



Revised Articles of Association AGE Platform Europe AISBL ("Statutes")

AGE Platform Europe AISBL

The association AGE Platform Europe AISBL, hereafter referred to as "the Association" was constituted and established under the Belgian law on 4 May 2001 by its founder members, Eurolink Age (non-for-profit organisation, 1267 London Road SW16 4ER London -UK), EPSO (non-for-profit organisation, De Locht, 85 5504 KC Veldhoven - The Netherlands) and FIAPA (non-for-profit organisation, 10, rue Chauchat 75009 Paris, France).

The Association brings together senior organisations as well as civil society organisations working with and for older and retired people with the aim to reinforce and give credibility to the views articulated by older and retired people about their opinions, needs and interests.

Article 1: Name

The Association is to be known as AGE Platform Europe. This international non-for-profit association shall be governed by the Belgian Companies and Associations Code.

Article 2: Headquarters

The headquarters of the Association shall be located within Belgium, in the Region of Brussels-Capital. The head office may be moved to any other location in Belgium by a decision of the General Assembly.



Article 3: Aim

The Association shall pursue educational, scientific, philanthropic ends with regard to the representation of retired and older persons. Within this framework its aims are:

- To stress the importance of this age group for European society, without prejudice to the main educational, scientific and philanthropic character of the Association.
- To establish a resource centre (information, promotion, publication, research, training) for organisations and associations representing and/or working on behalf of older and/or retired people and retired people. Within the framework of the abovementioned purpose aim, to communicate useful information and to draw the attention of the European institutions to the ageing of the population and the consequences thereof. The Association will attempt to ensure that the views and interests of older and/or retired people are taken into consideration.
- To strengthen co-operation between European organisations and associations representing and/or working on behalf of older and/or retired people or retired people at the national, regional or other levels in Europe and in European institutions.
- To promote and defend the interests of older and/or retired people in Europe in relation to European and international bodies.
- To promote and develop:
 - Co-operation between these organisations and organisations and associations concerned with older and/or retired people and retired people in Europe at the national, regional or other levels
 - Co-operation with European institutions and international institutions on European issues.

- To advance the interests of its members. To this aim, the Association may take legal action to any court.

Representing and advancing the interests of its members can only be accessory to and without prejudice to the main educational, scientific and philanthropic character of the Association.

II Members

All members of Association respect the fundamental values of the European Union enshrined in Article 2 of the Treaty on European Union: the respect for human dignity, freedom, democracy, equality, the rule of law and respect for human rights, including the rights of persons belonging to minorities. These values are common to all members of Association in a society in which pluralism, non-discrimination, tolerance, justice, solidarity and equality between women and men prevail.

Article 4: Full members

The number of Full Members of the Association is unlimited. The minimum is set at three.

The following may become "Full Members" of the Association:

(i) European Federations who:

1. are legally constituted as a European or international not-for-profit non-governmental association in one Member State of the European Union;
2. are concerned with a broad range of questions relating to older people and/or ageing in general; and
3. have member associations who are legally constituted in more than one third of Member States of the European Union, or

(ii) European Organisations who:

1. are legally constituted as a European or international not-for-profit non-governmental association in one Member State of the European Union;
2. are concerned with a broad range of questions relating to older people and/or ageing in general; and
3. have members (either associations or individual members) in more than one third of Member States of the European Union.

(iii) National and Regional Associations:

1. are legally constituted as a not-for-profit non-governmental association in one Member State of the European Union or European Free Trade Association EFTA country,
2. are concerned with a broad range of questions relating to older people and/or ageing in general; and
3. Whose activities are organised at national or regional level.

A region will be defined using the NUTS (Nomenclature d'Unité Territoriale Statistique) Level II classification.

All Full members must:

1. represent and/or work on behalf of older and/or retired people in the countries of the European Union and the EFTA; and
2. adhere to these Articles of Association.
3. pay their annual membership fees which are calculated on the basis of a percentage of their annual income with a minimum and a maximum decided by the General Assembly.
4. respect the fundamental values of the European Union enshrined in Article 2 of the Treaty on European Union: the respect for human dignity, freedom, democracy, equality, the rule of law and respect for human rights, including the rights of persons belonging to minorities. These values are common to all members of Association in a society in which pluralism, non-

discrimination, tolerance, justice, solidarity and equality between women and men prevail.

Article 5: Other categories of membership

a) Accession Countries and Former EU Member State members:

During accession negotiations with countries that are applicants for membership of the European Union, the Association will take steps to develop the participation in the Association of organisations and associations from applicant countries. To this end, such organisations and associations may join AGE under this category as 'Accession countries members'.

Article 50 of the Treaty on European Union, enacted by the Treaty of Lisbon, introduced the right for a Member State to withdraw from the European Union. The Association is open to collaboration with organisations and associations from countries which have ceased their membership to the European Union. To this end, such organisations and associations may join the Association under this category 'Former EU Member State members'.

Members from Accession Countries and from Former Member State of the European Union must be regional, national or international organisations or associations, and must also:

1. represent and/or work on behalf of older and/or retired people in a country which either is in formal negotiation with the European Union for EU membership, or is a former EU Member State;
2. adhere to these Articles of Association;
3. be not-for-profit and non-governmental;
4. be legally constituted according to the laws and usages of the country in which they are established;

5. pay their annual membership fees equivalent to the minimum fee for Full members as decided by the General Assembly;
6. respect the fundamental values of the European Union enshrined in Article 2 of the Treaty on European Union: the respect for human dignity, freedom, democracy, equality, the rule of law and respect for human rights, including the rights of persons belonging to minorities. These values are common to all members of Association in a society in which pluralism, non-discrimination, tolerance, justice, solidarity and equality between women and men prevail.

Members from Accession Countries and from Former Member State of the European Union will have the right to participate in all meetings and working groups of the Association. The Council, in consultation with the Executive Committee and the Secretariat, will decide whether or not to offer to pay expenses to Accession Countries/ Former EU Member State members in connection with participation in the meetings and working groups of the Association.

With regard to the above, members from Accession Countries and Former Member State of the European Union are entitled to send one observer (with no voting right) to the meetings of the General Assembly (one delegate per member) and the Council's meetings (one representative per country elected by the members of the country following the procedure described in the Internal Rules for the election of national members of the Council).

b) Observer membership: is open to organisations or associations that do not meet the criteria for full membership of the Association, and to individuals.

Observer Members must:

1. adhere to these Articles of Association.

2. respect the fundamental values of the European Union enshrined in Article 2 of the Treaty on European Union: the respect for human dignity, freedom, democracy, equality, the rule of law and respect for human rights, including the rights of persons belonging to minorities. These values are common to all members of Association in a society in which pluralism, non-discrimination, tolerance, justice, solidarity and equality between women and men prevail.

Observer members have access to the meetings of the General Assembly without voting rights.

Observer members' annual fees are equivalent to the minimum fee of Full members as decided by the General Assembly.

Article 6: Admission of new members

The admission of new members shall be decided by the General Assembly on a two thirds majority of the votes present or represented.

Information about candidates as detailed in the Internal Rules shall be submitted to the Accreditation Committee which examines and submits them for final ratification by the General Assembly after consultation and pre-approval by the Council.

Article 7: Resignation, suspension and expulsion of members

Members in the various categories may submit their resignation in writing to the President. The subscription of the year of resignation is retained by the Association.

The expulsion of members shall be decided by the General Assembly following one or more of:

- (i) a failure to respect the Articles of Association, interests or aims of the Association;
- (ii) non-payment of the subscription;
- (iii) activities bringing the Association into disrepute.

The candidate for expulsion shall be offered an opportunity to represent their view at the General Assembly. The decision of the General Assembly shall be taken.

The Council may suspend a member on the grounds set out in the paragraph above until the next General Assembly meeting if the interests of the Association justify it, and in accordance with any provision specified in the Internal Rules.

Members which have resigned or been suspended or expelled may not draw on the Association funds.

Article 8: Membership fees

All members shall pay the annual membership fee relevant to their category of membership.

The amount of membership fee is decided by the General Assembly every year and is specified in the Internal Rules.

The responsibilities of members for any obligations of the Association shall be limited to the sum of subscriptions to be paid by member organisations and associations.

Article 9: Powers of the General Assembly

The General Assembly shall be sovereign. It alone shall have the power to decide:

- on amendments to these Articles of Association;
- on the election of the President, who shall be a member of the Council. The President shall be a member of a full member organisation of, or directly representing older and/or retired people;
- on the programme of activities and the budget for the forthcoming financial year;
- on the approval of the annual accounts submitted by the Council and on the quitus of the Council;
- membership fees, which are calculated on the basis of a percentage of members' annual income with a minimum and a maximum fee;
- on the admission and expulsion of members;
- on the appointment and the dismissal revocation of the auditor(s) of the accounts;
- on the winding up of the Association and the reimbursement of the Association fund;
- All acts required by the Articles of Association and by the law.

Article 10: Convening the Assembly and the agenda

The General Assembly shall be convened by the Council at least once a calendar year (the Annual General Assembly) at the place indicated in the notice. This notice shall be sent in written form at least 30 days before the date of the Annual General Assembly together with the agenda, the location, the date and the time of the General Assembly to the members of the Association allowed to participate hereto, the members of the Council and the auditor(s), if any.

An Extraordinary General Assembly may be called at the request of at least one fifth of the members or by decision of the Council. This request shall be made in writing and contain the reason for calling the meeting. Unless otherwise provided by law or by the Articles of Association, the invitation to an Extraordinary General Assembly shall be sent in writing, together with the agenda, location, date and time

of the General Assembly, at least 30 days before the date of the Extraordinary General Assembly, to the members of the Association entitled to attend, to the members of the Board of Directors and to the auditor(s), if any.

The agenda of the General Assembly shall be drawn up by the Council. At the request of one or more full members, the Council may add one or more items to the agenda in accordance with procedure set up in the Internal Rules. Any item requested in writing and supported by at least one twentieth of the members shall be added to the agenda. The final agenda shall be decided upon by the General Assembly as soon as it opens on a majority of two thirds of the members present or represented.

Article 11: Proceedings at Meetings and Decisions

The General Assembly shall be chaired by the President, or, in her/his absence, by a Vice-President.

Valid deliberations require that a quorum of at least majority of the total votes is present or represented. If a quorum is not present a new Assembly will be convened within two months without a quorum requirement.

The members have the right to vote by proxy, by naming the authorised delegate of another member to vote on their behalf. Members wishing to vote by proxy must inform the Secretariat in writing at least 48 hours in advance of the beginning of the meeting. The Secretariat may not accept any other form of notification, or notification from any other source.

No delegate may exercise more than one proxy vote, in accordance with the provisions of the Articles of Association.

Each full member may also vote by letter or electronically by means of a form drawn up by the Board of Directors, which shall contain the following information: (i) the identification of the member, (ii) the number of votes to which he/she is entitled, and (iii) for each decision to be taken by the General Assembly in accordance with the agenda, the word "yes" or "no" or "abstention"; the form must be sent to the Association and must arrive at the registered office at least 48 hours before the start of the meeting.

Decisions shall be taken by a simple majority of the votes present or represented, except in the case of winding up, amendment to these Articles of Association and admissions or expulsions of Full Members which require the qualified majority of two thirds.

A modification of the aim of the Association can only be adopted by a qualified majority of four-fifths of the votes of the members present or represented.

Abstentions and invalid votes are not taken into account. In the case of a tie, the President has the casting vote.

In cases duly justified as emergencies and in the interests of the Association, the members may unanimously and in writing take all decisions which fall within the powers of the General Assembly, with the exception of the amendment of the Statutes. In this case, the formalities for convening the meeting need not be fulfilled. The members of the Board of Directors and, if applicable, the auditor, may, at their request, take note of these decisions.

Minutes shall be written for each meeting, to be signed by two members of the Council. They shall list the various resolutions of the assembly. They shall be filed in a register kept at the Secretariat at the disposal of Full Members wishing to read them.

Article 12: Voting rights

Every Full Member in good standing shall have one vote at the meetings of the General Assembly. Members of the other categories have the right to participate in the meetings of the General Assembly in a consultative capacity, in the manner provided for in the foregoing provisions.

Article 13: President of the General Assembly

The President has the following powers and tasks:

1. Chairing the meetings of the General Assembly, Council and Executive Committee.
2. Supervising, on behalf of the Executive Committee, the activities of the Secretariat in coordination with the Secretary General.
3. If so, required by the urgency of the matter, the President can take any appropriate measure after consultation of the members of the Executive Committee and the Secretary General. S/he will report such action to the following meeting of the Executive Committee which will be able to ratify this decision.

Article 14: Composition

The Council shall be composed of a minimum of 20 members.

The Council of Administration shall be composed of:

- The President;
- The representatives of National and Regional Associations:
 - Two for each of the following countries: France, Germany, Italy, Spain, and Poland. At least one of these representatives must be from an organisation "of" or directly representing older people. Organisations "of" older people are associations:

- whose main decision-making body is composed of a majority of members who are over 55 years old
 - which have as members a majority of older and/or retired people, either individually or via member organisations
 - where there is a direct, constitutional link between the older members and the main decision-making body; and
 - if the organisation provides services to older people, there are mechanisms to ensure that service users are enabled to express their views on service delivery.
- One for all of the other Member States
 - Up to five representatives of the European Federations
 - Up to two representatives of the European Organisations
 - The Chair of the Accreditation Committee ex officio

The General Assembly confirms the election and dismissal of the representatives of the various categories of members elected in accordance with a procedure described in the Internal Rules.

In the event of a vacancy in the office of a member of the Council before the end of the term of office, the Council shall have the power of co-opting members of the Council only to ensure representation of all Member States. The first General Assembly that follows must confirm the mandate of the co-opted member; in the event of confirmation, the co-opted member shall complete the mandate of his predecessor, unless the General Assembly decides otherwise.

14.1 Terms of office of Council members

Council members are elected for a mandate of three years renewable once with the exception of the Council members elected in March

2002 with a one-year mandate who may serve two additional mandates.

Article 15: Powers of the Council

The Council has the power to carry out all acts necessary or useful for the achievement of the purpose of the Association, with the exception of those which the law reserves for the General Assembly.

The Council shall in particular be responsible for the overall running of the Association, for the implementation of the programme set by the General Assembly, for the preparation of the annual budget, call for General Assemblies and the consultative examination of candidature files of Full Members or others prepared by the Accreditation Committee.

The members and substitute members of the Council shall not be remunerated for their mandates. They may however be refunded for costs incurred in the framework of their mandate within budget.

The Council may delegate a part of its powers to the Executive Committee.

Article 16: Meetings of the Council

The Council shall meet at least twice a year.

If the President is unable to attend his/her functions shall be taken over by one of the Vice-Presidents.

The minimum period of time needed to call a meeting of the Council shall be 15 days. In an emergency this may be set at 10 days. Invitations will be sent to Council members in written form and will include the agenda, venue, date and time of the Council meeting.

Valid decisions shall require that a quorum of more than half of the members of the Council be present or represented. Any member of the Council unable to attend may be validly replaced by his/her elected substitute. In the event that neither the Council member nor the substitute can attend, the Council member may give a proxy vote to another member of the Council. Each member of the Council may only carry one proxy vote.

The decisions of the Council will be taken on the basis of a simple majority of the members present or represented. The President will have the casting vote in the event of a tie.

Resolutions shall be recorded in a register which is kept at the Secretariat and is kept available for perusal by members of the Association. The minutes of the meetings of the Council shall be signed by the President and the members of the Council who so wish.

Article 17: The Executive Committee

The Council elects the Executive Officers from amongst its members. The Executive Officers shall be four Vice-Presidents, a Treasurer, a Secretary.

The Executive Committee shall comprise the President and the Executive Officers elected by the Council acting collectively. It shall:

1. assume responsibility for day-to-day management and staff management;
2. prepare the meetings of the General Assembly and the Council;
and
3. ensure that compliance with the Internal Rules.

The Executive Committee is collectively responsible for ensuring that decisions taken by the Council are carried out and for taking the

administrative and executive actions for which it has been mandated by the Council.

The Executive Committee is responsible for hiring the Secretary General. Within the Executive Committee:

- The role of the Vice-Presidents is to support the President in his/her functions and to perform the duties of the President if the President is absent or unable to act.
- The Secretary is responsible for ensuring that minutes of meetings are recorded, and the report is drafted within a reasonable deadline after each meeting.
- The Treasurer is responsible for the overall management of the finances, including the preparation of the budgets in cooperation with the Secretary General and Office Manager.

A person is appointed by the whole staff team to be their staff trusted person.

When a Council member is appointed at the Executive Committee, this appointment is valid for three years from the date of his/her election by the Council and is renewable once. If his/her mandate at the Council ends during that period, the mandate can be prolonged by up to three years to enable him/her to fulfil his/her tasks at the Executive Committee, provided that he/she is re-appointed as the representative of his/her country or category of member.

A majority of members of the Executive Committee shall be representatives of organisations of or directly representing older and/or retired people. The candidature procedure and that of the presentation of candidatures shall be established by the Internal Rules and shall strive to promote gender and geographical balance.

Article 18: The Accreditation Committee and the Honorary Committee

18.1 Accreditation Committee

The Accreditation Committee shall consist of a Chair and two other members elected by the Council. The Internal Rules shall deal with the procedures for appointing the members of the Accreditation Committee.

Its purposes shall be:

- (i) To establish the procedures for the admission of new members to the Association in accordance with Article 6 of the Statutes;
- (ii) (ii) To examine candidature files of applicants and to submit to the General Assembly (after consultation with the Council) its recommendations regarding these candidatures.

The Chair of the Accreditation Committee shall take part in the meetings of the Council in an advisory capacity.

18.2 The Honourary Committee

The Honourary Committee shall comprise the past Presidents and any other prominent public figure who has granted the Association his or her High Patronage. The Honourary Committee shall be chaired by the last Past President. The role of the Honourary Committee is to raise the visibility of the Association.

Article 19: Other Committees

Other permanent or ad hoc committees may be created by the Council including for the purposes of internal audit.

The other committees are established on an advisory capacity which cannot preclude the powers of the General Assembly and of the Council.

Article 20: Secretariat

For the Secretariat of the Association, the Executive Committee may hire the necessary staff to ensure the daily management of the Association.

The Secretariat is responsible for the administrative governance of the association on a day-to-day basis and for liaising with the EU institutions and the Belgian Authorities.

Article 21: The Secretary General

The Secretary General has sole responsibility for the day-to-day management, including the power to manage the staff on day-to-day basis. The Secretary General is responsible for the appointment of staff, in consultation with the internal staff trusted person chosen by the staff. The Secretary General may hire the necessary staff to ensure the daily management of the Association.

The internal staff trusted person chosen by the entire staff assists the General Secretary in the annual staff appraisal.

The Secretary General reports to the Executive Committee. The Executive Committee shall give thought to ensuring that appropriate support in management and opportunities for personal development are provided to the Secretary General. The Secretary General shall participate in the meetings of all bodies of the Association.

Article 22: Amendments and Winding Up

Notwithstanding the provisions of the Companies and Associations Code, all proposals intended to amend these Articles of Association or wind up the Association shall be initiated by the Council, or at least by a fifth of the Full Members of the Association.

The Council shall inform the members of the Association at least three months in advance of the date of the Extraordinary General Assembly which will resolve on the said proposal.

The Assembly may only pass valid resolutions regarding the above if more than two thirds of the total votes of the Full Members are present or represented. However, if this General Assembly does not include more than two third of the members of the Association, a new assembly shall be called on the same conditions as above, which shall give a final and valid ruling on the matter in question, regardless of the number of votes present or represented. The new General Assembly must be convened at least 30 days before the date of the meeting.

A valid decision on amendment of these Articles of Association require a two thirds majority of the votes. Abstentions and invalid votes are not taken into account.

Any modification of the purpose or any decision on the winding up of the Association may only be adopted by a majority of four fifths of the votes of the members present or represented, without taking into account abstentions nor invalid votes. In the event of net assets, after liquidation, these have to be used for a disinterested purpose.

Amendments to these Articles of Association shall be published in the Annexes of the Belgian State Gazette.

Article 23: Funds

These shall include membership fees and subscriptions as well as gifts, donations, grants, subsidies and legacies awarded in support of the general aims of the Association.

Article 24: Accounts and Audit

The financial year shall close on December 31 of each year. The Treasurer shall be responsible for managing and organising the external audit of the financial accounts and for presenting the accounts to the Council.

The Council shall submit the audited accounts of the last financial year and the budget for the following one for the approval of the General Assembly.

Article 25: Internal Rules

The Council shall have the power to make, repeal and amend Internal Rules for any matter concerned with the administration of the affairs of the Association to complement these Articles of Association and to define the rules whereby the Association shall function provided they are not inconsistent with these Articles of Association. Such Internal Rules and any repeals or amendments shall have effect until set aside by the Council.

The Internal Rules and any amendments thereto shall be communicated to the members.

Any reference to the internal rules in the Articles of Association relates to the last adopted version of the internal rules dated 13 October 2022, hereafter referred to as "the Internal Rules". The Council may adapt this reference in the Articles of Association and publish it.

Article 26: Representation of the Association

Legal proceedings, either as plaintiff or as defendant shall be conducted by the Executive Committee represented by the President or by two of its members acting jointly. Within the framework of daily management, the Association shall be validly represented by the Secretary General vis-à-vis third parties.

In addition, the Association may be validly represented, within the framework of his/her mandate, by a special proxy holder duly mandated by the Executive Committee or the President, or within the framework of the daily management, by the Secretary General.

Article 27: Belgian Law

Aspects which are not provided for in these Articles of Association, and more particularly the publications in the annexes of the Belgian State Gazette (Moniteur Belge), shall be handled in accordance with the Belgian Companies and Associations Code.

The French original text shall supersede any other version of the Articles of Association.

Done at Brussels, on 8 June 2023.



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