institutions of CAN Europe are divided in full members, accepted members and observer members.
  - (a) Full members are organisations and institutions, as under 1. which the General Assembly accept as a member. The members have voting right in the General Assembly.
  - (b) Accepted members are organisations and institutions, as under 1. which the General Assembly accept as accepted members. The accepted members have no voting power in the General Assembly but can attend this with a consultative voice. They will indeed be involved in determining the policy in which, as far as possible and without undermining their merely advisory character, a consensus will be striven for. They can rely on all the information of a member.
  - (c) Observer members are organisations and institutions, as under 1. which the General Assembly accept as observer members. The observer members have no voting right at the General assembly, but can attend this meeting as observer. They have no influence on the policy decisions but are encouraged to present there information to the network

#### Article 7

The number of members of the organisation is unlimited. There are at least 3 members. The membership is available for non governmental organisations. The rights and duties of the accepted and observer members will be noted in internal regulations.

1. New members: can be accepted by their written application to the Board of Directors and/or the General Assembly and will be accepted by the General Assembly.
2. The membership finishes:
  - (a) by means of a voluntary resignation, which needs to be send to the board of directors;
  - (b) by expulsion, which can be decided by a majority of 2/3 of the general assembly and after the dismissed party was able to explain its position before the general assembly. The following reasons can lead to a dismissal procedure: a member not following the statutes or the internal regulations; a member not willing to participate in or live by the outcome of a conciliation procedure; not paying the contribution; the no longer existence, being under settlement or being in dissolution of the member; a member committing facts which have damaged the mutual trust. This list is not limited.
  - (c) Membership finishes automatically when the member stops its legal existence.

## **Title 6: General Assembly**

### Article 8

A decision of the General Assembly is necessary in the following cases:

- (a) a change in the statutes;
- (b) when appointing or dismissing members of the Board of Directors;
- (c) appointing and dismissing of commissioners and defining their fee
- (d) for approving budgets and accounts;
- (e) relieves the members of the board of directors and the possible selected commissioners
- (f) for approving new members;
- (g) exclusion of members;
- (h) voluntary dissolving of the organisation.;
- (i) replacement of the organisation into an association with social responsibilities;
- (j) any other power granted to the General Assembly pursuant to Belgian law or the statutes.

All authorisations, which are not by law given to the General Assembly, are under the care of the Board of Directors.

### Article 9

The General Assembly needs to be held at least once a year, within 6 months after the end of the book year. Date, time and place are decided by the board of directors. The members will be invited by e-mail at least 1 month beforehand by the Director, in name of the Board of Directors. The agenda will be mentioned with the invitation.

### Article 10

1. The General Assembly is the highest authority of CAN Europe. Once a year, the Board of Directors presents the accounts and provisions of the past and the coming year to the General Assembly for approval.
2. The General Assembly decides formal independent by the number of members present, unless otherwise mentioned in the statutes. Decisions are taken by a normal majority of the present members. A special quorum or majority is needed in cases foreseen by the law or statutes.
3. The General Assembly can only discuss items mentioned on the agenda, unless two thirds of the present members of the General Assembly approve, in case of urgency, to discuss the issue.
4. At the General Assembly, every member can be represented by another member to vote when a written mandate is provided. Still, one member cannot represent more than three other members.
5. The decision of the General Assembly will be kept in a register on the location of the organisation. They can be looked into by members or by a third party that can prove its need.

## **Title 7: Board of Directors**

### Article 11

The Board of Directors of which the General Assembly will decide the number of members will lead the organisation. This number can never be less than three, except when there are only three members then the board of directors can exist out of two people. The internal regulations lay down the rules for candidature and the functioning of the Board of Directors. Only the General Assembly has the authority to appoint or to dismiss the members on the Board of Directors. The Board of Directors can ask support of external observers or count on staff members of the general secretariat of the organisation. The functioning and the deputised authority, by the Board of Directors, of the general secretariat are regulated by the Internal Regulations.

### Article 12

The Board of Directors runs the general affairs and represents CAN Europe in all circumstances. Towards third persons the organisation is legally bound by the signature of two board members. Board members

who represent the board of directors do not need justification by signatures towards third party. The board of directors is authorised to deal with all affairs, except those explicitly appointed to the General Assembly. The Board of Directors can even set acts of disposition, such as the purchase of personal property and real estate, a mortgage, loaning and lending, all commercial and bank transactions, the relief of a mortgage,...

The Board of Directors reports its activities every year to the General Assembly. At the same time, the budget and the work programme for the coming year are presented for approval. The General Assembly gives their approval on the report and accounts and relieves the board of directors.

#### Article 13

The assignment of the members of the board of directors is for an unlimited period. The members of the board of directors are not being rewarded. One or more members of the general assembly and/or the board of directors can present new board members.

#### Article 14

The board of directors can handle over certain tasks and the management of general affairs to an acting board, to a representative of a member and to third parties. The term of this transfer cannot exceed five years and the board of directors can at all time redraw the mandate. In case more than one person carries the burden of the management of general affairs the organisation will be represented by law in all general affairs by one person in charge of the management of general affairs and is not obliged to present prove of preceding decisions.

The organisation shall be represented *vis-à-vis* third parties by special proxy holders appointed by the Board of Directors, acting within the limits of their mandate. The powers and the term of a special proxy holder shall be determined by the Board of Directors. The mandate, can at all times be revoked by the Board of Directors.

### **Title 8: Committees**

#### Article 15

Committees dealing with issues of general interest falling within the scope of article 3 of the statutes may be included in the organisation's structure.

Upon approval of the General Assembly, voting with a normal majority, the Board of Directors may establish (and dissolve) Committees. Committees shall fall under the control of the Board of Directors, which may, *inter alia*, determine their object, powers and number and may propose a Committee Chair.

Committees are open for all Members fulfilling the criteria of participation to a Committee. In addition, non-members may take part on an ad hoc or permanent basis to Committees provided that the Board of Directors does not object to it.

### **Title 9: Financial Management, Year Accounts**

#### Article 16

All financial incomes of CAN Europe consist of revenues given by persons, official or semi-public institutions, also donations, legacies or other revenues approved by the board of directors.

#### Article 17

On the end of every year the accounts will be made and the accounting year will be closed. The accounting year is the same as the calendar year.

### **Title 10: Changes of the Statutes, Closing the Organisation**

#### Article 18

The general assembly can only decide valid about changes in the statutes in case the tendency and the text of the proposed changes are specified in the invitation. Legal changes in the statutes will happen following the rules put forward by law.

#### Article 19

In case of closing the organisation, the netto-remaining active, after repaying the debts and clearing the burdens, will put into one or more organisations of which the unselfish goal is the same as CAN Europe. For all circumstances, which are not provided in the statutes, referring to the law of not-for-profit organisations.

### **Title 11: Internal Regulations**

#### Article 20

All matters and issues not regulated by law or by these statutes can be arranged for in the Internal Regulations, drafted by the board of directors and approved by the general assembly, by normal majority. The draft will be sent together with the invitation to the general assembly.

Approved on the General Assembly held in Brussels, on 13 October 2017.