ENSIE a.s.b.l.

STATUTES

ENSIE - European Network for Social Integration Enterprises has been founded on 11th May 2001 and, for the first time, on the 26th July 2001 has been published in the Belgian Moniteur.

TITLE I. NAME – REGISTERED OFFICE – OBJECTIVE - DURATION

ARTICLE 1
The association is named European Network of Social Integration Enterprises vzw a.s.b.l. (ENSIE vzw a.s.b.l.). It is ruled by the regulations of the Law of 2nd May 2002 relating to the non profit associations and by the present statutes.

ARTICLE 2
The association is established at 1060 Brussels, Chaussée d’Alsemberg 303 and depends from the judicial district of Brussels. It can be replaced on decision of the General Assembly with a two-thirds majority; the decision will be deposited at the Clerk’s Office of the Trade Court of the place where the registered office is established and published in the attachments of the Belgian Official Journal.

ARTICLE 3
ENSIE sets itself as objectives within the European Union to represent, support and develop networks and federations from the social integration economy in Europe.

ENSIE will:
1. strengthen the social integration economy actors through exchanges between the member organisations,
2. stimulate collaborative relationships and partnerships with promoting good practices, research results, new experiments,
3. organise national and local legislative policy information exchange between member,
4. represent and promote the network and the activities on all relevant European levels,
5. work on texts and proposals in order to participate in the definition of European policies against social exclusion,
6. develop strong and solid cooperation with other existing European networks of social economy in order to gain synergetic results to build synergies.

ENSIE will contribute to a sustainable development within the European Union. This includes the following aspects:
1. the labour market and social integration of risk groups by strengthening their employability
and productivity,
2. the economic liveability of social integration enterprises and the strengthening of their role within economy as a whole,
3. the support of equal opportunities in support of the gender mainstreaming strategy of the European Union.

The association will use all means which contribute directly or indirectly to the realisation of these objectives, among other things, using property of corporate rights, let or rent goods, recruit and dismiss personnel, enter into agreements, collect funds, in short, exercise all activities with a view to realising its societal objective.

**ARTICLE 4**
The association is established for an undetermined period.

**TITLE II. MEMBERS**

**ARTICLE 5**
The association is comprised of members, which are legal person with an authorised seat in Europe who are national or regional or local organised networks of social integration economy performers. The association consists of at least five members. The incorporators of the association are the first members.

**ARTICLE 6**
The recruitment of the members takes place via the General Assembly (GA) on proposal and with a modified recommendation from the Board of Directors (BD). The BD thoroughly examines beforehand the request to membership of the candidate members and can decide to reject an application for membership.
If one or the members of the GA objects to the recruitment of a proposed member, then a committee, made up of a third of the members from the BD, will assess the membership application anew. The committee can for this call upon the services of advisory specialists. When the committee deems that made objections are unfounded, the new member is inscribed.

**ARTICLE 7**
The GA can exclude members who do not or no longer satisfy one of the conditions of eligibility, as a member. The members concerned are beforehand required to be informed in writing by the BD as to the decision made and be invited to reply with outline or their excusatory standpoint either in writing or verbally before the GA. The exclusion by the GA occurs trough a two-third majority of the votes presents or represented. In case of exclusion, the effect is immediate.

**ARTICLE 8**
A member can at all times tender notice from the association by way of forwarding a recorded delivery letter to the BD. The resignation takes effect at the end of the financial year in which it has been tendered.

**ARTICLE 9**
The resignation as member does not affect the other contractual obligations, which have been entered into between the association and the member.
After a resignation or exclusion, former members or their successors keep no right on the association’s patrimony and can at no point in time lay claim to restitution and reimbursements of contributions deposited or expenses contributed.
ARTICLE 10
The members are due a yearly financial contribution. The maximum amount of the financial contribution is 10,000 Euro.
The Internal Rules determine per class of category and possibly per subcategory, the basis of calculation, the amount, the payment modalities and the payment periods of the year financial contribution. Proposals to amend matters comprising these Internal Rules can only be laid before the GA by the BD together with the budget.

ARTICLE 11
The members are obligated to make available on simple request all information necessary for the calculation of the yearly financial contribution.
Members who are default during two successive years with regard to the regulations concerning the yearly financial contribution, will be considered to be excluded as member.
Members who for one or another reason are not a member anymore, are still under obligation to fully settle the due financial contributions for the current year and where appropriate make payment of all outstanding debts until such time that all amounts have been completely settled.

TITLE III. GENERAL ASSEMBLY

ARTICLE 12
The General Assembly convenes at least once par year and is chaired by the chairperson of the BD.

ARTICLE 13
The GA is empowered for those matters determined in the Law of 2nd May 2002 concerning the association without motive to profit and comprising particularly :
1. the amendment of statutes ;
2. the naming and dismissal of directors ;
3. the discharge granted to the directors ;
4. the sanctioning of the yearly budget and profit and loss account ;
5. the dissolution of the association ;
6. the exclusion of a member ;
7. the transformation of the association into a society with a social finality (SFS) ;
8. all the acts demanded by the statutes ;

The GA of the association has in addition the following authority :
1. the sanctioning of the yearly program and work reports ;
2. the recruitment of members ;
3. the constitution of Internal Rules.

Everything which is not attributed by Law or the Statutes to the General Assembly is a matter for the Board of Directors.

ARTICLE 14
All members are invited before the GA by the chairperson of the BD. The invitation is sent by email at least one month before the meeting and in this letter is stated the day, place, hour and the agenda. The invitation is undersigned by the chairperson or the secretary or of the coordinator by delegation. The General Assembly is convened by the Board of Directors or when a third of the members require it.
Each topic nominated by a fifth of the members is placed on the agenda.
ARTICLE 15
Only the members who have observed the payment of their contributions such as stated in these statutes, have voting rights at the GA. This voting right is of an equal nature excepting the cases for which other provisions are made in these statutes. The members can allow themselves to be represented by proxy by another member. Each member present can only be a “carrier” for two proxies.

ARTICLE 16
In order to make legally valid decisions, at least one-half of the members are required to be present or represented, except in cases for which there are other provisions in these legal statutes. The decisions are taken by simple majority of the present or represented votes except in cases where the laws has made other provisions. This concerns:

- the amendments of the statutes or dissolution of the association for which a two-third majority is required such as provided for and regulated further in matters of the articles at law of the 27th of June 1921 in the law of 2nd May 2002 concerning the association without motive to profit non-profit association;
- a modification of the social object or of the dissolution of the association, which need, according to the Law of 2nd May 2002 relating to the associations association without motive to profit.

The GA can not take legally valid decision over points not mentioned in the agenda, unless with a 2/3 majority it is decided to yet include the point on the agenda and for as far as this does not concern an amendment of the statutes or dissolution of the association.

In the case of an equality of votes (tie), the vote of the chairperson or that person who deputises for him/her is decisive.

ARTICLE 17
The decisions of the GA are written in a report, undersigned by the chairperson or a director and recorded in a for this intended register. The members of the GA receive a copy of this report. Third parties having a legal interest can obtain copies of the made decisions.

TITLE IV. BOARD OF DIRECTORS

ARTICLE 18
The association is administrated by the BD, comprised of at least 4 directors.

ARTICLE 19
The directors are nominated by the members of the GA. It can dismiss them at any moment. The Board of Directors is competent (for all the acts) all decisions (which are a matter for the social administration in the largest sense) which are not attributed by Law or the Statutes to the General Assembly).

ARTICLE 20
The directors are nominated for a period of two years. On the becoming vacant of a mandate, the next GA nominates a director to end the mandate he/she replaces. Through voluntary resignation, expiry of period of depose, the number of directors has reverted to below the legal minimum, and then the directors will remain in office until their replacement has been provided for. The directors who reach the end of their mandate are eligible for reappointment. Appointment, dismissal, resignation and depose of director or of a person empowered to represent the
association must be deposited in the dossier of the association and are made known in the appendices of the Belgian Official Journal.

**ARTICLE 21**

The BD appoints from amongst its members at least a chairperson, a vice-chairperson, a secretary, a treasurer and a deputy Treasurer. They form the Steering Committee Executive Bureau. These functions are incompatible from that selfsame person. On the absence of the chairperson, his/her duties are undertaken by the vice-chairperson or by the oldest serving director present.

**ARTICLE 22**

The chairperson or the secretary convenes the Board. The BD can take valid decisions only when half of the directors are present or represented. The majority of present or represented directors takes decisions of the BD.

Directors may, by way of proxy, allow themselves to be represented by another director. Each director present can only be a “carrier” of one proxy. On an equality of votes, the vote of the chairperson or that person who deputises for him/her is decisive.

**ARTICLE 23**

A report of each meeting of the Board of Directors is compiled and undersigned by the chairperson, the secretary or that person who replaces either of these. The report is recorded in a therefore intended register. All members receive a copy of the report. Two directors undersign the extracts and all the other motions that have to be submitted as legitimate.

**ARTICLE 24**

The BD represents and binds the association without special authority from the GA to all legal and extra judicial actions including that of authoritative acts and for all that which does not come under the competence of the GA. The BD may, in this sense, envisage all action concerning moveable or immovable goods : enter into contract, sell and purchase, lend and borrow, rent and let, enter into all trade and bank performances, extend mortgages, even with provisos to immediate foreclosure, extend mortgages with limited legal capacity, in other words to link the association in the most expensive manner and under all circumstances.

The BD can commit the association to become a member of other associations or take shares in corporations with a view to realise its policies or interests.

Toward third parties, the association is only legally bound through the collective signatures of two directors.

Directors who act on behalf of the BD have toward third parties do refrain from any decision or any authority.

The BD has the empowerment to legally act on behalf of the association.

**ARTICLE 25**

In divergence with regard to article 24, penultimate and antepenultimate sentences, the BD can for certain actions and tasks and for acts to daily administration, assign its authority or its responsibility to one or more of the directors or even to another person whether or not a member of the association.

In divergence with the regard to article 24, last sentence, the authority to legally act on behalf of the association is delegated to one or more directors who each can exercise autonomously and in full this authority.

**ARTICLE 26**

Whether or not indication of the GA, the BD can appoint an advisory body of specialists which advises the Board in respect of substantive questions and the installation of work groups. The BD determines the authority, composition and working of these bodies.

**ARTICLE 27**

The directors exercise their mandate free from cost. The directors take, in the exercise of their function, no single personal obligation upon themselves and are only responsible for the exercise of
their mandate. The BD at a yearly GA gives account of the policy of the past year.

**TITLE V. BUDGETS AND ACCOUNTS**

**ARTICLE 28**
The financial year of the association runs from the 1st of January to the 31st of December. In deviation of this, the first financial year of the day of establishment runs to the 31st December of that year. The BD prepares the accounts and budgets and presents these for approval to the GA six months after the closing date of the social year. The annual accounts must be deposited at the Clerk’s Office of the commercial court. If the accounts are not deposited for three successive years, this may lead to the dissolution of the non-profit association.

**TITLE VI. AMENDMENT OF THE STATUTES – DISSOLUTION - LIQUIDATION**

**ARTICLE 29**
Amendment of the statutes can only be proposed to the GA by the BD or by at least a quarter of the members. The issue of these amendments and the date of the GA on which these proposals will be discussed, has to be made known by the BD to all members at least three months in advance.

**ARTICLE 30**
Notwithstanding cases of legal dissolution and dissolution ipso jure, only the GA can decide to go over to dissolution such as determined in article 20 of the law or 2nd May 2002. The GA appoints in that case one or more liquidators. In the case of dissolution, the assets, after settlement of the debts, are transferred to an association, which strives toward a similar objective as that of the association.

**TITLE VII. GENERAL CLAUSES**

**ARTICLE 31**
The official languages of ENSIE are English and French. Publication in the “Belgian Official Journal” will be made in French.

**ARTICLE 32**
For all that not emphatically provided for in these statutes, the law of the 2nd May 2002, the general legal stipulations, the Internal Rules and the other matters employed are applicable.
The General Assembly appointed on 06/20/2011 the following Board of Directors:

President: Charlotte Gruber, 8292 Loipersdorf – Stein 109 Autriche

Board of Directors:

Fernández Pérez Ricardo, c/Milaippi 36 Espulges de Llob (Barcelona) Espagne
Vetro Salvatore, Rue Lecharlier 71 4041 Vottem, Belgique
Maria Nieves Ramos, Bustos 2 – 23038 Madris, Espagne
Quintelier Hubert, Ardoystraat 29 – 9220 Hamme, Belgique
Sexauer Michel, rue de la Nouvelle Eglise 18 – 67450 Mundolsheim, France

The Board of Directors appointed:

President: Charlotte Gruber
Vice-president: Maria Nieves Ramos
Secretary: Fernández Pérez Ricardo
Treasurer: Vetro Salvatore

And appointed the following managers for daily affairs:

1. Charlotte Gruber
2. Maria Nieves Ramos
3. Fernández Pérez Ricardo
4. Vetro Salvatore

Signatures