

# **CONSTITUTION OF**

# **The World Employment Confederation**

*As ratified by the General Assembly held on 17th May 2006  
and amended in 2008, 2012, 2014 and 2020*

On the basis of the Belgian law of 27<sup>th</sup> June 1921, amended by the law of 1<sup>st</sup> May 2019 (new Belgian Companies and Association Code) which gives private personality to federations without objective of gain of profit and to public institutes (« the Law »);

The undersigned:

1. Manpower Inc., registered in the State of Wisconsin, United States of America, located in 5301 North Ironwood Road, Milwaukee, Wisconsin 53217, USA, represented by Joel W. Biller, born in Milwaukee, Wisconsin, USA on January 17<sup>th</sup>, 1929,
2. JASSA, the Japan Staffing Services Association, registered in Tokyo, Japan, located at G.S. Chiyoda Bldg, 2F 3-11-14 Idabashi, Chiyoda-Ku, Tokyo 102-0072, Japan, represented by Hidekatsu Eguro, born in Japan on March 1<sup>st</sup>, 1938,
3. ASA, the American Staffing Association, registered in Washington DC, United States of America and located at 277 South Washington Street, Suite 200, Alexandria, VA 22314-3646, USA, represented by Richard Wahlquist, born in Chicago, USA, on August 16<sup>th</sup>, 1953,
4. Vedior, registered in Amsterdam, the Netherlands located at Burgerweeshuispad 201 Amsterdam, represented by Annemarie Muntz, born in Rotterdam on 29 May 1960,
5. APSO, the South African Association of Personnel Service Organisations, registered in Johannesburg and located at 3 River Road, 1st Floor, Voltex House, Bedfordview, Morning Hill, South Africa, represented by Simon Ridge, born in Cuckfield, South Africa, on 9 February 1958,
6. FAETT, the Argentine Federation of Temporary Work Businesses, registered in Buenos Aires, Argentina, and located at Viamonte 2660, 3 piso, Oficina D1058, Buenos Aires, Argentina, represented by Horacio de Martini, born in Buenos Aires on October 16<sup>th</sup>, 1941,

declare that they agree to create a non profit association (Association Sans But Lucratif or A. S. B. L.) of unlimited duration the statutes of which are as follows:

*\* Established in 2005 as Ciett (the International Confederation of Private Employment Agencies), the confederation has been subsequently rebranded in 2016 as the World Employment Confederation (WEC)*

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## **PARAGRAPH I                      Legal Type, location and sphere of action**

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### ***Article 1 - Name***

The name of the Confederation shall be “The World Employment Confederation”, a rebranding from its original name “Ciett”, and abbreviated as “WEC”. It is hereinafter referred to as “WEC” or the “Confederation”.

### ***Article 2 – Legal Type and Location***

1. WEC is an A.S.B.L. (Association Sans But Lucratif or, in English, a Non-Profit Association) in accordance with Belgian Law.
2. The Head Office of WEC is in the Region of Bruxelles-Capitale
3. The current address is Tour & Taxis Building, Avenue du Port 86c, Box 302, B-1000 Brussels. If decided by the Board, the Head Office may be transferred to another address at a later date.

### ***Article 3 – Minimum number of Members***

WEC shall have at least 20 members.

### ***Article 4 - Language***

1. The working language of the Confederation shall be English, and all documents and proceedings of working sessions may be made available to Members in English only.
2. Whenever legally required, documents shall also be drawn up in French.
3. If an official document or official records of the Confederation are also published in another language and there is any discrepancy in meaning between the texts, the English version shall be authoritative.
4. Wherever a masculine pronoun is used in this document, a female pronoun may be substituted with equal effect.

### ***Article 5 - Neutrality and non-profit nature***

1. WEC is politically and religiously neutral. WEC 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 does not aim to make a profit. WEC 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 6.

#### ***Article 6 - Sphere of action***

WEC'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 at global and regional level.

#### ***Article 7 - Rules of Procedure***

1. WEC 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 Board and shall be approved by the General Assembly 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      Purpose, goals & functions**

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#### ***Article 8 – Purpose***

1. The purpose of WEC is to protect and promote the interests of its Members 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 General Assembly, with a specific attention to triangular employment relationships.
2. The Confederation shall be active in supporting and protecting the interests of Members as they engage in a widening range of services and other activities in the area of human resources.
3. WEC shall promote highly demanding quality goals for its members and for the industry overall.

### **Article 9 - Main goals**

1. WEC strives for that future international policies and regulations will enable the private employment services 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 does everything in its power to avoid new restrictions being imposed on the private employment services industry and for existing unjustified restrictions to be lifted at the international, regional and national level, while guaranteeing an appropriate level of security for workers.
3. Specifically, regarding agency work services, WEC 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 endorses and promotes its own Code of Conduct, to which all of the members must adhere and comply with.

### **Article 10 - Functions**

In order to further its Purpose, the Confederation shall:

1. Represent its Members, both directly and through Groups of Members before global and regional international institutions.
2. Promote the industry's 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.
3. Negotiate with international institutions and organizations and, at the express request of a Member or a Group of Members, with relevant regional institutions, national government or official organizations.
4. Undertake the gathering and distribution of appropriate information, literature and data for the benefit of Members, official bodies, social partners, the media, the public and other interested parties, including studies and surveys both independently and in cooperation with other entities.
5. Stimulate the establishment of national associations in countries where they do not exist.
6. Support, whenever this is possible, the efforts of the members in any action aimed at defending the interests of the private employment services industry and promoting fair and ethical relations with their stakeholders.
7. Facilitate contacts between Members and arrange for them to meet periodically.
8. Provide services as required by Members and as authorized by the General Assembly or the Board.

9. 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.

### **PARAGRAPH III      Membership**

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#### **Article 11 – Categories of Membership**

WEC shall have the following two main classes of Membership:

1. **National Association Members**, comprising national HR service associations which are representative of the private employment services industry at large in the country that they are from and are established according to national law and practice. A National Association Member can represent several countries as long as there is a single management team for each of the countries represented and that membership consists of companies (as opposed to federations)
  - i. A National Federation can be a WEC member for one HR service only or several ones
  - ii. Several National Federations from the same country can join WEC as long as they do not represent the same HR service.
  - iii. In case of the existence of several National Federations representing the same HR Service at national level, the general principle is that only one National Federation is eligible for membership for the HR service it represents.
  - iv. However, membership status will be granted 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 National Federation Members in said country for the HR service it represents.
  - v. The members' market share shall be calculated by combining the turnover of the undertakings they represent in their respective jurisdiction, insofar as this turnover is generated in the WEC Sphere of Action, as defined in Article 6 above, divided by the total turnover generated by undertakings, including those that are not directly or indirectly represented at WEC, for activities in WEC's Sphere of Action in such jurisdiction.
2. **Corporate Members**, comprising those multinational private employment agency companies which are operating in one or several regions recognized by the Confederation.
  - i. **Global Corporate Members** are multinational private employment agency companies delivering HR services in at least 10 different countries. They must be a member of at least 80% of WEC national federations from countries where they



operate (as long as the national federations cover the respective HR services). If it meets the aforementioned criteria, a multinational private employment agency company can decide to become a Global Corporate Member for one HR service only (“Global Pure Player”) or several ones (“Global Multi-HR Services”). To qualify for being a Global Multi-HR Services Corporate member, companies must realise a minimum amount of annual sales revenues deriving from their HR service activities to be decided upon by the General Assembly.

- ii. **Regional Corporate Members** are multinational private employment agency companies delivering HR services in at least 5 countries. They must be a member of at least 80% of WEC national federations from countries where they operate (as long as the national federations cover the respective HR services). If it meets the aforementioned criteria, a multinational private employment agency company can decide to become a Regional Corporate Member for one HR service only (“Regional Pure Player”) or several ones (“Regional Multi-HR Services”). To qualify for being a Regional Multi-HR Services Corporate member, companies must realise a minimum amount of annual sales revenues deriving from their HR service activities to be decided upon by the General Assembly (this minimum sales revenues must be lower than the one required for Global Corporate Member).
- iii. While companies can decide whether they want to join WEC for one or several HR services they are active in, they cannot choose freely between becoming a global or a regional corporate member: if a company qualifies for being a global corporate member (whether as a Pure Player or a Multi-HR services one) looking at the criteria mentioned above, it cannot decide to be regional only.

3. Associate Corporate Members, comprising individual private employment agency companies or a group of such companies which do not meet the requirements of Article 7.2 above and:
  - i. Which have operations in one country or several countries in which there is no National Association Member representing the HR service they apply for;
  - ii. The Board shall review the membership status of an Associate Corporate Member annually and shall report thereon to the General Assembly. The membership of an Associate Corporate Member shall terminate when one or several countries in which it operates is represented by a National Association Member covering the HR service it has applied for WEC membership.

### **Article 12 – Affiliate Companies**

1. In addition to the above-mentioned categories of members, another possibility to be associated with the Confederation is to become an Affiliate Company. It is meant for companies that:
  - i. Represent HR services that are not part of the ones that WEC officially represents;
  - ii. Operate in one (or several) HR service(s) that WEC represents but not meeting the size criteria for becoming a member (in terms of sales revenues).
2. Conditions to become an Affiliate Company include:
  - i. Where relevant, the affiliate company should be a member of the WEC national federation in the country where it has its main operations;
  - ii. No minimum threshold in terms of revenues is requested;
  - iii. A subscriber fee is to be paid to the Confederation.
3. Status of the Affiliate Company
  - iv. An affiliate company is not to be considered as Member of the Confederation but as a subscriber affiliate (no membership status);
  - v. It will have no voting rights;
  - vi. It will not be allowed to use the WEC logo but just be entitled to mention that the company is an “affiliate company of WEC”.

### **Article 13 – Rights & duties of Members**

WEC Members shall have the right and duty to:

1. Adhere to the Constitution, Code of Conduct and Rules of Procedure (if such rules have been adopted), to the extent permitted by local law and, in the case of National Association Members, integrate the foregoing into their own Constitutions or Code of Conduct. National Association Members shall be organized consistent with a democratic structure (for the avoidance of doubt, this means that members of the federation have voting rights in the general assembly and that the board of directors is elected by the general assembly), and all Members shall respect the principles of fairness and integrity in accordance with sound business practices.
2. Comply with the decisions of the General Assembly and Board, except in matters where in the opinion of a Member a decision prejudices that Member’s national or company interests, in which case the Member shall notify the President of the reasons therefor. In cases of national legislation, local custom of the trade or other interests at the national level, Members shall have absolute discretion to act independent of the Confederation.

3. Be liable for their subscriptions and other financial commitments to the Confederation and make timely payments thereof, but shall not be liable for any additional financial obligations to the Confederation or for any compensation in cases where the Confederation incurs any liability due to its fault or error.
4. Be represented in the Confederation by a Representative.

#### **Article 14 – Application for Membership**

1. Applications for membership shall be submitted to the Board, after an evaluation prepared by the Head Office regarding the Applicant's qualifications for membership. Based on that evaluation and after a preliminary scrutiny procedure (application put forward to all members for advice), the Board will take a decision for acceptance or rejection.
2. In order to be in a position to submit an application for membership, a national federation should have at least been established and operating for a minimum period of 12 months so that only applicants with relevant experience can become a member of the Confederation so as not to disturb the proper functioning of WEC.
3. Upon a decision by the Board for acceptance of an application for membership, the Applicant shall have the right to attend appropriate meetings of the Confederation as an observer. The full membership status will be granted once membership fees are paid.
4. A candidate that fulfils all requisite conditions shall be accepted as member. The Board shall specify the reasons for its decision to accept or to refuse a candidate. Said decision shall be communicated in writing to the candidate.
5. 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 General Assembly. The case will be instructed by the Head Office with if needed, the assistance of an external legal adviser. The decision of the General Assembly shall be taken after having heard the candidate member, based on a vote.
6. In case the Board of Directors takes a decision to accept a candidate, a member can, within a period of fifteen (15) days from the date of acceptance thereof, lodge an appeal with the General Assembly. The procedure set forth in point 5 above shall apply *mutatis mutandis*, with the possibility for the two parties to be heard by the General Assembly.

**Article 15 – *Withdrawal and Termination, Exclusion, Suspension, Dissolution of a Member***

1. A Member may withdraw its membership at the end of the Confederation's financial year, provided that it has given a minimum of six months' written notice to the Board, sent by registered letter. The Member shall be liable for full payment of its contribution for the year in which the withdrawal occurs.
2. If a Member is dissolved, its membership in the Confederation shall terminate at the same time.
3. If a Member no longer meets the membership requirements of the Confederation or has not adequately fulfilled any one of its duties enumerated in Article 8 above, the following actions may be taken:
  - a. The General Assembly may suspend or exclude the Member either on its own initiative or pursuant to a recommendation of the Board. In that case, the respective member has the right to be heard by the General Assembly.
  - b. The quorum for a meeting of the General Assembly that will consider suspension or exclusion of a Member shall be 60% of the Members present either in person or by proxy, and approval of suspension or exclusion shall require a three-fourths majority vote.

**PARAGRAPH IV The General Assembly (legally defined as Assemblée Générale in French)**

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**Article 16 - *Composition***

1. All Members form the General Assembly (legally defined as Assemblée Générale in French)
2. The General Assembly shall choose among its members its President and two Vice-Presidents based on a recommendation of a Nominating Committee. The President is the chair of the General Assembly.
3. The Nominating Committee shall be comprised of at least three representatives of members and shall be elected by the General Assembly.
4. The term of the President and the two Vice-Presidents shall be three years. They can serve a maximum of 2 terms (3 years each) in their position, with the possibility of additional 1-year renewals under extraordinary circumstances, subject to recall by a two-thirds vote of the General Assembly, during a meeting at which at least half of the members are present or represented.
5. The General Assembly shall request the co-operation of any person to take part in the meetings of the General Assembly, attend the sessions of the special or standing committees, or participate in actions. These persons shall not be entitled to vote.

### **Article 17 - Powers**

The supreme authority of WEC shall be vested in the General Assembly, which shall:

1. Establish the strategic objectives of the Confederation.
2. Review progress achieved toward previously established strategic objectives.
3. Be entitled to delegate its powers (other than the powers reserved to it pursuant to the law) to the Board and/or to a Head Office.
4. Decide to set up a Head Office and act on the appointment and dismissal of a Managing Director as proposed by the Board.
5. Elect Officers and Board Members with the Chairperson being selected from a slate of candidates presented by a Nominating Committee.
6. Review the financial situation of the Confederation and approve a budget, including Member subscriptions, for the coming year, which approval shall require a three-fourth majority of the members present or represented.
7. Elect a Treasurer to monitor and report on the financial situation of the Confederation.
8. 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 Board.
9. Act on recommendations by the Board for suspension and exclusion of Members.
10. Approve the venue and date of future Annual Conferences meetings.
11. Amend the Constitution, Code of Conduct or Rules of Procedure (if such rules have been adopted) when necessary.
12. Decide to lift or maintain a suspension or the discharge of a member of the Board, a chairperson of a standing committee or a member of another body.
13. Review the activities of the Board, Standing Committees and Regional Groups (when relevant).
14. Decide to dissolve the Confederation and determine the allocation of the remaining assets.
15. Delegate any of its powers to the Board in addition to those specifically prescribed by this Constitution.
16. Have final responsibility for all issues concerning WEC.

### **Article 18 - Convocation**

1. The General Assembly shall meet at the discretion of the President or at the request of at least three Board Members, but in no case shall it meet less than annually, preferably simultaneously with an Annual Conference held in accordance with Article 30 below.

2. Unless otherwise specified in this constitution, the Head Office shall on behalf of the President send the meeting notice at least 20 days prior to the meeting date. The meeting notice is accompanied by the agenda.
3. Meetings of the General Assembly shall be presided over by the President or, in his absence, one of the Vice-Presidents. A quorum to do business at all meetings of the General Assembly shall be 50% of the Members present either in person or by proxy, except as required by Article 15.3.b above and Article 41.1 et 41.2 below.
4. The President or the Board may convene an extraordinary meeting of the General Assembly at its own volition and must convene an extraordinary meeting of the General Assembly if so requested by one-third of the Members. Members shall be given at least 30 days notice of an extraordinary meeting, together with the agenda to be considered.
5. Regular and extraordinary meetings of the General Assembly can take place either as physical meetings or through conference calls, video-conferences, web-conferences or any other mode of online communication.

#### **Article 19 - Decisions**

1. Each Member shall have one vote and may have up to six delegates in meetings of the General Assembly, except that Associate Members shall have no vote and the President shall have a casting vote in the case of a tie. Members not attending a meeting of the General Assembly may be counted towards a quorum and vote by proxy.
2. Decisions shall be taken by a simple majority vote, except as otherwise noted herein or required by law.
3. Suspended or excluded members shall not have the right to vote.

#### **Article 20 - Minutes**

1. The Head Office under supervision of the Managing Director shall take minutes of all meetings of the General Assembly, which minutes shall be distributed to Members within 30 days of such meetings.
2. The minutes shall be regarded as approved if, within 30 days of their dispatch, no objections are received by the Head Office. In the event that objections are received, the minutes shall be placed on the agenda of the next General Assembly meeting for consideration, unless prior to such meeting the President has resolved any such objections through consultations with the Members.

## **PARAGRAPH V            The Board (legally defines as Conseil d'Administration in French)**

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### ***Article 21 – Composition and appointment***

1. The President of the General Assembly shall also be the President of the Board (Conseil d'Administration in French).
2. The President shall preside over meetings of the Board.
3. The Board shall be comprised of at least three and no more than twenty five members, including the Officers. The composition of the Board should be balanced and seek at representing the diversity of membership and activities of the Confederation.
4. Based on a decision from the Board, the Immediate Past-President can be invited to sit at the Board for a one-year period, just after his last term. He shall have no vote.
5. The Treasurer of the Confederation shall be put forward as a Board member in his capacity. He shall be responsible for overseeing the financial affairs of the Confederation and shall assure that adequate financial records are maintained so that he can do so. He shall provide guidance and counsel to the Managing Director in matters affecting the financial interests of the Confederation. He shall present unaudited accounts to each regular meeting of the Board and audited accounts to the General Assembly once a year, such accounts showing the income, expenditures and reserves of the Confederation. He shall present to the first meeting of the Board in each year a budget for the forthcoming year.
6. The Standing Committees will be represented within the Board via their respective chair, who will be chosen by the respective standing committee amongst a slate of Board members.
7. Global corporate members shall be represented at the Board by one representative, to be appointed by the respective global corporate member and elected by the General Assembly.
8. All Board members shall be elected by the General Assembly. With the exception of the President and the two Vice-Presidents (see Article 22.2), they shall serve a maximum of 4 terms (3 years each) in their position, with the possibility of additional 1-year renewals under extraordinary circumstances,
9. Regardless of the length of term for which they may have been elected, the term of a Board Member who is a Representative of a Global Corporate Member or a Standing Committee shall end upon written notice from the relevant Global Corporate Member or Standing Committee that the Board Member is no longer its Representative, in which case the relevant Global Corporate Member or Standing Committee shall propose a successor whom the Board shall appoint pursuant to Article 19.6.

### **Article 22 - Officers**

1. The Officers of the Confederation shall be a President and two Vice-Presidents, each of whom shall be elected by the General Assembly. The Board can decide to appoint elected Board members as additional Officers if this is deemed necessary for the functioning of the Confederation. All Officers shall hold office and carry out their functions as described herein only so long as they are affiliated with a Member of the Confederation.
2. The term of the President and the two Vice-Presidents shall be three years. They can serve a maximum of 2 terms (3 years each) in their position, with the possibility of additional 1-year renewals under extraordinary circumstances, subject to recall by a two-thirds vote of the General Assembly. All other officers shall serve a maximum of 4 terms (3 years each) in their position, with the possibility of additional 1-year renewals under extraordinary circumstances,
3. The President shall be the senior Officer of the Confederation. He shall represent the Confederation to its members and to the outside world. He shall serve as the principal link between the General Assembly and the Managing Director/Head Office. He shall provide guidance and counsel to the Managing Director. He shall perform the other duties of his office prescribed herein.
4. The two Vice-Presidents shall support the President in carrying out the duties of that office and shall carry out such duties in those instances when the President is unable to do so, until either the President is able to resume his duties or the General Assembly has elected a new President. In order to ensure a balanced representation of the two main categories of members, one Vice-President will be selected from the national federation members and the other one from the corporate members.

### **Article 23 – Convocation and Decisions**

1. The Board shall meet at the discretion of the President or at the request of at least three Board Members, but in no case less than three times annually.
2. Meetings of the Board can take place either as physical meetings or through conference calls, video-conferences, web-conferences or any other mode of online communication.
3. Meetings shall be presided over by the President or, in his absence, by one of the Vice-Presidents. Members shall be given at least a fifteen-day notice of meetings together with a description of subjects to be considered.
4. A quorum to do business shall consist of 50% of the membership of the Board either in person or by proxy. Decisions shall be taken by simple majority vote.

### **Article 24 – Powers**

The Board shall:



1. Establish policies, carry out programs, and in general to act on behalf of the General Assembly in cases where it is necessary to take action between General Assembly meetings, such actions to be reported to the General Assembly at its next meeting.
2. Propose annually to the General Assembly policies and programs to govern activities of the Confederation for the following year.
3. Report to the General Assembly on the financial condition of the Confederation and propose for approval of the General Assembly a budget for the following year.
4. Prepare for presentation to the General Assembly a slate of candidates for those Officer positions that the General Assembly is to fill by election.
5. Elect persons to fill vacancies in the Officer positions of Vice-Presidents and Treasurer and in the position of Board Member until the next meeting of the General Assembly.
6. Decide on applications for membership, including establishing subscription fees of such applicants, and report back to the General Assembly regarding action to be taken on such applications.
7. Convene extraordinary meetings of the General Assembly when necessary.
8. Establish and dissolve Standing Committees, Regional Groups of Members and when relevant Special Taskforces and Advisory Committees.
9. 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.
10. May call on the services of outside professionals who will support the Head Office, for example, for lobbying or for the organisation of activities, etc.
11. Propose one or more candidates to the General Assembly for appointment of Managing Director and consult with the Managing Director concerning personnel actions relevant to other members of the Head Office. The Board has also the power to propose to the General Assembly the dismissal of the Managing Director.
12. Delegate powers and responsibilities to the Managing Director and to appropriate committees and taskforces.
13. Supervise the Head Office via its Managing Director. The Managing Director has prime responsibility to oversee the work of any other Head Office staff member and is responsible for the Confederation's day-to-day operations and for coordinating the activities of the different committees.
14. Take such other action as may be delegated to it by the General Assembly.

## **PARAGRAPH VI      The Executive Committee**

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### ***Article 25 - Functions***

Between Board meetings, the executive responsibilities for the day-to-day operations of WEC shall be carried out by a Standing Executive Committee, hereinafter referred to as the “Executive Committee”.

### ***Article 26 - Composition***

1. The membership of the Executive Committee shall consist of all Officers, whether legally required or being appointed by the Board, with a maximum of 7 members. The President shall preside over meetings of the Executive Committee.
2. The composition of the Executive Committee should be balanced and seek at representing the diversity of membership and activities of the Confederation.
3. The Executive Committee shall report to the Board periodically concerning the status of its activities.

## **PARAGRAPH VII      Voting Procedure**

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### ***Article 27 - Board meetings***

1. All members of the Board shall have one vote, except that the President shall have no vote. However, the President, or the Vice-President acting in the President’s behalf, shall have a casting vote in case of a tie. Except as otherwise provided herein, decisions shall be taken by simple majority. A quorum to do business shall be 50% of Board members present either in person or by proxy.
2. The Board may request the services of any person to participate in Board meetings, to sit on Special Taskforces or Advisory Committees, or to take part in representations. Such persons shall have no voting rights.

### ***Article 28 - General Assembly meetings***

1. Each Member except Associate Members (whether National or Regional Associate Members) shall have the right to cast votes as prescribed by this Constitution.
2. The Board shall establish a procedure by which Members may cast proxy votes or may appoint another Member to cast proxy votes on their behalf.

### **Article 29 - Corporate Members**

Notwithstanding Articles 27.1 and 28.1 above, the votes of Corporate Members on any single vote taken by the General Assembly or Board shall be limited as follows:

1. Article 19.1 notwithstanding, all Corporate Members together shall not cast more than 49% of total votes cast.
2. In the event that the voting representation of Corporate Members would exceed the foregoing limits, the Chair of the Corporate Members Standing Committee, such committee to be appointed by the Board if one does not already exist, shall reorganize the delegations of Corporate Members so that their votes are within the foregoing limits.

## **PARAGRAPH VIII The Head Office**

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### **Article 30 - The Managing Director**

1. The Managing Director shall be the senior paid executive of the Confederation, if there is a Head Office/administration. The Managing Director shall be appointed and subject to personnel action by the General Assembly on recommendation by the Board. The Managing Director shall report to the Board and be responsible for the accomplishment of the day-to-day activities of the Confederation necessary to carry out the policies and programs approved by the Board and General Assembly.
2. The Managing Director shall draw upon the support and counsel of the Board and shall be supported by a Head Office staff. The Managing Director may also call upon the resources of Members to assist in accomplishing tasks that are of special interest to them.
3. The Managing Director shall not be a member of the Board, Executive Committee or General Assembly but shall attend their meetings, with the exception of meetings held in executive session, and shall act as recording secretary of each.

### **Article 31 - Responsibilities**

The Managing Director shall report to the Board and be responsible for the accomplishment of the day-to-day activities of the Confederation necessary to carry out the policies and programs approved by the General Assembly and Board, including:

1. Representing the Confederation before external bodies and building contacts with relevant external organisations.
2. Initiating data gathering and research.
3. Coordinating the activities of the various groups of members.

4. Managing the affairs of the Confederation in accordance with its Constitution, Rules of Procedure (if such rules have been adopted) and the instructions of the Board.
5. Preparing convocations and meetings of the Executive Committee, the Board, and the General Assembly.
6. Drafting minutes of meetings.
7. Maintaining the archives of the Confederation.
8. Maintaining the financial records of the Confederation.
9. Hiring and exercising personnel actions relevant to staff members of the Head Office after appropriate consultation with the Board.
10. Managing the Head Office and its employees.

## **PARAGRAPH IX      Groups of members**

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### ***Article 32 - Standing Committees***

1. The Board shall establish and dissolve Standing Committees as it deems it necessary. A standing committee is a permanent committee grouping members that operates on a continual basis and serving a specific purpose.
2. The President shall appoint a temporary chairperson of each Standing Committee, who shall serve until the members of the Committee make their own selection of a Chairperson amongst a slate of Board members.
3. Standing Committees shall meet when and where they determine is necessary to perform their missions and shall establish their own procedural rules. Such rules, however, must be compatible with the Constitution and Rules of Procedure (if such rules have been adopted) of the Confederation and must be approved by the Board.
4. An employee belonging to the Head Office shall contribute to the Standing 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 make regular reports of their activities to the General Assembly and Board, afford the President and the Managing Director or their designees the opportunity to attend their meetings through a standing invitation, and provide the Head Office with copies of meeting agendas and minutes.
6. Standing Committees shall ordinarily have no powers of decision and shall report to the Board for purposes of execution; except, however, that with approval of the Board they may undertake self-financed programs to serve their special needs.

### **Article 33 - Special Taskforces and Advisory Committees**

1. The General Assembly, the Board, the Executive Committee and the Standing Committees can set up special taskforces and advisory committees when they deems this necessary. The special taskforces and advisory committees should serve a specific purpose or assignment and be limited in time. 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 members.
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 Board or the Executive Committee.
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 a member of the Head Office is given a permanent invitation to attend their meetings and shall provide the Head Office 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 Board or the General Assembly when deemed necessary.
5. The respective body that sets up a special taskforce or an advisory committee is entitled to end their activities when relevant.

### **Article 34 – Regional Groups**

1. Members of the Confederation can organise themselves into groups based on geographies.
2. Creation of a Regional Group is subject to the approval of the Executive Committee and should meet the following conditions:
  - a. The Regional Group should bring together a minimum of 3 members;
  - b. Each Regional Group shall establish its own structure, procedures, finances, Code of Conduct and Rules of Procedure (if such rules have been adopted), none of which, however, shall be inconsistent with comparable principles of the Confederation.
  - c. Regional Groups shall afford the WEC President and/or the Managing Director, or their designees the opportunity to attend their meetings, through a standing invitation and shall provide the Head Office with copies of meeting agendas and minutes.
3. If such a Regional Group wants to use the WEC brand, this will be subject to the approval of the WEC Board based on an assessment of the implementation of Article 34.2.

4. The termination of a Regional Group shall be decided by its own members or by the Executive Committee or the Board.
5. A Member shall be able to participate in several Regional Groups at the same time.
6. Regional Groups are encouraged to make use of the WEC Head Office resources, based on a case-by-case agreement to be negotiated with the Managing Director.

## **PARAGRAPH X      Annual Conferences**

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### ***Article 35 – Date, location, organisation***

1. Members of the Confederation shall meet in an Annual Conference (entitled the “World Employment Conference”) during which Members will have the opportunity to exchange views regarding the state of the industry and attend workshops and lectures concerning labour market and other matters of interest to them.
2. The location and exact date of the Annual Conference shall be established by the General Assembly on the recommendation of the Board and shall be notified to the Members two years in advance if possible.

## **PARAGRAPH XI      Financial matters**

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### ***Article 36 - Budget***

1. The Fiscal Year of the Confederation shall be the calendar year.
2. The accounts of the Confederation shall be kept in Euros.
3. The Confederation shall be financed by Members’ annual subscriptions as proposed by the Board and approved by the General Assembly. In addition, the Confederation may receive income in other appropriate forms such as Members’ special contributions, subsidies, commercialization of data and information, and profit-making Annual Conferences.

### ***Article 37 - Membership fees***

1. The base of WEC finances shall be comprised of autonomous funding of the members and observers, in accordance with the needs defined in an annual plan. The maximum amount of the annual contribution by a member shall be 150,000€.
2. Annual subscriptions shall be no less than €3,000, except that the Board may permit a new member to pay a lesser amount for the first three years of membership.

3. In cases where a country is represented as a Member by more than one National Association, each such National Association shall pay the full subscription allocated to that country and/or category of membership.
4. Subscriptions shall be due on 1<sup>st</sup> January of each year. A Member whose subscription is not paid one month after payment is due shall forfeit its voting rights until payment is made. A Member which is delinquent in payment of more than one year's subscription shall be expelled from the Confederation, unless the General Assembly decides otherwise.

#### ***Article 38 - Others***

1. The long-term goal of the financial management of the Board and General Assembly shall be to acquire and maintain reserve funds at least equal to total annual subscriptions, such reserve funds to be available only to meet extraordinary needs.
2. Confederation funds may be charged to pay the expenses of the Head Office; the travel and representation expenses of the President, Head Office members, and the Vice-Presidents when acting on behalf of the President; and other expenses specifically authorized by the Board or General Assembly.

#### **PARAGRAPH XII      Discipline**

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##### ***Article 39 - Discipline***

1. If deemed necessary (cf. Article 7), the General Assembly shall establish Rules of Procedure, which, inter alia, shall prescribe action to be followed in cases where a Member has allegedly engaged in conduct that is prejudicial to the industry.
2. The General Assembly by two-thirds vote shall have the power to remove Officers and Board members from their positions in cases of gross misconduct.

#### **PARAGRAPH XIII      Revision of Constitution**

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##### ***Article 40 - Modification of the Constitution***

1. The General Assembly may only duly decide to alter this constitution if the following conditions are in place:
  - a. an extraordinary meeting of the General Assembly by the Board was convened to amend the constitution, in the manner suggested by (i) the Board itself, or (ii) by proposal of at least

- one fifth of the members of the General Assembly 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 General Assembly meeting;
  - c. at least two-thirds of the members of the General Assembly 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 General Assembly, except if the decision to alter the Constitution concerns a decision to modify the object or purpose of WEC (as included in Paragraph II), in which case a four-fifth majority of the votes of the present or represented members of the General Assembly is required.
2. If the quorum under point c above is not achieved at the first meeting of the General Assembly, a new meeting of the General Assembly may be convened with the same agenda, at the earliest fifteen days after the first meeting of the General Assembly. At this second meeting, the General Assembly 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 General Assembly.

#### **PARAGRAPH XIV      Dissolution & liquidation**

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##### ***Article 41 - Dissolution and Liquidation***

1. The Confederation is formed for an unlimited duration.
2. The Confederation can be dissolved only by an extraordinary meeting of the General Assembly convened with at least sixty-day notice expressly for that purpose.
3. This General Assembly 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 meeting of the General Assembly at which dissolution is voted shall determine the conditions of such dissolution and the liquidation of the assets of the Confederation. These assets will be allocated to a non-profit purpose.