Statute for a European association

1991/0386(COD) - 05/03/1992 - Legislative proposal

PURPOSE : to establish a European Statute for associations and foundations and to provide this sector with an appropriate legal instrument.

PROPOSED ACT: Council Regulation.

CONTENT: This proposal aims to establish a European legal instrument for the benefit of transnational non- profit organisations, which have members from at least two Member States. The proposed statute will confer on “European Associations” a legal personality, which will be effective throughout the Community.

Basic principles: the European Association will be an organisation where Members will jointly pool their knowledge or their activities, either in the general interest or with a view to the direct or indirect promotion of sectoral and/or professional interests.

The EA will have legal personality from the time of its insertion in the register designated by the State where it has its headquarters.

The proposal provides for the setting up of an EA, either by a minimum of two legal entities constituted in accordance with the law of a Member State, and having its statutory headquarters in at least two Member States, or by at least 21 natural persons being nationals of two Member States of the Community and residing in two Member States.

An EA may also be achieved by conversion as soon as a national organisation has an establishment in a Member State other than that where it has its headquarters. The EA must be able to demonstrate that it has a real and effective transnational activity.

The headquarters of an EA, established by its articles must be located within the Community and must correspond to the seat of its central management.

Operation: the constitution of the EA provides for the following bodies:

-a general assembly: this must take place at least once a year. It may be convened at any time without prior consultation , or at the request of 25% of members of the EA (this percentage may be lowered by the articles);

-a management board: this body manages and directs the EA with regard to third parties and represents the EA in court actions. The member or members of the management board are appointed or dismissed by the general assembly. The members of the management board are appointed for a term of six years, renewable one.

The EA must draw up a provisional budget for its future activities.

The dissolution of the EA is declared, either by the decision of the general assembly, notably at the end of the term fixed by its articles, or where it fails to publish its accounts three times, or by legal decision, especially when the headquarters of the EA has been transferred outside the Community.

Specific provisions: if EAs are placed under liquidation or insolvency procedures, they are subject to the national provisions of the Member State where they have their headquarters.

It should be noted that the instrument proposed by the Commission is optional.