

**Volet B****Copie à publier aux annexes au Moniteur belge
après dépôt de l'acte au greffe**Réservé
au
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N° d'entreprise (sauf
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localité)

Déposé / Reçu le

01 FEV. 2021
Greffeau greffe du tribunal de l'entreprise
francophone de BruxellesN° d'entreprise : **0820 210 719****Nom**(en entier) : **New Direction - The Foundation for European Reform**(en abrégé) : **New Direction**Forme légale : **ASBL**Adresse complète du siège : **Rue du Trone 4, 1000 Brussels****Objet de l'acte : Modification des status**

Extrait de l'Assemblée Général du 05 octobre 2020

Après délibérations, l'Assemblée décide à l'unanimité:

Update of the Statutes to bringing in line with the new name of the European party - ECR party

**ARTICLES OF ASSOCIATION OF THE APPLICANT - ENGLISH VERSION
"NEW DIRECTION – THE FOUNDATION FOR EUROPEAN REFORM"****I. NAME AND GENERAL PROVISIONS**

1. "New Direction – The Foundation for European Reform FPEU" (hereafter referred to as "The Foundation") is a European political foundation that does not pursue profit goals, is an entity which: (i) is formally affiliated with The European Conservatives and Reformists Party (hereafter referred to as "ECR Party"), which (ii) is registered with the Authority for European Political Parties and Foundations ("Authority") in accordance with the conditions and procedures laid down in Regulation Number 1141/2014 ("the Regulation") of the European Parliament and of The Council of 22nd October 2014 on the statute and funding of European political parties and European political foundations, and the provisions of Title I, Chapter I, and of Title III quater of the Belgian Act of 27 June 1921 regarding non-profit associations, international non-profit associations and foundations, European political parties and European political foundations ("the Act").

The Foundation has legal personality in accordance with "the Regulation" and "the Act".

2. The name of the Foundation in its official languages is at Annex I. The official logo of the Foundation is a blue polygon lion and outlined in the Internal Regulations.

3. The official language of the Foundation are the official languages of the member states of the constituent parties.

II. REGISTERED OFFICE

4. The registered office of the Foundation is established at Rue du Trone 4, Brussels 1000, Belgium. The registered office may be transferred to any other location in a EU Member State by a decision of the General Assembly.

III. AIMS & OBJECTIVES OF THE FOUNDATION

5. The Foundation is a non-profit organization, which through its activities, within the aims and fundamental values pursued by the Union, underpins and complements the objectives of ECR Party by performing one or more of the following tasks:

Providing decision-makers and opinion leaders with effective policy options based on the principles embodied in the Prague Declaration of the ECR Group of 30 March 2009 (Annex II) and ECR Party's Reykavik Declaration (Annex III).

Observing, analysing and contributing to the debate on European public policy issues and on the process of European integration;

Developing activities linked to European public policy issues, such as organising and supporting seminars, training, conferences and studies on such issues between relevant stakeholders, including youth organisations and other representatives of civil society;

Developing cooperation in order to promote democracy, including in third countries;

Serving as a forum for like-minded national political foundations and think-tanks, academics, and other relevant actors to work together at European level.

Encouraging strong transatlantic links.

Mentionner sur la dernière page du **Volet B** : **Au recto** : Nom et qualité du notaire instrumentant ou de la personne ou des personnes ayant pouvoir de représenter la personne morale à l'égard des tiers
Au verso : Nom et signature (pas applicable aux actes de type « Mention »).

The Foundation may carry out all operations and conduct all activities, which directly or indirectly increase or promote its aims and objectives, in accordance with the applicable legislation.

IV. TERM

7. The Foundation is incorporated for an unlimited period of time.

V. MEMBERSHIP: GENERAL PROVISIONS, TYPES, ADMISSION, FEES & TERMINATION

8. Membership is open to individual and global members.

The Foundation shall consist of individual and global members. Natural persons or legal entities lawfully established in accordance with the laws and customs of their country of origin can become global members.

9. All members of the European Parliament are entitled to individual membership of the Foundation.

Political Parties allied in "ECR Party" are entitled to global membership of the Foundation. Global members may also include individuals, national political foundations, think tanks, academic institutions, and corporations that are in agreement with the aims and objectives of the Foundation.

10. The Foundation shall be composed of at least three members.

11. If a candidate member does not dispose of a legal status in accordance with the laws and the customs of its country of origin, it shall, in its written application for membership, appoint a natural person, who will act on behalf and for the account of all the members of such candidate member, in his/her capacity of common attorney-in-fact.

12. Individual members shall pay a membership fee. The General Assembly shall decide on a fee that shall not exceed €18,000. Individual members have the right to take part in the meetings of the General Assembly and to voice their opinion. They have the right to vote and they count towards quorum. The term of membership shall be for a period of one calendar year, renewable.

Global members shall pay a membership fee. The General Assembly shall decide on a fee that shall not exceed €180,000. Global members have the right to take part in the meetings of the General Assembly and to voice their opinion. They have the right to vote and they count towards quorum. The term of membership shall be for a period of one calendar year, renewable.

13. A register containing an up-to-date list of all members of the Foundation will be held at the registered office. All members may have access to the register at the registered office of the Foundation.

14. Global Members can apply for membership of the Foundation if they are proposed to the Board of Directors by at least three individual members of the Foundation and seconded by a Member of the Board.

15. Any application for global membership shall be sent to the Executive Director, with all necessary documentation evidencing that the applicant fulfils the membership requirements. The Executive Director shall submit the application and his/her preliminary report and opinion to the Board of Directors. The Board of Directors shall take its decision with a majority of two-thirds of the votes cast. The decision by the Board of Directors to admit or not the applicant shall be final.

VI. MEMBERSHIP: TERMINATION OF MEMBERSHIP

16. Any member may resign from the Foundation at any time by giving three months notice by registered letter addressed to the President. The resignation shall only come into force at the end of the financial year.

17. A resigning member will remain liable for its financial obligations vis-à-vis the Foundation until the end of the financial year during which its resignation took place.

18. If a member fails to meet its financial obligations after a notice sent by the President to settle its debts within a period of three months, the voting right of the member will be suspended as from the end of the three months period. If a member fails to meet its financial obligations for two consecutive financial years, it will be considered as having resigned from the first day of the following financial year.

19. Any member may be expelled for any of the following reasons:

- not abiding by the Statutes of the Foundation or the Internal Regulations;
- not abiding by the decisions of any body of the Foundations;
- not fulfilling the conditions for membership anymore;
- in case any of its acts is contrary to the interest and the values of the Foundation in general.

20. The General Assembly decides expulsion of members by a majority of two-thirds of the votes cast by the members present or represented. The member will be informed by registered mail of the expulsion proposal. The letter sets forth the grounds on which the proposed expulsion is based.

21. The expulsion decision sets forth the grounds on which the expulsion is based but apart from that, the decision does not need to be justified. The President sends a copy of the decision to the expelled member by registered letter, within 15 calendar days.

22. The expulsion shall come into force immediately but the expelled member shall remain liable for its financial obligations vis-à-vis the Foundation until the end of the financial year. A member who has resigned or been expelled shall have no claim against the assets of the Foundation.

VII. BODIES OF THE FOUNDATION

23. The bodies of the Foundation are:

- (i); The General Assembly;
- (ii); The Board of Directors;

VIII. BODIES OF THE FOUNDATION – THE GENERAL ASSEMBLY

24. The General Assembly shall consist of all members.

25. In accordance with the Internal Regulations, and upon prior invitation by the President, individuals and third parties may be granted the right to take part in a meeting of the General Assembly. They may voice their opinion but do not have the right to vote.

26. The decisions taken by the General Assembly shall be binding on all members, including those absent or dissenting.

27. Any member may resign from the Foundation at any time by giving three months notice by registered letter addressed to the President. The resignation shall only come into force at the end of the financial year.

28. A resigning member will remain liable for its financial obligations vis-à-vis the Foundation until the end of the financial year during which its resignation took place.

29. The following powers are restrictively reserved to the General Assembly:

appointment, dismissal and discharge of the Members of the Board of Directors;

approval of the common annual activity program, upon proposal of the Board of Directors;

approval of the annual accounts, the annual report, the budget and any other form of financing;

admission, suspension and expulsion of individual members;

amendments to the Statutes and approval to amendments to the Internal Regulations;

interpretation of the Statutes and the Internal Regulations;

dissolution and liquidation of the Foundation;

upon proposal of the Board of Directors appointment of an external auditor each year;

upon proposal of the Board of Directors, appointment and dismissal of the Executive Director;

30. The Board of Directors seized by the President convenes the General Assembly. The General Assembly shall meet at least once in each calendar year.

31. The Board of Directors or at least a third of the members may convene extraordinary meetings of the General Assembly.

32. The notice is sent by mail, facsimile, email or any other written or electronic means. For the rest, the rules related to the agenda, timetable and conduct of the meetings of the General Assembly will be laid down in the Internal Regulations.

33. In respect of global members, the president or the nominated representative will represent its members at the General Assembly.

34. Global members will be entitled to at least one delegate and a maximum of three, depending on the contribution.

35. All members and delegates shall sign an attendance list of members prior to the meeting, under the name of the member they represent.

36. Quorum: the General Assembly may validly proceed if at least one quarter of the members are present. Where this quorum is not reached, a new meeting shall be called no earlier than 15 calendar days after the first. The second meeting shall be entitled to validly take decisions, irrespective of the number of full members present.

37. Decisions of the General Assembly, shall be taken with a simple majority of the votes cast if the Articles of Association do not foresee otherwise. Abstentions shall not be taken into account. In the case of a tie vote, the decision will be rejected.

38. The General Assembly may also appoint an Honorary President and Honorary Vice Presidents, whose position is titular and non-executive.

39. Decisions of the General Assembly may also be taken by circular letter. They are deemed to be taken at the registered office of the Foundation and are deemed to come into force on the date mentioned on the circular letter.

40. The decisions of the General Assembly are recorded in minutes. The minutes are approved during the next meeting of the General Assembly and signed by the President.

41. The minutes are kept in a register, at the members' disposal at the registered office of Foundation.

IX. BODIES OF THE FOUNDATION - BOARD OF DIRECTORS

42. The Board of Directors consists of a minimum of three members including the President, Vice-President and Treasurer. They are elected by the general Assembly for a 2.5 year period. The maximum number of Board members is twelve.

43. The mandate of the Board members is renewable.

44. The President, and Secretary-General of "ECR Party" are members of the Board of Directors. The Executive Director of the Foundation may be invited by the President to attend Board meetings as an observer.

45. The function of member of the Board is not remunerated. Reasonable expenses supported by appropriate documentary evidence will be reimbursed.

46. The Board will give guidance and direction to the work of the Foundation through the Executive Director. The Board shall therefore be vested with the power to undertake any act necessary or useful to achieve the purpose and objectives of the Foundation, except for those powers that the Act or present Statutes reserve to the General Assembly.

47. The Board may delegate, under its responsibility, part of its powers for particular or specific purposes to an attorney-in-fact.

48. The Board may set up an Advisory Council, an Academic Council and other working groups for any purpose it thinks fit. The composition, terms of reference and the rules of procedure of such advisory and working groups will be laid down in the Internal Regulations.

49. The term of office of a replacing member of the Board shall expire at the same time as the term of the replaced member of the Board of Directors. The appointment shall be ratified at the next meeting of the General Assembly.

50. The Board shall meet as required and at least two times a year.

51. Meetings of the Board shall be called and chaired by the President. The notice calling the meeting shall contain the place, date, time and agenda and must be sent to all members of the Board by letter, facsimile or e-mail at least seven calendar days prior to the date of the meeting.

52. Quorum: decisions shall be valid when at least half of the members are present. Where this quorum is not reached, a new meeting shall be called no earlier than seven calendar days after the first. The second meeting shall be entitled to take valid decisions irrespective of the number of members present.

53. The Board may only deliberate on the matters set out in the agenda, unless all members of the Board are present and decide unanimously to discuss other matters.

54. Each member of the Board will have one vote. A member may not grant a power-of-attorney to another member of the Board.

55. The decisions of the Board shall be taken with a simple majority of the votes cast. Abstentions shall not be taken into account and, in the case of a written vote, blank or invalid votes cannot be counted in the votes cast. In case of a tie vote, the chairman of the meeting shall have a casting vote.

56. Decisions may also be taken by conference call or videoconference.

57. Decisions taken by the Board shall be recorded in minutes to be approved during the next meeting of the Board and signed by the President.

58. They are kept in a register, at the disposal of the members of the Board at the registered office of the Foundation.

X. MANAGEMENT OF THE FOUNDATION

59. The General Assembly shall delegate the daily management of the Foundation to the Executive Director upon proposal of the Board of Directors. The Board of Directors defines the scope and financial limitations of the daily management powers of the Executive-Director. The Treasurer will take a particular role with the Executive Director in administration and personnel management of the Foundation.

60. The term of office of the Executive Director shall be for a period of 2.5 years, renewable.

61. The Executive Director shall be remunerated, according to decision of the Board of Directors. Reasonable expenses supported by appropriate documentary evidence will also be reimbursed.

XI. REPRESENTATION OF THE FOUNDATION

62. The Foundation shall be validly represented with respect to all acts, including court proceedings, by either the President or by the Board member appointed by him.

63. The Executive Director shall individually represent the Foundation with respect to all acts of daily management, and shall not be obliged to offer proof to third parties of a prior decision of the Board of Directors.

64. The Foundation is also validly represented by an attorney-in-fact, within the limits of his power-of-attorney.

XII. FINANCIAL ADMINISTRATION

65. The Foundation shall be financed by membership fees, fundraising, donations, royalties or fees generated by its service and any resources granted by the European Parliament or other bodies.

66. The membership fees must be paid before the end of the financial year.

67. The financial year shall coincide with the calendar year. The Board shall produce accounts at the end of each financial year, along with an annual report. Both shall be presented to the General Assembly.

68. The audit of the financial situation, the annual accounts and the verification that the transactions set out in the annual accounts comply with the Statutes and Internal Regulations of the Foundation as well as the financial rules of the European Parliament, shall be entrusted to the auditor appointed by the European Parliament. The auditor's report shall be presented to the General Assembly for approval.

XIII. LIMITED LIABILITY

69. The members of the Foundation, the members of the Board of Directors and the persons entrusted with the daily management of the Foundation will not be personally liable for the obligations of the Foundation.

70. The liability of members of the Board of Directors or persons entrusted with daily management is limited to the proper performance of their mandate.

XIV. AMENDMENTS TO THE STATUTES, DISSOLUTION AND LIQUIDATION OF THE FOUNDATION

71. Any proposal to amend these Statutes or to dissolve the Foundation shall only be valid if proposed by the Board of Directors or one third of the members.

72. The proposed amendments to the Statutes must be attached to the notice calling the meeting of the General Assembly. An attendance quorum of at least two-thirds of the members is required for decisions regarding amendments to the Statutes or the dissolution of the Foundation. Where this quorum is not reached, a new meeting of the General Assembly shall be called no earlier than 15 calendar days after the first meeting.

The second meeting of the General Assembly shall be entitled to take valid decisions irrespective of the number of full members present.

73. In the event that the Foundation is dissolved, the General Assembly shall decide by a simple majority of the votes cast on (i) the appointment, powers and remuneration of the liquidators, (ii) the methods and procedures for the liquidation of the Foundation and (iii) the destination to be given to the net assets of the Foundation. The net assets of the Foundation will have to be allocated to a non-profit purpose.

XV. FINAL PROVISIONS

74. The General Assembly shall adopt and may amend the Internal Regulations of the Foundation. The Internal Regulations regulate the functioning of the Foundation and its bodies in general and may not conflict with the Articles of Association. The Articles of Association supersede the Internal Regulations.

75. All matters not expressly provided for or regulated in these Articles of Association shall be governed by the Regulation. For the matters not governed by the Regulation or where the matter is only partially addressed, for the aspects not covered by the Regulation, the Foundation shall be governed by the applicable provisions of Belgian Law.

For matters not governed by the Regulation or by the provisions of Belgian Law, or where a matter is only partially addressed, for the aspects not covered by the Regulation and the Belgian Law, the Foundation is governed by the provisions of its Articles of Association and, by default, by its Internal Regulations.

The Foundation strictly complies with all transparency requirements imposed by the Regulation and Belgian Law, as well as any other statutory applicable provision, in particular as regards book-keeping, accounts, donations, privacy and the protection of personal data.

Any candidate for a governing body of the Foundation, will be selected on the bases of objective criteria including, at least, his/her relevant experience and his/her availability as well as, if necessary, any other criteria specified in the Internal Regulations. A candidate must also adhere to Chapter III. Purpose of the Foundation.

ANNEX I.

The name of the Foundation in the official language is:

- In English: New Direction – The Foundation for European Reform
- In Polish: New Direction – Fundacja na rzecz Reformy Europy
- In Czech: New Direction – Nadace pro Evropska Reformu
- In Spanish: New Direction – La Fundacion Para Reformas Europeas
- In French: New Direction – La Fondation pour les Reformes Europeennes
- In Dutch: New Direction – Stichting voor Europese Hervorming
- In Hungarian: New Direction – Alapítvány az Európai Reformokért
- In Latvian: New Direction – Europas Reformu Fonds
- In Lithuanian: New Direction – Europas Reformu Fondas

ANNEX II.

The Prague Declaration of Principles, proclaimed on 30 March 2009:

CONSCIOUS OF THE URGENT NEED TO REFORM THE EU ON THE BASIS OF EUROREALISM, OPENNESS, ACCOUNTABILITY AND DEMOCRACY, IN A WAY THAT RESPECTS THE SOVEREIGNTY OF OUR NATIONS AND CONCENTRATES ON ECONOMIC RECOVERY, GROWTH AND COMPETITIVENESS, THE EUROPEAN CONSERVATIVES AND REFORMISTS GROUP IN THE EUROPEAN PARLIAMENT SHARES THE FOLLOWING PRINCIPLES:

1. Free enterprise, free and fair trade and competition, minimal regulation, lower taxation, and small government as the ultimate catalysts for individual freedom and personal and national prosperity.
2. Freedom of the individual, more personal responsibility and greater democratic accountability.
3. Sustainable, clean energy supply with an emphasis on energy security.
4. The importance of the family as the bedrock of society.
5. The sovereign integrity of the nation state, opposition to EU federalism and a renewed respect for true subsidiarity.
6. The overriding value of the transatlantic security relationship in a revitalised NATO, and support for young democracies across Europe.
7. Effectively controlled immigration and an end to abuse of asylum procedures.
8. Efficient and modern public services and sensitivity to the needs of both rural and urban communities.
9. An end to waste and excessive bureaucracy and a commitment to greater transparency and probity in the EU institutions and use of EU funds.
10. Respect and equitable treatment for all EU countries, new and old, large and small.

ANNEX III.: ECR Party'S REYJAVIK DECLARATION

The European Conservatives and Reformists Party (ECR Party) brings together parties committed to individual liberty, national sovereignty, parliamentary democracy, the rule of law, private property, low taxes, sound money, free trade, open competition, and the devolution of power.

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1. ECR Party believes in a Europe of independent nations, working together for mutual gain while each retaining its identity and integrity.
2. ECR Party is committed to the equality of all European democracies, whatever their size, and regardless of which international associations they join.
3. ECR Party favours the exercise of power at the lowest practicable level – by the individual where possible, by local or national authorities in preference to supranational bodies.
4. ECR Party understands that open societies rest upon the dignity and autonomy of the individual, who should be as free as possible from state coercion. The liberty of the individual includes freedom of religion and worship, freedom of speech and expression, freedom of movement and association, freedom of contract and employment, and freedom from oppressive, arbitrary or punitive taxation.
5. ECR Party recognises the equality of all citizens before the law, regardless of ethnicity, sex or social class. It rejects all forms of extremism, authoritarianism and racism.
6. ECR Party cherishes the important role of civil associations, families and other bodies that fill the space between the individual and the government.
7. ECR Party acknowledges the unique democratic legitimacy of the nation-state.
8. ECR Party is committed to the spread of free commerce and open competition, in Europe and globally.
9. ECR Party supports the principles of the Prague Declaration of March 2009 and the work of the European Conservatives and Reformists in the European Parliament and allied groups on the other European assemblies.

NOTAIRE

Mentionner sur la dernière page du Volet B : **Au recto** : Nom et qualité du notaire instrumentant ou de la personne ou des personnes ayant pouvoir de représenter la personne morale à l'égard des tiers
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