

Constitution of the World Employment Confederation Europe

The European Voice of Labour Market Enablers

*As ratified by the General Assembly on February 25th, 2005
and amended in 2008, 2010 and 2018*

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CONSTITUTION OF **THE WORLD EMPLOYMENT CONFEDERATION EUROPE** **(WEC-EUROPE*)**

Having regard to the Belgian Act of 27 June 1921, altered by the Act of 2 May 2002, granting legal personality to non-profit associations and foundations (“the Law”);

Having regard to Article 26, paragraph 2 of said Act;

The undersigned:

1. FEDERGON, the Belgian Agency Work Employers' Federation, located at avenue de l'Héliport 21, Brussels, Belgium, represented by Herwig Muyltermans, born in Ixelles on 10 October 1955;
2. ABU, the Dutch Agency Work Employers' Federation, registered in Amsterdam, located at Singaporelaan 74, Lijnden, the Netherlands, represented by Aart van der Gaag, born in Schiedam on 10 January 1949;
3. Vedior Nederland, registered in Amsterdam, located at Burgerweeshuispad 201, Amsterdam, Netherlands, represented by Annemarie Muntz, born in Rotterdam on 29 May 1960;
4. SETT, the French Agency Work Employers' Federation, located in 56 rue Lafitte, 75320 Paris Cedex 09, France, represented by Philippe Marcel, born in Saint Jean de Maurienne on 23 November 1953;
5. Randstad Holding, Diemermere 25, Diemen, 1100 AP Amsterdam z.o., the Netherlands, represented by Fred van Haasteren, born in Leiden on 28 November 1949;

declare that they agree to form a non-profit association (Association Sans But Lucratif or ASBL), whose Constitution is approved as follows:

** Established in 2005 as Eurociett (the European Confederation of Private Employment Services), the Confederation has been subsequently rebranded in 2016 as the World Employment Confederation Europe (WEC-Europe)*

Paragraph I Legal type, location, sphere of action

Article 1: Name

The Confederation's name is "The World Employment Confederation Europe", a rebranding from its original name "Eurociett". It is referred to hereunder by its short name "WEC-Europe".

Article 2: Legal type and location

1. WEC-Europe is a non-profit association formed in Belgium (Association Sans But Lucratif or ASBL).
2. WEC-Europe's Head Office is located in the Brussels' legal district.
3. The current address is Avenue du Port 86c, PO Box 302, 1000 Brussels, Belgium. If decided by the Governing Body, the Head Office may be transferred to another address at a later date.

Article 3: Language

1. The working language of WEC-Europe shall be English.
2. Whenever legally required, documents shall also be drawn up in French.
3. If an official document or official minutes of WEC-Europe is also published in another language and if there appears to be any difference in meaning between the texts, the English-language version shall be authoritative.

Article 4: Regional member of the World Employment Confederation (WEC)

The World Employment Confederation Europe is a regional confederation of WEC, the World Employment Confederation, in accordance with the terms and conditions set out in the WEC Constitution.

Article 5: Neutrality and non-profit nature

1. WEC-Europe is politically and religiously neutral. WEC-Europe does not discriminate on any terms for example on grounds of gender, age, sexual orientation, physical or psychological impairment, religion or ethnic origin.
2. WEC-Europe does not aim to make a profit. WEC-Europe may perform commercial activities, including the sale of products and services. Such activities are however, at all times ancillary to

its non-profit activities and all profits resulting from these commercial activities shall be used towards the fulfilment of its objective as defined in Paragraph II, Article 1.

Article 6: Representation of the employment industry

WEC-Europe is the European representative body of the private employment industry and labour market enablers in general. As such, WEC-Europe is the natural contact for European-wide industry consultation, i.e. on the territory as defined below in the sphere of action.

Article 7: Sphere of action

WEC-Europe's sphere of action is defined as follows:

- a. All matters relating to the HR services and related activities provided by private employment agencies, including agency work (a triangular employment relationship in which the agency is the employer of the agency worker, who works under the supervision and direction of the user company).
- b. And this within the EU, the EEA and the EFTA areas and other countries located on the territory of geographic Europe and considered by WEC-Europe's Governing Body as being logically part of WEC-Europe's area of action.

Article 8: Minimum number of members

WEC-Europe shall have at least ten members.

Article 9: Modification of the Constitution

1. The Governing Body may only duly decide to alter this constitution if the following conditions are in place:

- a. an extraordinary meeting of the Governing Body by the Executive Committee was convened to amend the constitution, in the manner suggested by (i) the Executive Committee itself, or (ii) by proposal of at least one fifth of the members of the Governing Body within twenty-one days following this proposal;
- b. the proposal to amend the constitution was explicitly indicated in the meeting notice and/or the agenda of the Governing Body meeting;
- c. at least two-thirds of the members of the Governing Body are present or represented at the extraordinary meeting;
- d. the decision to amend the constitution is taken based on a two-third majority of the votes of the present members or represented members of the Governing Body, except if the decision to alter the Constitution concerns a decision to modify the object or purpose of

WEC-Europe (as included in Paragraph II), in which case a four-fifth majority of the votes of the present or represented members of the Governing Body is required.

2. If the quorum under point c above is not achieved at the first meeting of the Governing Body, a new meeting of the Governing Body may be convened with the same agenda, at the earliest fifteen days after the first meeting of the Governing Body. At this second meeting, the Governing Body may legally adopt the proposed changes included in the agenda of the meeting by the majority determined in point d above of the votes of the present or represented members of the Governing Body.

Article 10: Rules of procedure

1. WEC-Europe might specify further rules pertinent to processes contained in this Constitution in a document entitled “Rules of Procedure”.
2. If deemed necessary, the Rules of Procedure shall be put forward by the Executive Committee and shall be approved by the Governing Body by a majority of two third of the members present or represented, who must represent at least half of all of the members.
3. Any modification made to these Rules of Procedure shall require the same majority and the same quorum.
4. The introduction of these Rules of Procedure and any subsequent alterations shall be specifically indicated in the meeting notice.

Paragraph II Object, purposes and functions

Article 1: Object

1. The object of WEC-Europe is to protect and promote the interests of its members in Europe with a view to increasing their prosperity, promoting their long-term growth and seeing to it that they are able to continue to contribute to the growth of the economies and societies in which they operate. The activities of the Confederation aim to cover the HR services provided by its members as decided by the Governing Body, with a specific attention to triangular employment relationships.
2. WEC-Europe, as a regional federation of the World Employment Confederation, attempts to represent the spread and diversity of the private employment industry within the European zone, in terms of countries, companies and HR services.
3. WEC-Europe sets highly demanding quality goals for its members and for the industry overall.

Article 2: Main goals

1. WEC-Europe strives for that future European policies and regulations will enable the private employment industry to grow, and sees to it that the allocation on the labour market is positively

influenced by regulations, so as to create inclusive, open, sustainable and enabling labour markets and to promote stronger growth of the economy.

2. Accordingly, WEC-Europe does everything in its power to avoid new restrictions being imposed on the private employment industry and for existing unjustified restrictions to be lifted at the European level and at the national level, while guaranteeing an appropriate level of security for workers.
3. Specifically regarding agency work services, WEC-Europe shall attempt to promote general recognition of the principle whereby temporary work agencies are the employers of workers who work at user companies under the supervision and direction of these user companies.
4. Given its commitment to setting highly demanding quality standards, WEC-Europe endorses and promotes its own Code of Conduct, to which all of the members must adhere and comply with.

Article 3: Main functions

WEC-Europe is involved in issues that relate to the HR services and related activities of private employment agencies at the European level. As such, its main functions are as follows:

- represent its members with all of the institutions concerned. Its main activity consists of ensuring that European laws and regulations that affect the members' interests are as compatible as possible with the members' growth and prosperity;
- promote the industry's HR services and related activities, in particular triangular employment relationships, and attempt to assure between its members mutual relations based on fair competition and to avoid any discriminatory practices within the industry;
- negotiate with European institutions and organisations (for example, in the form of social dialogue) and, if expressly requested by a Federation member, with the government or official organisations of this member's country;
- organise the collection of appropriate information, documentation and data and the dissemination thereof to the members, official bodies, employer and employee representatives, the media, the general public, and other relevant publics in accordance with applicable privacy and data protection regulations. Accordingly, WEC-Europe shall carry out or have others carry out studies and surveys if this task cannot be performed by the Confederation;
- disseminate information on WEC-Europe's activities and organise courses and conferences;
- support, whenever this is possible, the efforts of the members in any action aimed at defending the interests of the private employment industry and promoting fair and ethical relations with their stakeholders.
- promote the broadening of the scope of HR services covered by existing national federations and support the setting up of national federations in those countries and HR services in which such bodies still do not exist;

- promote unity among the member federations in matters having an impact on the industry's growth and prosperity, and see to it that WEC-Europe is an active member of WEC, while communicating with this organisation in a fully transparent manner.

Paragraph III-A Membership

This paragraph will apply as long as a new Membership Policy has been adopted by the World Employment Confederation at global level. When in force at global level, the new Membership Policy provisions will be transposed within the WEC-Europe constitution.

Article 1: Categories of members

The Confederation offers the following membership options:

a. National federation members ("Federation members")

These are (multi)national federations which:

1. are representative of the private employment agency industry at large in the country that they are from and are established according to national law and practice.
2. whose centre of activities is situated in a country recognised by the United Nations as an independent state and that is a member of the EU, EEA or the EFTA.

In principle, only one national federation in each country is eligible for membership. However, the Governing Body will grant membership status to more than one national federation per country, if the candidate member (which fulfils all other applicable criteria) covers a larger market share than the cumulative market share of the then current Federation members in said country.

b. Multinational corporate members ("Corporate members")

These are multinational private employment agency companies

1. that have offices operating in at least three countries recognised by the United Nations as independent States and located in the EU, EEA or EFTA and
2. that are members of at least three national federations affiliated with WEC-Europe, in three different countries in the EU, EEA or EFTA.

c. Associate members ("Associate members")

These are groups of private employment agency companies that do not satisfy the conditions required to join as a Federation member (see Paragraph III A-1-1), or private employment agency companies that do not satisfy the conditions required to join as a Corporate member (see Paragraph III A-1-2) and whose head office is located in a country that does not have a representative Federation member. Each year, the Executive Committee shall review the situation of the Associate members and reports on this subject to the Governing Body. The Associate members' membership shall end when the country in which its head office is located and/or on which its correspondent member status is based is represented within WEC-Europe by a Federation member.

Article 2: WEC-Europe observers

WEC-Europe's Governing Body shall grant WEC-Europe observer status to multinational federations and companies if they satisfy all membership conditions, with the exception of the obligation to operate in the defined zone in Europe (EU + EEA + EFTA). In general, this only applies to companies and federations representing one or more countries or that are active in one or more countries that is/are part of Europe in the broad sense, in the general acceptance of the term, or within Europe's geographic zone. As soon as this country becomes part of the EU, EEA or EFTA, the federation or company shall be transformed from observer membership to Federation or Corporate membership if it satisfies all of the relevant required conditions.

Article 3: General requirements for the admission as member or observer

In addition to the other conditions mentioned in this constitution, a member or an observer must satisfy at least the following conditions:

- in the case of a federation, it must be recognised as the industry's representative in its country (see Paragraph III-A-1) and have a democratic structure (for the avoidance of doubt, this means that all members of the federation have voting rights in the Governing Body and that the Executive Committee is elected by the Governing Body);
- not have violated the law;
- confirm that they will abide by the provisions of this Constitution and the Rules of Procedure (if such rules have been adopted).

Article 4: Application for membership or observer status

1. Applications for membership or observer status will be submitted to the Executive Committee, which shall examine if the applicant satisfies the requisite conditions for member or observer

- status. Based on this examination it shall make a favourable or unfavourable recommendation at the following meeting of the Governing Body.
2. The Governing Body, with a quorum of at least half of the members present or represented, shall come to a decision based on a majority of the votes.
 3. A candidate that fulfils all requisite conditions shall be accepted as member. The Governing Body shall specify the reasons for its decision to accept or to refuse a candidate. Said decision shall be communicated in writing to the candidate.
 4. A candidate having received a negative decision, can, within a period of fifteen (15) days from the date of receipt thereof, lodge an appeal with the appeal body. Two former presidents, vice-presidents or Executive Committee members of WEC-Europe so designated by the Executive Committee at the relevant time, together with the current Vice-Presidents of WEC-Europe, shall act as appeal body. They shall be assisted with an external legal adviser as well as a representative from the WEC-Europe Head Office (but with no voting rights). The contact details of the then acting appeal body shall be included in the notification sent to the rejected candidate. The decision of the appeal body shall be taken after having heard the candidate member. The decision shall be final and communicated to the Governing Body for execution.
 5. In case the Executive Committee takes a decision to refuse a candidate (instead of making a recommendation to the Governing Body), the procedure set forth in points 3 and 4 above shall apply *mutatis mutandis*.

Article 5: *Obligation to be a member of the World Employment Confederation (WEC)*

All WEC-Europe members and observers shall only keep this status if they are members of the World Employment Confederation.

Paragraph III-B Rights and duties of members and observers

Article 1: *Rights and duties of members and observers*

1. Members and observers shall be represented by a representative at the meetings of the WEC-Europe's Governing Body. Federation and Corporate members shall have one vote at the Governing Body meeting.
2. Members and observers shall make timely payment of the contributions fixed by the Governing Body.
3. Members and observers shall be held liable for their financial commitments with respect to contributions vis-à-vis WEC-Europe.

4. A member or observer cannot be required to pay any compensation in case of a failure to perform, or due to fault or error on the part of WEC-Europe. It can never be held liable or be required to pay an amount exceeding its contributions.

Article 2: Conduct of members and observers

The Confederation's members and observers shall have the following rights and duties:

1. They are required to adhere to this Constitution, the Code of Conduct and the Rules of Procedure (if such rules have been adopted), within the limits authorised by their local legislation.
2. They are required to comply with the decisions and other rules and guidelines introduced by WEC-Europe bodies to attain the objectives set out in Paragraph II, with the exception of issues where, in the opinion of a member, a decision harms the national interests or the interests of this member's company, in which case the latter will immediately notify the President and the Managing Director of the reasons for its position.
3. They shall continue to have full freedom to act in full independence vis-à-vis WEC-Europe on those issues that concern national legislation, the industry's local practices or other interests at the national level.
4. They shall respect the principles of fairness and integrity, in accordance with the principles of sound business practices.
5. They shall integrate these principles in their own Constitution or similar document, as well as a provision stipulating that their members also comply with these principles, the Code of Conduct and the other rules and guidelines laid down by WEC-Europe.

Paragraph III-C Resignation and end of affiliation, exclusion, suspension, or dissolution of a member or an observer

Article 1: Resignation

A member or an observer is free to withdraw from the Confederation at the end of WEC-Europe's fiscal year, subject to notice of at least six months, notified by registered mail to the Executive Committee.

Article 2: Dissolution

If a member or an observer is dissolved, its membership in WEC-Europe shall end immediately.

Article 3: Exclusion

1. A member or an observer may be excluded from WEC-Europe if it has:
 - a. not honoured its financial commitments vis-à-vis WEC-Europe;
 - b. committed a serious violation of one of the rule(s) stipulated in this Constitution or in the Rules of Procedure (if such rules have been adopted), or a regulation or decision taken pursuant to these texts.
2. The exclusion of a member or an observer is decided by the Governing Body, based on a proposal by the Executive Committee. Exclusion must be approved by a two-third majority of the Governing Body, during a meeting in which at least half of the members are present or represented. Invalid votes and abstention will not count as a negative vote.
3. The Governing Body shall specify the reasons for its decision to exclude a member or an observer. Said decision shall be communicated in writing to the member or observer concerned.
4. A member or an observer having received an exclusion decision, can, within a period of fifteen (15) days from the date of receipt thereof, lodge an appeal with the appeal body. Two recent former presidents or vice-presidents of WEC-Europe so designated by the Executive Committee at the relevant time, together with the current Vice-Presidents of WEC-Europe, shall act as appeal body. The contact details of the then acting appeal body shall be included in the notification sent to the excluded member or observer. The decision of the appeal body shall be taken after having heard the candidate or observer member. The decision shall be final.

Article 4: Loss of member or observer status

A member shall automatically lose its member status and an observer shall automatically lose its observer status

1. in case of death, incapacity, liquidation or bankruptcy;
2. if it has not satisfied the conditions required to be a member or observer (see Paragraph III-A 1 and 2).

Article 5: Suspension

1. If, in the opinion of the Executive Committee, a member or observer has committed a serious violation of this Constitution or the rules and decisions taken pursuant to this Constitution, the Executive Committee is entitled to suspend membership with immediate effect.
2. Any suspension is submitted to the following Governing Body, which must decide if the member or observer should be excluded, or if the suspension should be lifted, or maintained, until a subsequent date to be determined by the Governing Body. The suspension shall end if the Governing Body does not examine the case.
3. The appeal procedure set forth in Paragraph III-C-4 above shall also apply to suspension decisions taken by the Executive Committee or the Governing Body.

Article 6: Annual contribution in case of member or observer status

In all cases of resignation, loss of member or observer status, exclusion, dissolution and/or suspension, the contribution for the year in progress must always be paid in full.

Paragraph IV The Governing Body (legally defined as the General Assembly or l'Assemblée Générale)

Article 1: Composition

1. All of the members and observers together shall form the Governing Body (legally defined as the General Assembly or l'Assemblée Générale in French)
2. The Governing Body shall choose among its members its President based on a recommendation of a Nominating Committee. The President is the chair of the Governing Body.
3. The Nominating Committee shall be comprised of at least three representatives of members and shall be elected by the Governing Body.
4. The President shall be elected for a term of three years. He shall be renewed once in this position for a second three-year term, based on a decision taken by a two-third majority by the Governing Body, during a meeting at which at least half of the members are present or represented.
5. The Governing Body shall request the co-operation of any person to take part in the meetings of the Governing Body, attend the sessions of the special or standing committees, or participate in actions. These persons shall not be entitled to vote.

6. The WEC President (or the representative designated by him) shall have a permanent invitation to attend the meetings of the Governing Body and shall receive a copy of the agenda and minutes of the meetings.

Article 2: Powers

1. WEC-Europe's highest-ranking decision-making body shall be the Governing Body of the Representatives, referred to in this Constitution as the "Governing Body", which exercises the powers entrusted to it by the law, this Constitution or WEC-Europe's Rules of Procedure (if such rules have been adopted).
2. The Governing Body shall be entitled to delegate its powers (other than the powers reserved to it pursuant to the law) to the Executive Committee and/or to a Head Office.
3. The Governing Body shall decide to set up a Head Office.
4. The Governing Body shall have notably the following powers:
 - determine the Confederation's strategic objectives;
 - review progress made vis-à-vis the previously fixed strategic objectives;
 - examine the Confederation's financial position and approve the budget – including the membership fees – for the coming year, by a vote based on a three-fourth majority of the members present or represented, with the latter representing at least one-fourth of the members of WEC-Europe;
 - elect the members of the Executive Committee and the chairpersons of the standing committees from a list of candidates presented by the Executive Committee and candidates put forward by at least five members and/or observers;
 - elect a Treasurer to monitor and report on the financial situation of the Confederation. He shall be elected for a period of three years; his mission may be extended, but shall end as soon as it is/they are no longer affiliated as a member or observer of WEC-Europe. He shall see to it that the accounts are properly kept, so as to fulfil the Confederation's obligations. He shall provide guidance and advice to the Managing Director and Head Office in issues concerning the Confederation's financial interests.
 - decide, on each occasion in case of an election, expiry of a term of office or other significant change, if the chairperson of a standing committee will become a member of the Executive Committee;
 - take decisions on applications for member or observer status, and concerning cases of exclusion or suspension, based on a reasoned proposal by the Executive Committee.
 - amend the Constitution, Code of Conduct or Rules of Procedure (if such rules have been adopted) when necessary;
 - decide to dissolve the Confederation and determine the allocation of the remaining assets;

- decide to lift or maintain a suspension or the discharge of a member of the Executive Committee, a chairperson of a standing committee or a member of another body;
- review the activities of the Executive Committee and the Committees;
- have final responsibility for all issues concerning WEC-Europe.

Article 3: Meeting notice

1. The Governing Body shall meet based on the decision of the President or at the request of at least three members of the Executive Committee, and, regardless of the circumstances, at least two times a year. The meetings shall take place preferably in spring and autumn. The meetings shall be chaired by the President or, in his absence, by one Vice-President.
2. Unless otherwise specified in this constitution, the Head Office shall on behalf of the President send the meeting notice at least fifteen days prior to the meeting date. The meeting notice is accompanied by the agenda.
3. A member or an observer who wishes to register a point on the agenda of the Ordinary Governing Body must submit this proposal in writing to the Executive Committee. The proposal must be clearly worded and must be accompanied by a brief explanation of the reasons motivating it. The Executive Committee must receive it at least 18 days prior to the date of the Meeting.
4. The President must convene an extraordinary meeting of the Governing Body if so requested by (i) one-fifth of the members in the event of a proposal to modify this constitution, and (ii) one-third of the members and/or observers in all other events. The meeting notice for an Extraordinary Meeting is sent at least 30 days in advance and is accompanied by the agenda.
5. Regular and extraordinary meetings of the Governing Body can take place either as physical meetings or through conference calls, video-conferences, web-conferences or any other mode of online communication.

Article 4: Decisions

1. Each member shall have one vote at the Governing Body meetings, with the exception of Associate members, who do not have the right to vote. In addition, observers do not have the right to vote. In the case of a tie vote, the President's vote shall be casting. Those members who cannot attend the Governing Body but who vote by proxy must be counted for the purpose of determining the quorum. Decisions shall be taken based on a simple majority, unless otherwise stipulated by this Constitution or by the law.
2. Suspended or excluded members shall not have the right to vote.

Article 5: Meeting minutes

All of the points addressed during a meeting of the Governing Body are recorded in minutes sent to the members and observers within 30 days following said meeting. The minutes are deemed to have been approved if no objection is communicated within 30 days following the sending of the minutes. In case of an objection, the minutes are placed on the agenda of the following (Ordinary) Governing Body meeting for examination. The President or the Executive Committee may also attempt to resolve the problem by contacting the members and observers and by proposing to modify the text in such a way that it can be approved.

Paragraph V: The Executive Committee (legally defined as the Board of Directors or Conseil d'Administration)

Article 1: Composition and Appointment

1. The President of the Governing Body shall also be the President of the Executive Committee (legally defined as the Board of Directors or as Conseil d'Administration in French)
2. The President shall chair the meetings of the Executive Committee.
3. The Executive Committee shall be comprised of an uneven number of members; it shall be comprised of at least five members, including:
 - a President,
 - two Vice-Presidents.

The appointment procedure and the renewals of the term of the President are described in the provisions of Paragraph IV, Article 1.4.

4. The objective shall be for the Executive Committee to represent at all times both Corporate and Federation members. Accordingly, the Executive Committee should be composed in a proportionate balance between the two types of WEC-Europe members. This will notably be achieved by the fact that out of the two Vice-Presidents, one should represent a Federation member and the other one a Corporate member. In addition, the composition of the Executive Committee should aim at being representative of the employment industry at large and in its diversity.
5. The Vice-Presidents of the Executive Committee shall also be Vice-Presidents of the Governing Body.
6. If an office is vacant, the other members of the Executive Committee shall designate, if they wish so, a new member, who shall temporarily fill the position of the person whom he replaces, until the following Governing Body, which shall be held within two months following the vacating of the office.

7. The members of the Executive Committee shall be elected for a term of three years. They shall be re-elected for a second three-year term if this renewal is approved by a two-third majority by the Governing Body, during a meeting at which at least half of the members are present or represented.
8. If the Governing Body has decided to appoint a chairperson of a standing committee as member of the Executive Committee in his capacity of chairperson of this committee, this member shall only remain in his position during the term of his office as chairperson of said committee. Thereafter, the normal rules for the election and re-election of an Executive Committee member shall apply.
9. All of the members of the Executive Committee shall hold their office and perform their functions as described in this Constitution, but only as long as the organisation they represent is a member of WEC-Europe. In specific circumstances, the Executive Committee shall, with the Governing Body's approval, decide, if necessary, to temporarily leave in office a member who is no longer affiliated to a WEC-Europe member, pending the election of a new member.
10. Executive Committee members are not entitled to any financial compensation for their services.
11. The President shall represent the Confederation with its members and with the outside world. He is the main link between the Governing Body, the Executive Committee and the Head Office. He shall perform his other duties as stipulated in this Constitution and in the Rules of Procedure (if such rules have been adopted).
12. The two Vice-Presidents shall assist the President in carrying out his obligations and shall carry out these obligations in the event that the President is unable to do so, and until the President is able to resume the exercise of his duties or until the Governing Body has elected a new President.
13. On top of the Executive Committee members, a Treasurer will be elected by the Governing Body to monitor the Confederation's finances. The Executive Committee may call on him to attend (part of) its meetings when relevant to present updates of the financial situation of the Confederation.

Article 2: Powers

1. The Executive Committee shall manage the Confederation. Accordingly, it has the powers granted to it by the law, this Constitution and the Rules of Procedure (if such rules have been adopted), as well as the powers that are not reserved for and by the Governing Body pursuant to this Constitution and the law.
2. The Executive Committee shall oversee the Managing Director who is responsible for the Confederation's day-to-day operations and for co-ordinating the lobbying and work of the committees.
3. The Executive Committee shall, among other things, engage in any transaction, conclude any agreement or any amicable arrangement, with and vis-à-vis the personnel, banks, authorities or public institutions or any other party; take any measures to manage and dispose of movable and immovable property; accept bequests, subsidies, donations and cessions; waive rights; grant

authorisations and powers of attorney; and represent the Confederation in court, whether as a plaintiff or a defendant.

4. The Executive Committee's mission primarily shall include the following tasks:
 - a. It executes the action programmes needed to attain the strategic objectives fixed by the Governing Body and each year reports on the progress made to said Governing Body;
 - b. Each year it submits to the Governing Body an action plan to guide the Confederation's activities for the coming year;
 - c. It presents to the Governing Body a report on the Confederation's finances and proposes to the Governing Body for approval a budget for the coming year;
 - d. It establishes the guidelines, executes the action programmes and, in general, acts in the Governing Body's name in those instances where it is necessary to take action between meetings of the Governing Body. It reports on these actions to the following session of the Governing Body;
 - e. It prepares a list of candidates, which it submits to the Governing Body for positions on the Executive Committee, which must be determined by a vote of the Governing Body and for the offices of the chairperson of the standing committees;
 - f. It processes applications for member and observer status, which includes the fixing of contributions for candidates, and makes a recommendation to the Governing Body to either approve or reject these applications;
 - g. It convenes Ordinary and Extraordinary sessions of the Governing Body when necessary.
5. The Executive Committee shall set up standing or special committees and it shall appoint the members of these committees, with the exception of the chairpersons of the standing committees, who are elected by the Governing Body.
6. If the Executive Committee decides to set up a Head Office, it will hire the necessary personnel, including the Managing Director of WEC-Europe. These personnel may either be employees hired directly by the Confederation, or professionals made available by an outside company. The Executive Committee may also dismiss the Managing Director and take any other measures necessary with respect to personnel management.
7. The Executive Committee may also call on the services of outside professionals who will support the Head Office, for example, for lobbying or for the organisation of activities, etc.
8. The Executive Committee supervises the Head Office via its Managing Director. The Managing Director has prime responsibility to oversee the work of any other Head Office staff member.

Article 3 – Convocation and Decisions

1. An Executive Committee meeting shall be held at the discretion of the President or at the request of at least three Executive Committee members and every time required in the interest of WEC-Europe, but in no case less than three times annually.
2. The convocation shall be sent by letter or e-mail, at least fifteen (15) days prior to the meeting, and must set out the place, date, time and agenda of the meeting. The validity of the convocation cannot be challenged if all Executives Committee members are present or validly represented or if the Executives Committee members have waived their rights in this respect.
3. Meetings of the Executive Committee can take place either as physical meetings or through conference calls, video-conferences, web-conferences or any other mode of online communication. Meetings shall be presided over by the President or, in his absence, one of the Vice-Presidents. Executives Committee members shall be given at least fifteen days' notice of meetings together with a description of subjects to be considered.
4. The Executive Committee may only validly proceed, deliberate and decide if at least 50% of the membership of the Committee is present, either in person or by proxy, and at least one Corporate member and one Federation member is present.
5. Decisions shall be taken by a simple majority vote. In case of a tie vote, the President's vote shall be casting.

Article 4: Delegation

1. The President of the Executive Committee shall represent WEC-Europe as Regional Representative on the WEC Board, unless otherwise stipulated by the Executive Committee.
2. The Executive Committee shall delegate powers and activities to the Head Office and/or to committees.

Paragraph VI The Committees

Article 1: Standing committees

1. The Executive Committee and the Governing Body shall jointly set up standing committees.

2. The members of these committees shall be appointed by the Executive Committee. The chairperson of these committees shall be elected by the Governing Body, based on a recommendation made by the respective standing committee or by the Executive Committee
3. The standing committees shall meet at the time and place they deem appropriate to successfully perform their mission and they establish their own rules of procedure. However, these rules must be compatible with the Confederation's Constitution and they must be approved by the Governing Body.
4. The standing committees shall draft minutes of their meetings and present a regular report of their activities to the Executive Committee and to the Governing Body; they shall see to it that the members of the Executive Committee or their representatives are given a permanent invitation to attend their meetings and shall provide the Executive Committee with a copy of the agenda and minutes of the meetings. An employee belonging to the Head Office shall contribute to the committee's activities by drawing up meeting agendas and minutes, by working on the actions to be carried out, etc., based on the committee's wishes.
5. The standing committees shall not ordinarily be entitled to take decisions and they shall refer such matters to the Governing Body for the execution of the measures they propose. They shall draw up guidelines for lobbying, etc., after consulting with the members. After approval by the Governing Body, they may undertake self-funded programmes to satisfy their own specific needs.
6. The chairpersons of the standing committees may be appointed members of the Executive Committee by the Governing Body.

Article 2: *Special taskforces and advisory committees*

1. The Governing Body, the Executive Committee and the standing committees can set up special taskforces and advisory committees when they deems this necessary. The members of these committees and taskforces shall be appointed by the body which has initiated them.
2. The chairperson of these committees shall be elected by their respective committee.
3. The special taskforces and advisory committees shall meet at the time and place they deem appropriate to successfully perform their mission and they establish their own rules of procedure. However, these rules must be compatible with the Confederation's Constitution and they must be approved by the Governing Body.
4. The special taskforces and advisory committees shall draft minutes of their meetings and present a regular report of their activities to the body that set them up; they shall see to it that the members of the Executive Committee or their representatives are given a permanent invitation to attend their meetings and shall provide the Executive Committee with a copy of the agenda and minutes of the meetings. The chairpersons of the special taskforces and advisory committee might be invited to present an update of their activities to the Governing Body when deemed necessary.

5. An employee belonging to the Head Office shall contribute to the committee's activities by drawing up meeting agendas and minutes, by working on the actions to be carried out, etc., based on the committee's wishes.
6. The respective body that sets up a special taskforce or an advisory committee is entitled to end their activities when relevant.

Paragraph VII The Head Office

1. The Managing Director of the Head Office shall be a senior executive appointed, suspended, dismissed, etc. by the Executive Committee.
2. The Managing Director shall receive support and advice from the Executive Committee and shall be assisted by the Head Office's personnel.
3. The Managing Director and other employees of the Head Office shall attend (but shall not have the right to vote at) all WEC-Europe meetings, unless otherwise decided by the Executive Committee.
4. The Managing Director may also call upon the resources of members to assist the Head Office in performing the tasks that are of special interests to them.
5. The Managing Director shall report to the Executive Committee and shall be responsible for executing WEC-Europe's day-to-day activities needed to implement the strategies and programmes approved by the Executive Committee and the Governing Body. In particular, these activities consist of:
 - representing the Confederation with outside bodies and establishing contacts with relevant external organisations in close co-operation with the Executive Committee and the relevant committees;
 - co-ordinating the activities of the various committees and activities of the members within the framework of WEC-Europe;
 - assisting the Executive Committee, standing committees and ad hoc committees;
 - managing the Confederation's affairs in accordance with this Constitution and the instructions of the Governing Body;
 - preparing meeting notices and meetings of the Executive Committee and the Governing Body;
 - managing the Head Office and its employees.

Paragraph VIII Financial issues

1. The base of WEC-Europe's finances shall be comprised of autonomous funding of the members and observers, in accordance with the needs defined in an annual plan.
2. The Confederation's fiscal year corresponds to the calendar year.
3. The Confederation's accounts are prepared in euros.
4. The Confederation is funded by the members' annual contributions, the amount of which is proposed by the Executive Committee and approved by the Governing Body. The maximum amount of the annual contribution by a member shall be 100,000€. In addition, the Confederation can collect revenues in other appropriate forms, such as, for example, in the form of special contributions, subsidies, revenues from the sale of data and information or the organisation of paid congresses, or other revenues consistent with the organisation's object.
5. Contributions are due on 1 January of each year and may be paid in two payments of 50% each, the first on 15 January, the second on 15 July. A member or an observer who has not paid its contribution one month after the expiry is stripped of its right to vote until payment has been made. A member or an observer who has not paid its contribution for more than one year is excluded from the Confederation, unless otherwise decided by the Governing Body.
6. The long-term objective of the financial management of the Executive Committee and Governing Body is to set up and maintain a reserve fund of an amount at least equal to the total of the annual contributions. Said reserve fund's only purpose is to cover extraordinary expenses.
7. The Confederation's funds may be allocated to the payment of the Head Office's expenses, travel and representation expenses of the President, Managing Director, other Head Office personnel or the Vice-Presidents, when the latter act on behalf of the President, and for the payment of other expenses expressly authorised by the Governing Body or the Executive Committee.
8. The Governing Body shall elect one of its members to be Treasurer, being responsible for the financial monitoring of the Confederation and for presenting to the Governing Body a report on its observations
9. Financial management – which consists of preparing the accounts of the year ended, estimating the budget for the following year and preparing an asset statement for the Confederation, is submitted for approval each year to the Governing Body – which then decides to give discharge to the Executive Committee and the Head Office for this management.

Paragraph IX Discipline

The Governing Body shall fix the rules for the handling of complaints and penalties applicable to the members, observers and officials of WEC-Europe (such as the members of the Executive Committee, the members of the committees, etc.). These rules shall be recorded in the Rules of Procedure (if such rules have been adopted).

Paragraph X Dissolution and liquidation of WEC-Europe

1. The Confederation is formed for an open-ended period.
2. The Confederation shall only be dissolved at an extraordinary meeting of the Governing Body expressly convened for this purpose at least sixty days in advance.
3. This Governing Body must be comprised of at least three-fourth of the members present in person or represented, and the motion to dissolve must be approved by a four-fifth majority.
4. The extraordinary session of the Governing Body at which the dissolution is voted on shall determine the arrangements for this dissolution and the liquidation of the Confederation's assets. These assets will be allocated to a non-profit purpose.