

ECR PARTY: STATUTES



Brussels, 2022

PREAMBLE

According to article 10.4 of the Treaty on European Union (TEU) and article 12.2 of the Charter of Fundamental Rights of the European Union (CFR) “*political parties at Union level contribute to expressing the political will of the citizens of the Union*” as well as they “*contribute to forming European political*”, respectively.

The European Conservatives and Reformists Party (hereinafter, “**ECR Party**”) is a European political party bringing together European national parties that believe in individual freedom, subsidiarity, limited government, parliamentary democracy and national sovereignty.

It was founded the 28th of January 2018 following the transformation of ACRE EUPP as previously established on the 7th of July 2017. Furthermore, ACRE EUPP was originally born as a new version of the association Alliance of European Conservatives and Reformists VZW/ASBL (AECR), itself created on the 1st of October 2009 by the founders mentioned in the incorporation act published on the 12th of November 2009 in the Annex to the Belgian Official Journal (“*Belgisch Staatsblad*”/“*Moniteur Belge*”).

These Statutes replace and supersede all previous statutes of the Alliance of Conservatives and Reformists in Europe and the statutes of the ECR Party published in the Belgian Official Journal (“*Belgisch Staatsblad*”/“*Moniteur Belge*”).

Article 1. DEFINITIONS

For the purposes of these Statutes, the following terms used with a capital letter shall have the following meaning whether used in the singular or the plural:

“**Europe**” means the territory within the outer borders set by the Council of Europe;

“**European Political Parties and Foundations Regulation**” means Regulation (EU/EURATOM) N° 1141/2014 of the European Parliament and of the Council of 22 October 2014 on the statute and funding of European political parties and political foundations;

“**Authority**” means the Authority for European Political Parties and Foundations as defined in article 6 of the European Political Parties and Foundations Regulation;

“**BCCA**” means the Belgian Code of Companies and Associations of 13th March 2019, published in the Moniteur Belge on 4th of April 2019, as amended;

“**Party/Parties**” shall acquire the definition attributed in article 2.1 of the European Political Parties and Foundations Regulation;

“**European Political Party**” shall acquire the definition attributed in article 2.3 of the European Political Parties and Foundations Regulation;

“**ECR EP Group**” means the European Conservatives and Reformists Group in the European Parliament;

“**New Direction**” (hereinafter, “**ND**”) means the official European political foundation, formally affiliated with the ECR Party and registered by the Authority, in accordance with the conditions and procedures laid down in articles 7 to 11 of the European Political Parties and Foundations Regulation. ND is organized as a separate legal entity with separate financial accounts, operating in accordance with its own statutes and internal regulations;

“**Donation/s**” shall acquire the definition attributed in article 2.7 of the European Political Parties and Foundations Regulation in relation with the ECR Party;

“**Contribution/s from Member/s**” shall acquire the definition attributed in article 2.8 of the European Political Parties and Foundations Regulation in relation with the ECR Party;

“**Internal Regulations**” means the detailed rules for the functioning, management and operations of the ECR Party and the composition of its bodies adopted in accordance with these Statutes;

“**European Union Member Party/ies**” means the membership of ECR Party as specified in article 6 of the Statutes;

“**Associate Member/s**” means the membership of ECR Party as specified in article 6 of the Statutes;

“**Affiliated Member Organization/s**” means the membership of ECR Party as specified in article 6 of the Statutes;

“**Individual Member/s**” means the membership of ECR Party as specified in article 6 of the Statutes;

“**Member/s**” means the European Member Party/ies, the Affiliated Member Organization/s, Associate Member/s and Individual Member/s either jointly or separately depending on the context;

“**Global Partner Party/ies**” means a political party from a country that is not a European Union Member State.

“**Global Partner Area/s**” means the territorial areas in which the Global Partner Parties are divided by the Board of Directors based on criteria to be defined by the latter in the Internal Regulations;

“**Global Partner Area Representative/s**” means the representatives that Global Partner Parties of each Global Area designate to represent them in the Presidency;

“**Global Vice President**” means the representative designated to represent all Global Partners, upon the rules set in article 25 of the Statutes;

“**Statutes**” means the present document regarding the corporate governance of the ECR Party;

“**Organ/s**” shall have the meaning provided in article 11 of the Statutes;

“**Assembly Leader**” shall mean the President of the ECR Party, or if not available, the longest serving Executive Vice President present, or if the latter is not available, the oldest Vice President present;

“**President**” and “**Executive Vice Presidents**” shall have the meaning provided in article 12 of the Statutes;

“**Vice Presidents**” shall have the meaning provided in article 15 of the Statutes;

“**Regional Parliament**” or “**Regional Assembly**” means a body whose members either hold a regional electoral mandate or are politically accountable to an elected assembly;

TITLE I. NAME, ADDRESS, OBJECTIVES & DURATION

Article 2. NAME – LEGAL BASE - LOGO

The “European Conservatives and Reformists Party” (ECR Party) pursues its objectives, carries out its activities and is organized and financed in accordance with the conditions laid down in the European Political Parties and Foundations Regulation, without prejudice to the application of the provisions of Books 9 and 17 of the BCCA when the matters to be dealt with are only partially regulated or not at all regulated by the European Political Parties and Foundations Regulation. Activities carried out by the ECR Party in other European Member States are governed by the relevant national laws of those Member States.

Complying with article 3.1.e) of the European Political Parties and Foundations Regulation, the ECR Party does not pursue profit goals.

The logo of the ECR Party is further shown in **Annex I** to these Statutes.

Article 3. ADDRESS

The registered office of the ECR Party is established in the Brussels judicial district. The ECR Party has its seat at Rue du Trône, 4, 1000 - Brussels (Belgium).

The Board of Directors is authorized to transfer the registered office of the ECR Party to another location within this judicial district and to establish other offices and/or subsidiaries within or outside the same judicial district.

Article 4. PURPOSE AND OBJECTIVES

The ECR Party’s purpose is to promote and achieve the principles set out in its political programme, the Reykjavik Declaration of 10 May 2013 (the “**Reykjavik Declaration**”), and/or any other subsequent document approved by the Council, to replace or supplement the Reykjavik Declaration. The Reykjavik Declaration as well as any other subsequent document is, and will be, attached to these Statutes, as **Annex II**.

In the context of its political programme, the activity of the ECR Party shall aim to:

- Contribute to forming European political awareness and express the political will of citizens of the European Union;
- Promote cooperation with and among its Members and Global Partner Parties;
- Establish like-minded or associated groups in all appropriate international parliamentary assemblies;
- Liaise with other like-minded parties and organizations that share the principles set out in the Reykjavik Declaration;
- Support its European Union Member Parties in elections to the European Parliament; and
- Seek the reform of Europe and the European Union in accordance with the Reykjavik Declaration.

In all circumstances, the ECR Party respects, in its programme and activities, the values on which the European Union is founded, as expressed in article 2 of Treaty on the European Union, namely 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.

The ECR Party pursues these objectives through the development of projects, not limited to:

- Organizing political meetings and international political conferences;
and
- The publication of reports, studies and polls as well as other related activities, in order to fully realize its purposes.

The ECR Party may carry out all operations and conduct all activities in Belgium, in the European Union, and in third countries, which are directly or indirectly useful or necessary for the realization of the abovementioned non-profit activities and/or which directly or indirectly increase or promote its purposes and objectives, including secondary commercial and profitable activities, and of which the profits will be, at any time, fully used for the realization of the non-profit purposes.

The ECR Party is authorized to execute all legal instruments, directly or indirectly, useful or necessary for the promotion and achievement of the above-mentioned aims.

All Members and Global Partner Parties retain in full their own name, their identity and

their freedom of action.

The ECR Party is represented in the European Parliament by the ECR EP Group.

Article 5. DURATION

The ECR Party is incorporated for an indefinite duration.

TITLE II. MEMBERSHIP

Article 6. MEMBERSHIP

The ECR Party is composed of at least three Members, with an unlimited maximum. Members and Global Partner Parties, as defined in article 1 of the Statutes, will be able to exercise voting rights pursuant to the rules herein established regarding the Organ concerned and according to the Internal Regulation. Only Member's participation in the Organs' meetings will be counted for quorum purposes.

Members shall be individual or legal entities who or which have been admitted as Members of the ECR Party by the Council and meet, at least, the following requisites:

- a) Approve the ECR Party's Reykjavik Declaration;
- b) Agree to be bound by the Statutes and the Internal Regulations;
- c) Support the political programme of the ECR Party; and
- d) Meet all their financial obligations towards the ECR Party;

Members must, in addition, commit themselves to ensuring that parliamentarians elected in their name to the European Parliament and to any other appropriate parliamentary assemblies will join the ECR Party's affiliated groups.

The ECR Party has four membership categories:

- European Union Member Party;
- Affiliated Member Organization;
- Associate Member;
- Individual Member;

The Global Partner Parties participate in the activities following the Statutes and the Internal Regulations.

European Union Member Parties are European Political Parties from European Union Member States. European Union Member Parties must publish the political programme and logo of the ECR Party on their websites, in a clearly visible and user-friendly manner, from the date on which the Council granted them member status, and for the entire duration of their membership.

Affiliated Member Organizations are entities officially linked and recognised by the ECR Party. These include the ECR Party's official political foundation – New Direction, the ECR EP Group, the ECR Party's youth organization, the ECR Party's Women's Movement and like-minded groups in various parliamentary assemblies.

Associate Members are individuals; think tanks; academic institutions, and corporations that are in agreement with the aims and objectives of the ECR Party.

Individual Members are European Commissioners, elected members of the European Parliament, of a national parliament or of a regional parliament or regional assembly within European Union Member States. This without prejudice should their political party not be a Member of the ECR Party.

Global Partner Parties are political parties from countries that are not European Union Member States. Global Partner Parties are divided into Global Areas to be defined by the Board of Directors.

The term of membership shall be for a period of two-and-a-half-years, renewable.

Membership is strictly exclusive. In no case shall a Member also be a member of any other European Political Party.

Article 7. REGISTER OF MEMBERS AND GLOBAL PARTNER PARTIES

An up-to-date register of all Members and Global Partner Parties is held at the ECR Party's registered office. This register contains the date of adherence, the domicile/official address and, if applicable, the legal form, and name of the representative(s) and/or delegates of Members and Global Partner Parties. All Members and Global Partner Parties may have access to the register at the registered office of the ECR Party.

Article 8. APPLICATION FOR MEMBERSHIP

Applicants can apply for membership of the ECR Party if they are proposed to the Board of Directors by, at least, three Members and/or Global Partner Parties of the ECR Party and seconded by a member of the Board of Directors.

Any application for membership shall be duly submitted to the Secretary General, with all necessary documentation evidencing that the applicant fulfills the membership requirements. This shall comprise a statement on the adoption of the ECR Party's political programme, the Statutes, in addition to a copy of the applicants' statutes and political programme in its original language and in English.

The Secretary General shall submit the application and its preliminary report and opinion to the Board of Directors. The Board of Directors shall take its decision to transmit and recommend the application for decision to the Council with a majority of two-thirds of the votes counted.

Without prejudice to article 6 of the Statutes, when accepting a member application, the Council is authorized to grant, at its own discretion, the applicant with one of the following member status in the ECR Party: European Member Party; Affiliated Member Organization; Associate Member, Individual Member or Global Partner Party.

If a candidate for membership to the ECR Party is a legal person, within the meaning of the law applicable to it, it must, in its application for membership, name a natural person who will act as a representative of it in the ECR Party. The same provision applies in case the candidate does not have legal personality under the law applicable to it. In case of a change of representation, the Secretary General is to be informed in order to forward the modification to the Board of Directors.

Article 9. MEMBERSHIP FEES

The Board of Directors will determine annually the membership fee. The amount of the fee and the due date shall be communicated to each Member. The amount shall not exceed 500,000.00 Euro per year.

Members shall pay their membership fees by the 30 of May of the corresponding year. Members can apply for a delay of no more than ninety (90) days after the final payment date by motivated written request to the Secretary General.

If a member fails to meet its financial obligations the voting and other rights inherent to the condition of the member will be suspended. Suspended members can continue attending the meetings as observers.

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.

Membership fees and contributions are also governed by the conditions and obligations relating to the funding of political parties provided in the European Political Parties and Foundations Regulation.

Article 10. TERMINATION OF MEMBERSHIP

RESIGNATION

Any Member or Global Partner Party may resign from the ECR Party at any time by submitting a registered letter addressed to the Secretary General with three-months notice. The resignation shall only come into force at the end of the financial year.

A resigning Member or Global Partner Party will remain liable for its financial obligations *vis-à-vis* the ECR Party up until the end of the financial year during which its resignation took place.

In no case can a Member or Global Partner Party that has resigned, demand the communication of or a copy of the accounts, the placing of official seals on the property of the ECR Party or the drawing up of an inventory.

SUSPENSION

Any Member or Global Partner Party may be suspended:

- If it acts contrary to the interest and the values of the ECR Party in general.

A proposal for the suspension of a Member or Global Partner Party may only be considered, once submitted to the Board of Directors, via the Secretary General, if supported by at least five European Union Member Parties representing at least three European Union Member States.

The Member or Global Partner Party in question may object to a proposal for suspension. The Member or Global Partner Party concerned has the right to attend the Council Meeting deciding on such proposal, without a voting right on the decision, and can request to be heard at this meeting upon the condition that the Member or Global Partner Party in question addresses such request in writing to the Board of Directors prior to the Council's meeting.

The Council, for deciding on the suspension of a Member or Global Partner Party, will be constituted with a quorum of two thirds of the Members. The decision to suspend the Member or the Global Partner Party shall be adopted, regarding the present or represented members, with a two third majority of the Members as long as they represent, at least, two thirds of the voting rights. If, however, such a quorum is not reached at the first meeting of the Council, a second meeting will be duly constituted with the simple majority of voting rights present or represented at least 15 days after the first.

The decision of the Council is final and it is not obliged to disclose its reasons. The suspension comes into effect immediately. The rules governing suspensions are detailed by the ECR Party's Internal Regulations.

The Members and Global Partner Parties will be informed by registered mail of the suspension proposal outcome. The letter sets forth the grounds on which the proposed suspension is based.

The suspension shall come into force immediately, but the suspended Member or Global Partner Party shall remain liable for its financial obligations *vis-à-vis* the ECR Party until the end of the financial year.

EXPULSION

Any Member or Global Partner Party may be expelled for any of the following reasons:

- Failing to abide by the Statutes or the Internal Regulations;
- Failing to fulfill any or all conditions for membership;
- Acting contrary to the interest and the values of the ECR Party in general;
- A membership to another Political Party at European level will automatically result in Member's or Global Partner Party's expulsion; and
- When a Member or Global Partner Party is no longer a viable political force in its respective country and, in particular, has not been represented in Regional, National or European Parliament(s) for two consecutive parliamentary terms.

A proposal for the expulsion of a Member or a Global Partner Party may only be considered once submitted to the Board of Directors via the Secretary General by five European Union Member Parties representing at least three European Union Member States.

Any expulsion of a Member or Global Partner Party shall be duly indicated in the notice for the Council meeting deciding on such expulsion. The Member or Global Partner Party in question may object to a proposal for expulsion. The Member or Global Partner Party has the right to attend the Council Meeting deciding on such a proposal, without a voting right on the decision, and request to be heard at this meeting, upon condition that the Member or Global Partner Party addresses such request in writing to the Board of Directors prior to the Council's meeting.

The Council, for deciding on the expulsion of a Member or Global Partner Party, will be constituted with a quorum of two thirds of the Members. The decision to expel the Member or the Global Partner Party shall be adopted, regarding the present or represented members, with a two third majority of the Members as long as they represent, at least, two thirds of the voting rights. If, however, such a quorum is not reached at the first meeting of the Council, a second meeting will be duly constituted with the simple majority of voting rights present or represented at least 15 days after the first.

The decision of the Council is final and it is not obliged to disclose its reasons. The expulsion comes into effect immediately.

The expelled Member or Global Partner Party will be informed by registered mail of the expulsion proposal outcome. The letter sets forth the grounds on which the expulsion is based.

The expulsion shall come into force immediately, but the expelled Member or Global Partner Party shall remain liable for its financial obligations *vis-à-vis* the ECR Party until the end of the financial year. A Member or Global Partner Party who or which has been expelled shall have no claim against the assets of the ECR Party.

In no case may a Member or Global Partner Party that was expelled demand the communication of or a copy of the accounts, the placing of official seals on the property of the ECR Party or the drawing up of an inventory.

A Member's or Global Partner Party's affiliation ceases automatically upon death, disqualification, liquidation or in cases of temporary administration, court-ordered settlement or insolvency.

TITLE III. ORGANS OF THE PARTY

Article 11. ORGANS AND GENERAL PRINCIPLES GOVERNING ALL ORGANS

The Organs of the ECR Party are:

- The Executive Board;
- The Board of Directors;
- The Council;
- The Presidency; and
- The Congress.

The following principles govern all Organs:

- a. All Members and Global Partner Parties must have sent to the register of the ECR Party any useful or required information immediately after the approval of their membership application, including their actual addresses both physical and electronic, and are required to report any changes regarding this matter.
- b. The Organs are convened by the Assembly Leader.
- c. The agenda of Organs' meetings is defined by the President.
- d. Items and proposals for the agenda should be submitted to the ECR Party's Secretariat. Everything that arrives at least 30 days before the date of the Organ concerned could be included in the agenda upon approval of the President. Items and proposals, which have not been included in the agenda may be considered if submitted at least by one third of the members of the Organ concerned.
- e. All meetings of Organs are called by invitation sent by ECR Party's secretariat via e-mail or ordinary mail, to all members of the Organ concerned and any other person to be convened in accordance with the relevant article in these Statutes.
- f. All meetings are presided by the Assembly Leader.
- g. All Organs' meetings may be held in person, by videoconference, teleconference or circular setting if no other format is expressly considered.

- h. The Secretary General or its delegate shall draw up the minutes of the Organs' meetings. The minutes shall be available to the members of the Organ concerned at the registered office of the ECR Party in five working days. If no objections regarding the minutes are received within 30 days these will be considered approved.
- i. Abstention or irregular or blank votes are not taken into account in the vote count.
- j. In case of a tie regarding any decision voted by any of the Organs, the Assembly Leader will have a tie-breaking vote.
- k. Whenever a member of an Organ or its representative finds itself in a situation that gives rise or is reasonably likely to give rise to a conflict of interest, it must declare its interest to the other members of the Organ concerned unless, or except to the extent that, the other members of the Organ concerned are or ought reasonably to be aware of it already. If any question arises as to whether a member of an Organ has a conflict of interest, the question shall be decided by a simple majority decision of the Organ concerned. Whenever a matter is to be discussed or decided at a meeting and a member of the Organ concerned or its representative has a conflict of interest in respect of that matter then, it must:
 - (i) Remain only for such part of the meeting as in the view of the other members of the Organ concerned is necessary to inform the debate;
 - (ii) Not where applicable be counted in the quorum for that part of the meeting;
and
 - (iii) Have where applicable no vote on the matter.

Whenever a decision at a meeting has been taken and the conflict of interest has not been raised by the voting member of the Organ concerned or its representative concerned, the Organ decision can be challenged and become invalid once the conflict of interest is revealed.

TITLE IV. EXECUTIVE BOARD

Article 12. DEFINITION AND COMPOSITION OF THE EXECUTIVE BOARD

The Executive Board is composed as follows:

- The President of the ECR Party elected by the Board of Directors and appointed by the Council as member of the Board of Directors; and
- Two Executive Vice Presidents of the ECR Party elected by the Board of Directors and appointed by the Council.

Observers, if invited by the Executive Board:

- The Global Vice President if elected.

Article 13. POWERS OF THE EXECUTIVE BOARD

The Executive Board will have the following powers and duties:

- a) Issue statements on behalf of the ECR Party in the framework of its political programme further to a decision of the Council;
- b) Exercise decisions taken by the Board of Directors, the Council, the Presidency, and the Congress;
- c) Assessment of proposals and items for agendas of ECR Party Organs' meetings;
- d) Draft the proposals of the annual accounts, annual report and budget for the Board of Directors;
- e) Draft the proposals of the amendments to the Statutes and the Internal Regulations for the Board of Directors;
- f) Monitoring the work of the Secretary General, in particular the budget management;
- g) Whenever a conflict between two or more political national parties, which are Members of the ECR Party, may arise, it should be the Executive Board, by own initiative or by the initiative of at least one of the national parties involved, to discuss and manage the situation.

Article 14. MEETINGS AND DECISION MAKING OF THE EXECUTIVE BOARD

The Executive Board meets when necessary, with a notice of at least three working days in advance of the meeting date, and shall be duly constituted when a simple majority of its members are present.

The Executive Board exercises its powers and makes its decisions with a simple majority. Each member of the Executive Board has one vote.

Decisions can be agreed also by e-mail only if the decision is unanimous upon all its members.

TITLE V. BOARD OF DIRECTORS

Article 15. DEFINITION AND COMPOSITION OF THE BOARD OF DIRECTORS

The ECR Party is managed by the Board of Directors which is to be understood under articles 9:5 and following BCCA as the “administrative organ”. The Board of Directors is composed of the following persons who should be considered directors in the sense of the mentioned articles of the BCCA:

- The members of the Executive Board (ex-officio);
- The Chairmen of the ECR EP Group (ex-officio);
- The President of ND (ex-officio);
- The “**Vice Presidents**” (ex-officio), providing that:
 - The leaders of National Delegations of Member Party’s that sit in the ECR EP Group or their delegates within their delegation, or if not possible, the leader of their Party with the faculty to nominate a representative from within their Party; and
 - The National Leaders of European Union Member Parties without representation in the European Parliament, with the faculty to nominate a representative from within their Party.

The aforementioned ex-officio members of the Board of Directors shall elect a

President and two Executive Vice Presidents. The candidates shall be proposed by the ex-officio members of the Board of Directors and can be other persons than the ex-officio members of the Board of Directors. The appointment of the President and the two Executive Vice Presidents elected by the ex-officio members of the Board of Directors shall be carried out by the Council. The President and the two Executive Vice Presidents shall be considered as members of the Board of Directors if they are not already.

On the proposal of the Board of Directors, and in accordance with the requirements of the agenda, the following persons may be invited to attend, as observers, meetings of the Board of Directors:

- The Global Vice President, if elected;
- Associate Members;
- Affiliated Member Organizations; and
- Individual Members.

All members of the Board of Directors are ex officio, and are in charge for a renewable term of two-and-a-half years. Each member becomes effective after personal acceptance of its role. The nomination will be ratified during the first upcoming Council Meeting. The decision of the Council to ratify or not to, and the duration of the term of office, is final.

The member of the Board of Directors that has not yet formally and personally accepted its role can attend the meetings as an observer, without the faculty to exercise its corresponding voting rights.

The members of the Board of Directors cease immediately when they lose the position which qualified them to become members.

A member of the Board of Directors may be suspended from its faculties at any time by the Council, in accordance with the conditions stated in Article 10.

The members of the Board of Directors may be dismissed at any time by the Council for serious and justified reasons in the following circumstances:

- Conducting actions contradicting the interest of the ECR Party;
- Conducting actions contradicting the duties of a member of the Board of

Directors;

- Conducting actions contradicting the Board of Directors' decisions; and/or
- Being in a situation of conflict of interest.

Members of the Board of Directors have the right to resign at any time, by submitting a resignation notice to the Board of Directors by registered letter. Their mandate is, at any time, revocable by the Council. Ceasing to be a member of a European Union Member Party or in general to qualify as ex officio member of the Board of Directors shall also constitute simultaneous and automatic resignation from the ECR Party's Board of Directors.

Members of the Board of Directors whose terms of office are coming to an end must, before the expiry of the term, call a Council Meeting for the purpose of electing new members of the Board of Directors. If they fail to do so, they are obliged to remain in function until such time as a replacement can be found, without prejudice to their responsibility for any damage caused by their omission.

The President, the Executive Vice Presidents and/or Secretary General can attend any Organs meetings of ECR Party's Affiliated Member Organizations.

The members of the Board of Directors shall not be remunerated for the exercise of their mandate, unless decided otherwise by the Council.

Membership of the Board of Directors is strictly personal. Only for justified reasons can a representative of a member of the Board of Directors be admitted to meetings.

Any member of the Board of Directors may designate a proxy, who needs to be a member of the Board of Directors, by letter, e-mail or other written means, to be represented at a meeting of the Board of Directors. A member of the Board of Directors cannot represent more than one other member of the Board of Directors.

In case the President would be prevented from fulfilling its powers, as attributed by the ECR Party's Internal Regulations, it will delegate as its representative either one of the Executive Vice Presidents or the Secretary General.

Article 16. POWERS OF THE BOARD OF DIRECTORS

The Board of Directors has the power to perform all acts necessary or useful for the realization of the object of the ECR Party, with the exception of those reserved by law to the Council. It has the powers attributed to it by the law, these Statutes and the

Internal Regulations. Its competences consist, *inter alia*, of:

- Election of the President and two Executive Vice Presidents;
- Ensuring the implementation of decisions taken by the Council;
- Stimulating and organizing systematic relations between national parliamentary groups and member parties in agreement with the ECR EP Group;
- Propose the annual accounts, annual report and budget, membership fees and work programme to the Council for the approval;
- Propose the amendments to the Statutes to the Council for the approval;
- Approval of and amendments to the Internal Regulations;
- Interpretation of the Statutes and Internal Regulations;
- Ensuring the permanent political presence of the ECR Party;
- Ensuring the coherence of membership policies between the ECR Party and like minded groups in international organizations, institutions, bodies and assemblies;
- On the proposal of the Executive Board, appointment, dismissal and discharge of the Secretary General; and
- Defining the Global Areas in which the Global Partner Parties are divided.

On the proposal of the President, the Board of Directors may share work between its members or mandate certain members of the Board of Directors for specific tasks and delegate specific powers to one or more of them.

Article 17. MEETINGS AND DECISION MAKING OF THE BOARD OF DIRECTORS

The Board of Directors meets three times annually with 15 calendar days notice, unless in case of urgency.

The Board of Directors shall be duly constituted if a simple majority of its members are present or represented. In case of failure to achieve this quorum, a second meeting shall be convened 15 calendar days after the first meeting, unless in case of urgency, with the same agenda, which can validly deliberate, regardless of the attendance quorum. The President is entitled to call the second Board of Directors meeting concurrently with the call for the first meeting.

Decisions shall be taken by an absolute majority of the votes counted. All members of the Board of Directors shall have one vote each. In case of a tie, the President has the

tie-breaking vote.

If the President considers it advisable, the Board of Directors may approve a proposal by having all members of the Board of Directors sign for approval a circular setting out the proposal. In this case, the Board of Directors is not required to call a meeting. The circular must include the following information:

- A statement that the text is a proposal for a decision of the Board of Directors;
- A statement that the decision shall only be approved if signed by all the members of the Board of Directors;
- A statement that the decision may not be amended and that no reservations may be expressed by members of the Board of Directors;
- A statement that all the members of the Board of Directors must return the document electronically signed; and
- A statement that the signed circular must be returned within ten days to the ECR Party.

Regarding the election of the President and Executive Vice Presidents of the Executive Board, the candidates must be proposed by at least five European Union Member Parties from at least three European Union Member States, with 10 calendar days prior to the date of the election. Only official representatives of a European Union Member Party are eligible for these functions. All Members shall be informed of the names of the candidates no less than three days prior to the election. Candidates who obtain a simple majority of the valid votes counted shall be considered duly elected.

TITLE VI. COUNCIL

Article 18. DEFINITION AND COMPOSITION OF THE COUNCIL

The Council is the strategic organ of the ECR Party and the general assembly, in the sense of article 10:5 BCCA. It is composed of the following Members:

- European Union Member Parties;
- Presidents/mandated representatives of the Associate Members;
- Presidents/mandated representatives of the Affiliated Member Organizations;
- Individual Members; and
- Board of Directors members.

Observers, if invited by the Council:

- Global Area Representatives.

The rules governing the assignment of the Council members are detailed by the ECR Party's Internal Regulations.

The mandate of the members of the Council ends when the delegation by which they became a member of the Council comes to an end. The composition of the Council is calculated by the Secretary General at least twice in a legislature of the European Parliament:

- At the beginning of it; and
- Half-way through the European Parliament legislature (any delay in these calculations is limited to a maximum of six months).

This calculation is approved by the Board of Directors.

The Council may establish standing commissions, advisory and ad hoc working groups for any purpose it shall consider appropriate. The composition, terms of reference and the rules of procedure of such groups will be laid down in the Internal Regulations.

Article 19. POWERS OF THE COUNCIL

The Council has the powers attributed to it by the law, these Statutes and the Internal Regulations. Its competences consist, *inter alia*, of the following:

- Approval of the annual accounts, annual report, budget, membership fees and work programme;
- Admission, suspension and expulsion of Members and Global Partner Parties;
- Approval of and amendments to the Statutes;
- Appointment, suspension, dismissal and discharge of the elected members of the Board of Directors and, if applicable, the determination of their remuneration;
- The discharge to be granted to the members of the Board of Directors and, if necessary, the bringing of an action by the ECR Party against the members of the Board of Directors;
- Appointment, dismissal and discharge, upon proposal of the Board of Directors, of an external auditor, as well as the determination of its remuneration where applicable;

- Electing the ECR Party's candidate/s for President of the European Commission;
- Dissolution and liquidation of the ECR Party; and
- Any other matter expressly allocated to the Council by the Statutes or by the applicable law.

Article 20. MEETINGS AND DECISION MAKING OF THE COUNCIL

The Council meets once annually with 15 calendar days notice, unless in case of urgency. The President is entitled to call the second Council meeting concurrently with the call for the first Council meeting. The second Council meeting has to be held at least ten days from the date of the first Council meeting and if with regard to a change of the Statutes at least fifteen days from the date of the first Council meeting.

Regarding the calculation of the quorum, a Member eligible to vote will be considered present at a Council's meeting as soon as one of its delegates is present or represented. Except in the cases where the Statutes or the law require a greater quorum, the Council shall be validly constituted when not less than half of the voting rights are present or represented. If, however, such a quorum is not reached at a given meeting of the Council, the second meeting will be duly constituted regardless of the number of Members present or represented.

Extraordinary meetings of the Council can be held at the request of either five European Union Member Parties from three European Union Member States, or of the presidency of the ECR EP Group. In this last case, the presidency of the ECR EP Group will exercise the Presidency's faculties for the meeting.

If the meeting is to be held remotely, the notice convening the meeting shall contain the information required to participate as well as a description of the procedure to be followed for remote participation. The chosen means of communication shall allow the participants to:

- Verify the identity and status of the other participants;
- Take direct, simultaneous and uninterrupted cognizance of the discussions during the meeting;
- Participate in the deliberations and ask questions; and
- Exercise their right to vote on all points on which the meeting is required to take a decision.

Any technical difficulties which have prevented or disrupted remote participation shall be mentioned in the minutes of the Council meeting.

As far as the quorum and majority requirements are concerned, Members who participate in this way at the Council Meeting shall be deemed to be present at the place where the Council Meeting is held. Decisions taken during such meetings are deemed to be taken at the registered office of the ECR Party and come into force on the date of the teleconference or videoconference or the date set in the circular letter.

The following persons are permanently invited to attend Council's meetings:

- The Executive Director of the ECR Party's Foundation; and
- The Secretary General of the ECR EP Group.

On the proposal of the Executive Board, the Congress shall invite Global Area Representatives or other personalities as observers to the Council meetings.

The voting rights of the Members in the Council are as follows:

- European Union Member Parties have four votes each, plus two votes for each of the first ten seats they have in the ECR EP Group, and one vote for each seat they have in the ECR EP Group after the first ten seats;
- Affiliated Member Organizations have four votes each;
- Associate Members have four votes each;
- The Board of Directors members will have two votes each; and
- Individual Members have one vote each.

If a delegate cannot attend for justified reasons a Council Meeting, it may appoint a proxy-holder which must be a third party (i.e. not another delegate or Member). At a Council Meeting, Members eligible to vote or their representatives can only exercise their votes if present or represented.

In the event that a Member holds more than one charge in respect to the Council, his attendance and vote shall be counted for as many charges as he holds without the need for him to delegate any of them to a third party.

All decisions shall be adopted by a simple majority of the votes counted, except in the cases where the Statutes or the law provide otherwise. In the event of a tie, the President of the ECR Party shall have the tie-breaking vote. If the chair of the Council can be considered to have a conflict of interest upon the topic of the decision, this task falls to the Executive Vice President representing the largest delegation in the European Parliament.

Members may, unanimously and in writing, take all decisions that fall within the powers of the Council, with the exception of amendments to the Statutes.

Decisions of the Council are binding on all Members, including those absent or dissenting.

Additional rules relating to the practical organization and conduct of the meetings of the Council may be laid down by the Council in the Internal Regulations. The Council will generally meet “in camera”. On the request of the Board of Directors or of one-tenth of the delegates, the Council may decide, by simple majority, to admit the public to the meeting.

TITLE VII. THE PRESIDENCY

Article 21. DEFINITION AND COMPOSITION OF THE PRESIDENCY

The Presidency is a consultative organ of the ECR Party. It is composed of the following:

- Members of the Board of Directors;
- Presidents/mandated representatives of the Associate Members;
- Presidents/mandated representatives of the Affiliated Member Organizations;
- Individual Members; and
- Global Area Representatives.

Article 22. POWERS OF THE PRESIDENCY

The Presidency has the following competences:

- Stimulating and organizing systematic relations between national parliamentary groups and member parties in agreement with the ECR EP Group;
- Following the situation of international politics concerning the ECR Party;
- Promote the ECR Party’s international relations; and
- Act as a consultative organ for the ECR Party’s Organs.

The functioning of the Presidency shall be provided for in the Internal Regulations.

Article 23. MEETINGS AND DECISION MAKING OF THE PRESIDENCY

The Presidency meets when needed and it will be convened with 15 calendar days notice. The President is entitled to call the second Presidency meeting concurrently with the call for the first Presidency meeting at least five days from the first.

The Presidency shall be considered as duly constituted when a simple majority of its members are present. If, however, such a quorum is not reached at a given meeting of the Presidency, the second meeting will be duly constituted regardless of the number of Members present or represented.

If the Presidency requires to vote any matters within its competences, the decisions will be taken with the vote of the majority of the present members. The voting rights are defined in the Internal Regulation.

If a member of the Presidency cannot attend for justified reasons a Presidency meeting, it may appoint a proxy-holder which must be a third party (i.e. not another delegate or member). At a Presidency meeting, members of the Presidency eligible to vote or their representatives can only exercise their votes if present or represented.

TITLE VIII. THE CONGRESS

Article 24. DEFINITION AND COMPOSITION OF THE CONGRESS

The Congress sets the general aims and objectives of the ECR Party. The composition of delegations for Congress is as follows:

- Members;
- Global Partner Party's leaders;
- Board of Directors members; and
- Members of the ECR EP Group elected on a list of a member Party;

Article 25. POWERS OF THE CONGRESS

The Congress has the following competences:

- Advising on the political programme of the ECR Party;
- Adopt resolutions and recommendations to the ECR Group; and
- Election of the Global Area Representatives and Global Vice President.

Election of the Global Area Representatives and Global Vice President are regulated in the Internal Regulations.

Article 26. MEETINGS AND DECISION MAKING OF THE CONGRESS

The Congress meets every two-and-a-half years and it will be convened with 30 calendar days notice.

By the proposal of the Executive Board, the Congress may invite certain personalities to its meetings that will join as observers.

The functioning of the Congress is regulated in the ECR Party's Internal Regulations.

TITLE IX. REPRESENTATION

Article 27. REPRESENTATION

The ECR Party shall be validly represented in all its acts, including legal representation, by the Secretary General and in cases beyond its day-to-day management by the Board of Directors, by the President of the ECR Party acting alone or by two Executive Vice Presidents of the Board of Directors acting jointly, who do not have to justify a prior decision of the Board of Directors. They have the right to sub-delegate their power to represent the ECR Party for a specific purpose by way of a special mandate.

The Board of Directors shall be competent to determine the Secretary General's powers as well as its salary, remuneration or fees. Legal actions, both as plaintiff and defendant, shall be brought or defended in the name of the ECR Party by the Board of Directors.

Article 28. PROCEDURE

All documents emanating from the ECR Party (such as deeds, invoices, announcements, publications, communications, letters, order notes, websites and other documents, whether or not in electronic form) must mention the denomination of the legal person, its legal form, the address of the registered office, the term "register of legal persons", the e-mail address and the website and the VAT number.

All legal acts on behalf of the ECR Party not falling within the scope of day-to-day management or of a special delegation of powers, must be signed by the President or, if it is not available, by the two Executive Vice Presidents acting jointly.

TITLE X. PRIVACY, DATA PROTECTION AND **CONFIDENTIALITY**

Article 29. DEFINITION

The ECR Party is committed to comply with national applicable laws and EU regulations concerning the protection of data and will collect only information that is strictly needed and relevant, up- to-date and will use appropriate controls to ensure the information is kept secure.

Article 30. CONFIDENTIALITY

Any information disclosed orally, in writing, by fax, by e-mail or any other means, by a Member or a Global Partner Party, the ECR Party or either's representatives (hereinafter, the "**Disclosing Party**") to another Member or Global Partner Party, the ECR Party or either's representatives (hereinafter, the "**Receiving Party**") shall be treated as confidential by the Receiving Party provided that such information pertains to the business, research or other activities of the Disclosing Party (hereinafter, the "**Confidential Information**"). The ECR Party shall have no liability with respect to breaches committed by its Members or Global Partner Parties, or the latter's representatives. The rights and obligations set forth in this Article shall expire five (5) years after (i) the closing of the dissolution of the ECR Party or (ii) the end of the Member's membership or Global Partner Party's partnership to the ECR Party, depending on whatever takes place first.

TITLE XI. FINANCIAL YEAR, ANNUAL ACCOUNTS AND BUDGET

Article 31. FINANCIAL YEAR – ANNUAL ACCOUNTS AND BUDGET

The ECR Party's financial year runs from 1 January to 31 December. At the end of each financial year, the Board of Directors closes the accounts for the year ended and establishes the budget for the following financial year in accordance with the applicable legal provisions; the annual accounts are submitted to the Council for approval.

The Executive Board assists the Board of Directors in drawing up the accounts and the budget, as well as controlling the budgetary management of the Secretary General and reporting to the Board of Directors. They are responsible in particular for the financing of the ECR Party and its activities, by means of membership fees, donations, contributions, or otherwise.

The surplus is added to the ECR Party's assets and in no case may be paid to Members or Global Partner Parties in the form of dividends.

To promote transparency the ECR Party's accounts will be drawn up and communicated in accordance with chapter 5 of European Political Parties and Foundations Regulation.

TITLE XII. INTERNAL REGULATIONS, **MODIFICATION OF INTERNAL** **REGULATIONS AND MODIFICATION OF** **STATUTES**

Article 32. INTERNAL REGULATIONS

The Internal Regulations regulate the functioning of the ECR Party and its bodies when the Statutes may not regulate, partially or at all, the matters concerned; they may not conflict with the Statutes. These Statutes supersede the Internal Regulations. The latest version of the Internal Regulations at the moment of the approval of the Statutes is dated 30 March 2021. The eventually updated version is available at the registered office of the ECR Party.

Article 33. MODIFICATION OF THE INTERNAL REGULATIONS

At the proposal of the Executive Board, the Board of Directors shall adopt and may amend the Internal Regulations of the ECR Party. In the Internal Regulations, additional bodies and membership categories shall be defined.

Proposals for modifications of the Internal Regulations may be introduced by any Organ or Member of the ECR Party. Proposals must be presented in writing to the Secretary General who will transmit them to the Board of Directors for deliberation.

Article 34. MODIFICATION OF THE STATUTES

Proposals for modifications of these Statutes may be introduced by any Organ or Member of the ECR Party. Proposals must be presented in writing to the Secretary General who will transmit them to the Board of Directors for deliberation at least four weeks prior to the meeting at which the Council will deliberate on those proposals.

Where the agenda concerns an amendment to the Statutes, it shall be an Extraordinary Council Meeting in accordance with Article 9:21 BCCA. Notice of the Council Meeting shall be sent by the President at least 15 days before the date of the Council Meeting to all members by e-mail or registered mail.

Proposals shall be presented to the Council only if they have obtained a two-thirds majority in the Board of Directors.

In this case, the Council shall be validly constituted with not less than two thirds of the Members present or represented. If, however, such a quorum is not reached at the first meeting of the Council, a second meeting will be duly constituted with the simple majority of voting rights present or represented at least 15 days after the first.

The decision shall be adopted by a two-third majority of the votes counted.

Article 35. DISSOLUTION

The ECR Party is not dissolved as a result of the death, dissolution or resignation of a Member, provided the number of Members is not less than two.

The ECR Party may be dissolved voluntarily by a decision of the Council with a quorum of three-quarters of the Members, in accordance with the rules applicable to its functioning, as set out in the Internal Regulations. Resolutions in this respect shall be adopted by the Council by a four fifths majority of the votes cast.

In the event of voluntary dissolution, the Council elects the liquidator(s). In the absence of liquidator(s), the members of the Board of Directors will act as liquidators. In the event of dissolution, the Board of Directors decides on the disposal of the assets. Such disposal must serve a not-for-profit purpose.

TITLE XIII. LIABILITIES

Article 36. Limited Liability

The Members, the Global Partner Parties of the ECR Party, members of the Board of Directors and the Secretary General will not be personally liable for the obligations of the ECR Party.

The liability of members of the Board of Directors and Members or Global Partner Parties of the ECR Party is limited to the fulfillment of their mission in accordance with the provisions of the applicable law and the Statutes.

Members of the Board of Directors shall be liable only for decisions, acts or behavior which manifestly exceed the margin within which normally prudent and diligent directors in the same circumstances could reasonably be expected to differ. Members of the Board of Directors are only liable for faults which can be attributed to them personally, committed in the performance of their management duties.

Members of the Board of Directors are jointly and severally liable, but are relieved of their liability if they did not take part in the fault and have reported the alleged fault to all other members of the Board of Directors. Such denunciation and the discussions to which it gives rise shall be recorded in the minutes.

ECR Party Members and Global Partner Parties, Members of ECR Party Council, members of the Board of Directors and Executive Board, Presidency and Secretary General will, except if otherwise provided herein or in the law, not be personally or institutionally liable for the obligations of the ECR Party.

TITLE XIV. TEMPORARY PROVISIONS

TEMPORARY PROVISIONS

The first Global Vice President can be effectively elected by the Council. The mandate stays effective until the first Congress meeting.

“Global Member Party/ies”, as referred to in the previous Statutes, will now on be addressed as “Global Partner Party/ies”

INTERNAL REGULATION

POWERS – RESPONSIBILITIES OF THE SECRETARY GENERAL

- Sign, in name of Party, all the contracts, with the exception of those related to property disposal, constitution of real property rights, loans, mortgages, borrows and long term leasing;
- Open bank or postal accounts in the name of ECR Party;
- Accept and receive on the accounts of the ECR Party any sum, amount, fund and interest due to the ECR Party;
- Withdraw any sums and amounts deposited or received in the accounts; pay principals, interests and incidental costs of any amounts deposited in the accounts;
- Sign, negotiate, endorse all types of payment, money orders, cheques, bank drafts, promissory notes, money transfers and other essential documents; accept and guarantee all banks drafts; defer payment of outstanding drafts or bills; introduce, negotiate and accept any compensation; accept and consent to all acts of subrogation;
- Collect, on behalf of the ECR Party, from post offices, custom offices, transportation and rail businesses or others, letters, boxes, packages, parcels and so on;
- After hearing the Executive Board, hire, appoint, dismiss or remove any official or employee of the ECR Party, determining wages, salaries, bonuses or any other requirements related to their recruitment and departure;
- Represent the ECR Party towards third parties for all the matters to its delegated;
- Enter in all contracts, reach and send settlements, make agreements, purchase and sell any moveable and fixed asset, subscribe loans, mortgages, borrows and leasings; and
- Receive and withdraw any sum and amount deposited or not, open and close any account at financial institutions, make any kind of operation on these accounts;

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

ANNEX I

ECR Party Logo



ANNEX II

Reykjavik Declaration

European Conservatives and Reformists (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.

- ECR Party believes in a Europe of independent nations, working together for mutual gain while each retaining its identity and integrity.
- ECR Party is committed to the equality of all European democracies, whatever their size, and regardless of which international associations they join.
- 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.
- 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.
- 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.
- ECR Party cherishes the important role of civil associations, families and other bodies that fill the space between the individual and the government.
- ECR Party acknowledges the unique democratic legitimacy of the nation-state.
- ECR Party is committed to the spread of free commerce and open competition, in Europe and globally.
- 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.