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Name: Confédération Européenne des Associations de Petites et Moyennes Entreprises
Juridical form: Non-profit international organisation
Seat: Avenue de la Renaissance 1, B-1000 Bruxelles
Company number:

Act's object: constitution

1. Name and social seat

Article 1

An AISBL – called *Confédération Européenne des Associations de Petites et Moyennes Entreprises* CEA-PME – has been founded.

The national associations are entitled to choose a comparable name in their official languages. The English and German names of CEA-PME are as follows:

a) ECA-SMA
European Confederation of Association of Small and Medium-Sized Enterprises

b) EV-KMU
Europäische Vereinigung der Verbände Kleinerer und Mittlerer Unternehmen

Article 2

The Association has no political or philosophical associations and is a non-profit organisation.

Article 3

The Association is governed by the dispositions of title III of the Belgian law of 27 June 1921 that concerns non-profit associations, international non-profit associations and foundations.

Article 4

The association's social seat is at 1000 Bruxelles, Avenue de la Renaissance 1.

The association is entitled to shift its social seat to any place in Belgium by decision of its direction committee. The decision will be published the month it was made, in the Annexes of *Moniteur belge*.

II Object and objectives

Article 5

5.1. The association exercises non-profit activities; its goal is to promote comprehension and research in the field of basic conditions of international economics and to participate actively in the development of a European identity all the time while pursuing corresponding scientific and pedagogic objectives, thus encouraging the entrepreneurial spirit of small and medium enterprises (SME) in Europe. In this frame the association will observe and analyse the European integration for the small and medium enterprises (SME) of all sectors and professional groups. This will happen with and in relation to every competent European institution as well as in relation to the public in general.

5.2. The Association pursues its goal via the following activities:

- The Association creates a scientific forum that it puts at the disposal of its members so they will have a vast platform to exchange their knowledge and experience.
- The Association conducts empirical research and scientific investigations and organises seminars, conferences and the collaboration with the institutions that have to study the supranational economic subjects that permit to collect information to help its members deepen their knowledge for Europe as well as the European and non-European markets.
- The Association promotes the dialogue and collaboration between member organisations by organising work circles, events, colloquia and seminars.
- The Association works to abolish the fetters of freedom of services and to suppress bureaucracy at the level of small and medium enterprises in and outside Europe.
- The Association establishes legislative consultations so that the particular conditions of the SME are always taken into account at the legislative level.
- The Association promotes the exchange of experiences between its members by informing them and by putting at their disposal consultation services on the European market and economic space.

5.3. The Association informs the institutions that are involved in the legislative process of the knowledge and the interests of small and medium enterprises. For its members, the Association creates an additional transparency at the level of EU-financed programmes and projects.

III. Members

Article 6 – Types of members

6.1. The Association is composed of physical and juridical people that are legally constituted according to the laws and usages in their country of origin.

6.2. There are three types of members: the “effective” members, the “simple adherent” members and the honorary members. To distinguish between these three types of members, they will be systematically asked whether or not they want the right to vote during the general assemblies. The boss of their subscription will force the members to pay their subscription.

Article 7 – The members’ rights

7.1. The “simple adhering” members and the honorary members have no right to vote and no right to participate in the general assembly. However, the direction committee can give them a consultative voice. The “simple adhering members” have the right to use all of the infrastructures and all of the contributions of the Association.

7.2. The “effective” members constitute the general assembly, in whose frame they have the right to participate and a full voting right. The “effective” members of the Association have the right to use all the infrastructures and all of the Association’s contributions. They also have the right to elect the direction committee.

Article 8 – The members’ obligations

8.1. By becoming members of the Associations, the “effective members” and the “simple adhering” members apply themselves to supporting the Association’s objectives and to avoiding any behaviour that could harm the Association. They also apply themselves to paying the member contributions according to the contribution system; they respect their obligations in all conscience.

8.2. The honorary members apply themselves to avoiding any behaviour that might harm the Association and to paying their support contributions according to the contribution system.

Article 9 – Admitting new members

New members are admitted after deliberation of a committee in the absence of an absolute majority in the first round of an election. This committee's only mission is to decide on the requests for admission. This committee is composed of at least five members who are chosen by the general assembly with the simple majority. They can be revoked any time. They convene either at the president's behest or on their own initiative. Their decisions are made with a simple majority of the present votes. The decisions must not be motivated. They are definitive.

Article 10 – Contributions

The members pay a contribution that is annually fixed by the general assembly on proposition of the Direction Committee.

Article 11 – Death, resignation, exclusion

11.1. The adhesion ends with a resignation or exclusion: for moral people in the event of dissolution and for physical people in the event of death.

11.2. Every member has the right to quit the Association by sending a recommended letter to the secretary-general six months before the end of every year of activity.

11.3. The member who ceases – through death or otherwise – to belong to the Association has no right on the social ground and cannot decide about the contributions that have already been spent, unless a written convention stipulates otherwise.

11.4. By adhering to the present statutes, every associate (a physical or moral person) forbids himself to commit any action and any omission that might harm the social objective. They also forbid themselves to commit any action that might harm their personal consideration and honour or the associates' consideration and honour. The direction committee is entitled to judge with a simple majority every infraction to the present rules and can immediately or provisionally suspend its author from his presence, contribution or mandate on the account of the Association and while awaiting the general assembly's decision. The suspended member will automatically lose all his associate rights, including his right to use the Association's name and emblem. The excluded members will be heard in advance. Within a month they can appeal against the direction committee's decision before the assembly, who will make their decision with a two-thirds majority of the present or represented members.

11.5. The principal reasons for exclusion are:

- Actions that violate the statutes or the decisions of the Association's different organs or that violate the Association's objectives.
- Liquidation or insolvability.
- Non-payment of the contributions despite repeated reminders.

11.6. The people who do not have the required independence that is mentioned in the object of the present statutes are banned from exercising a mandate or any other contribution for the Association. The non-declaration of a dependence that is incompatible with the present statutes' objectives invalidates automatically all mandate or contract that could not have been obtained from the Association of the effective or simple adherent members. The direction

committee is entitled to judge all infractions in the matter and can immediately or provisionally suspend its author as described under 11.4.

Article 12 – Organs

The organs that make up the Association are the following ones:

- the general assembly
- the direction committee
- the presidency
- the secretary-general

IV. The general assembly

Article 13

13.1. The general assembly convenes once a civil year. The convocation of the general assembly takes place upon decision of the direction committee by the secretary-general. The direction committee determines the place of the general assembly. The convocation must be sent via mail at least twenty days before the date of the general assembly. The agenda and the points at the day's order must be sent along with the convocation. If the general assembly convenes only every two years, the direction committee may provisionally approve the accounts and submit them during the next general assembly for ratification of both years.

13.2. The general assembly is composed of the effective members and the direction committee's members. The effective members send a representation that has a right to vote, which proves the validity of its voting mandate to the secretary-general one week before the start of the general assembly.

13.3 All the duly represented delegates and all the members of the direction committee have a right to vote during the general assembly. The right to vote and the right to participate will be suspended if the member has been in arrears with his contribution for at least three months. If this is the case, the direction committee can delete the concerned member from the member list and annul his membership.

13.4. The general assembly has the plenitude of powers permitting the realisation of the Association's object.

The following aspects are within his ambit:

- Approval of the audit rapport
- Approval of the budget and the account
- Discharge of the direction committee
- Election and revocation of the direction committee's members
- Modification of the statutes
- Exclusion of a member
- Dissolution of the assembly

13.5. Each of the effective members can be represented at the general assembly by another effective member who carries a special procuration. Each effective member can carry up to five proxies.

Article 14

14.1. Except for exceptional cases that are foreseen in the present statutes, the resolutions are made with a simple majority of the effective members who are either present or represented. They are communicated to all members. The general assembly can validly deliberate whatever the number of members it reunites.

14.2. An object that has not been carried to the order of the day cannot be discussed.

14.3. All resolutions of the general assembly are written into a register signed and conserved by the president, who will keep it at the members' disposal.

Article 15

15.1. Every proposition whose object is a modification of the statutes requires a two-thirds majority from the present or represented members of the general assembly.

15.2. The modifications of the statutes will take effect only after approval by a competent authority according to article 50 § 3 of the law from 27 June 1921 about non-profit associations, international non-profit associations and foundations and after publication in the Moniteur belge according to article 51 § 3 of the aforementioned law.

Article 16

16.1. The members' archives are conserved at the Association's seat. The general assembly's decisions are consigned to the members' archives. Every member has the right to consult them.

16.2. A register with the general assembly's decisions will be conserved at the Association's seat.

Article 17

In exceptional cases, the decisions (if duly justified by the urgency and social interest) can be made with unanimous consent from the members and administrators, expressed in writing using a form that will be addressed to each member or administrator along with an explicative notice concerning the motivation and the decision's modalities. This form will contain the following details: the names and first names of the member or administrator, his residence, the order of the day, the sense of the vote or of the abstention on each of the points taken to the order of the day and, if necessary, the length of the mandate's validity. It will have to be signed. The first general assembly or the first reunion of the direction committee that will take place after the decision will ratify the decision.

V. The direction committee

Article 18

18.1. The direction committee is the Association's executive organ; it determines the Association's politics. The direction's committee convenes at least once a year. A reunion with the general assembly is possible but not obligatory. The direction committee can be convoked at any moment at the behest of at least four of its members. The administrators of the direction committee are nominated by the general assembly. They are three at least and eight at most. The number of the members who make up the direction committee is lower than the total number of the Association's members. They are chosen from among the effective members.

18.2. The length of an administrator's mandate varies between one and four years. The renewal of a mandate is regulated in the interior order. The renewal of an administrator's mandates is limited. The direction committee stays in office until the election or designation of a new direction committee.

18.3. In the case of holidays over the course of a mandate, a provisional administrator can be named by the general assembly. In this case, he brings to an end the mandate of the administrator he is replacing. A mandate is renewable only if two-thirds of the present or represented votes expressed during the general assembly are in favour.

18.4. The direction committee can only deliberate if at least half its members (of which at least two) are present or represented. The convocation issued by the responsible administrators is transmitted via mail, fax, email or other means of communication. An administrator can be represented by another administrator who cannot carry more than three proxies.

18.5. The administrators can be dismissed by the general assembly if two-thirds of the effective members are present or represented.

18.6. If a decision of the direction committee was to be compromised by distance factors and participation costs, the direction committee can resort to the procedure of the type “written vote” and/or “electronic vote”.

Article 19

19.1. The direction committee elects a president, a secretary-general and a treasurer. It can elect several vice-presidents, one of whom shall be the first vice-president. The direction committee can also elect an administrator-delegate.

19.2. The direction committee has all the powers of leadership and administration under reserve of the attributions of the general assembly. It can delegate the daily leadership to his president or to an administrator or to an agent. It can also confer (under its responsibility) special powers on one or several people.

19.3. Within the boundaries of its competences, the direction committee can (this list is not exhaustive) make and pass all acts and contracts; transact; compromise; acquire; exchange; sell all goods (mobile and immobile); mortgage real estate; borrow; issue obligations, guaranteed by mortgage or others; stipulate the clause of *voie parée*; annul all office inscriptions and others with or without paying; or exempt from it; take out leases of all durations; accept all inheritances, subsidies, donations and transfers; renounce all real rights and all resolving actions; confer all special powers on proxies of its choice, associates or not; constitute reservation funds and decide about the share of its members.

19.4. The resolutions of the council of administration are made with the majority of the present or represented administrators. If the votes tie, the president’s vote will preponderate. Those administrators who abstain will be considered as absent from the majority’s vote.

19.5. The resolutions will be written into a register which is to be signed by the president or an administrator and conserved by the president at a place where all members can read it without it being moved.

19.6. In exceptional cases, duly justified by the urgency and social interest, the decisions of the Council of administration can be made with unanimous consent of the administrators expressed in writing, using a form, according to the formalities that are described in Article 16.

19.7. All actions that engage the Association are – special proxies excepted – signed by two administrators who do not have to justify themselves before the third of the powers conferred for this purpose.

19.8. The juridical actions (both demanding and defending) are followed by the direction committee, which is represented by its president or by an administrator who will have been nominated by the president.

19.9. Administrators who want to quit must inform the direction committee in writing.

VI The Presidency

Article 20

20.1. The president presides over the direction committee.

20.2. If the votes tie at the direction committee, the president's vote will preponderate.

20.3. The juridical actions (both demanding and defending) are followed by the direction committee, which is represented by its president.

20.4. In the case of absence or other problem of the president, the president will be represented by the vice-president.

VII The secretary-general

Article 21

21.1. The general assembly will take place upon decision of the direction committee convoked by the secretary-general.

21.2. The request for admission to the CEA-PME must be sent in a recommended letter to the secretary-general of CEA-PME.

21.3. The member who is to be suspended must have the chance to defend himself in a letter addressed to the Association's official seat. The secretary-general will submit this document to the members of the direction committee, who will check the situation and decide about the member's exclusion.

VIII Dissolution

Article 22

22.1. The general assembly can only pronounce the dissolution of the Association if two-thirds of its members are present. If this criterion is not met, one can convoke a second meeting which will validly deliberate however many members are present. A decision will only be adopted if it is voted through by three quarters of the members. Every decision relative to the dissolution, made by an assembly general that does not include two-thirds of the Association's members will be subjected to the homologation of the first-instance tribunal of Brussels.

22.2. The general assembly will designate by the same deliberation a liquidator who will be charged with the liquidation of the dissolved Association.

IX. Final clauses

Article 23

23.1. The Association has been founded for an indeterminate length of time.

23.2. The active net sum that is left over after liquidation can only be donated to a disinterested cause.

23.3. Anything that is not foreseen by the present statutes and especially by the publications in the annexes of the Moniteur belge will be decided according to the law.

23.4. These statutes have been written, approved of and registered in French. If there is a problem with the interpretation, the version you ought to refer to is the French one.

During the general assembly held on 7 November 2003, the following president and vice-presidents were nominated:

President: Mr. OHOVEN, Mario, born on 18 May 1948; resides in D-40237 Düsseldorf, Grafenberger Allee 87

vice-presidents:

Mrs Turk, Marta, born on 18 June 1952, resides in 1504 SL-Ljubljana (Slovenia), Dimiceva 13

Mr Behnke, Gerd, born on 13 February 1948, resides in D-10117 Berlin, Krausenstrasse 11

Mr Kouros, Dimitros, born on 22 August 1958, resides in D-50931 Köln, Bachemer Str. 129

Mr Neufeldt, Oliver, born on 18 March 1954, resides in D-16515 Malz, Damelswalder Weg 3

Mr Vohrer, Manfred, born on 21 June 1941, resides in D-79244 Munstertal, Stohren 5

Secretary-general:

Mr Grupp, Walter, born on 16 June 1952, resides in Brussels, rue de l'Abdication 43

Agents for the daily leadership:

Mr Grupp, Walter, born on 16 June 1952, resides in Brussels, rue de l'Abdication 43

Mr Zickgraf, Stefan, born on 18 September 1962, resides in 1030 Brussels, Avenue Louis Bertrand 68,

For conform extract, Mr Grupp, Walter agent of the direction committee