



Empowering
young people

YES Forum EWIV -

Youth and European Social Work Forum

Satzung - Constitution

version June 2014

	Only the version in German language of the Constitution of the YES Forum EWIV is legally binding.
	Constitution
	of the
	YES Forum EEIG
	Youth and European Social Work Forum
§ 1	§ 1 Purpose
§ 1 (1)	The EEIG shall have the following purpose:
	- promote youth social work in Europe,
	- strengthen and intensify cooperation between members. The EEIG shall particularly carry out tasks and activities which promote transnational cooperation between NGOs, which work for and together with young people in the fields of youth guidance, education, vocational training, apprenticeship and employment policy with particular focus on the benefits for excluded young people and those threatened by exclusion,
	- represent the common interests before European institutions, authorities and political committees on a European level as agreed upon by the members,
	- create a European network between non-governmental and public organisations, which have the following main purposes: social work, youth guidance, apprenticeship, education, promotion of employment, research activities as well as social and cultural development of local communities.
§ 1 (2)	Furthermore, the EEIG shall aim at improving and increasing the economic activities of its members. It shall not aim at making profit for the EEIG.
§ 1 (3)	When carrying out collective international projects the members shall make sure that all members are fully informed and involved according to the agreements. Involvement within this context implies that the members are involved in the planning of the project as well as in the application procedure and the realization of the project.
§ 1 (4)	The member shall make use of the virtual dialog platform of the YES FORUM in order to inform about all national activities of the members that are related to the purposes of the constitution of the YES Forum EEIG.
§ 1 (5)	The EEIG shall have the right to found branches that promote these purposes and to enter into cooperation with other organisations.
§ 1 (6)	Economic activities that go beyond this purpose shall not be allowed.

§ 2	§ 2 Founding members
	The founding members of the EEIG are as follows:
	(1)
	a) name/enterprise: Ente Acli Istruzione Professionale (Enaip), Lucca, Italy
	b) legal representative: Alessandro Borrelli
	c) legal form: ONLUS
	d) headquarters in: Lucca, Italy
	e) registration with the commercial register: Registro delle Persone Giuridiche
	aa) place: Florence (Tuscany), Italy
	bb) number: 477
	(2)
	a) name/enterprise: Bundesarbeitsgemeinschaft Evangelische Jugendsozialarbeit e.V. (BAG EJSA)
	b) legal representative: Michael Fähndrich
	c) legal form: registered association
	d) headquarters in: Stuttgart, Germany
	e) registration with the commercial register: Amtsgericht (local court) Stuttgart, Germany
	aa) place: Stuttgart
	bb) number: 1392
	Furthermore, the EEIG is aiming at admitting other social organisations in Europe with trans-regional character that work in the sectors of youth guidance, education, vocational training / apprenticeship and employment policy, which operate with a particular focus on the benefits for excluded young people or those threatened by exclusion, as well as organisations that have comparable objectives.
	The admission criteria and procedure are defined in Art. 10 of this constitution.
	A list of the other members is included in the annex of this constitution in its relevant version.
§ 3	§ 3 Not for profit making status
	Due to different tax regulations in the single states of the members this article currently only applies to the profit and loss of the business carried out in the headquarters.

§ 3 (1)	The members of the EEIG shall comply with both the respective national regulations about recognized not-for-profit organisations for youth guidance and/or social and education work (or similar status) and the purpose of the YES Forum.
§ 3 (2)	All means transferred by the member organisations shall be used exclusively for the purposes of the statutes of the single members and the purposes of the EEIG as defined in Art. 1 of this constitution.
§ 3 (3)	The members of the EEIG shall not receive a profit share and, within their function as members, shall not receive any other allocations from financial resources of the respective national member organisations, not even at the termination of their membership. No allocations of losses shall be made.
§ 3 (4)	The members shall not pay any fees that are not in accordance with the purposes of the EEIG, nor shall they grant excessively high fees. Their activity shall be an exclusively not-for-profit one.
§ 3 (5)	Upon withdrawal, a member shall be reimbursed the capital contributions it has paid and the fair market value of the contributions in kind it has made. Upon termination of the EEIG or upon removal of the tax-relief related purpose the assets shall be distributed among the members pro rata to their additional financial contributions and shall be used exclusively according to the purposes defined in the constitution of the respective member.
§ 4	§ 4 Name
	The EEIG shall have the name: YES Forum EWIV - Youth and European Social Work Forum
§ 5	§ 5 Statutory Seat
§ 5 (1)	The EEIG has its statutory seat and headquarters in: Country: Germany Region: Baden-Württemberg City: D - 70184 Stuttgart Street: Wagenburgstrasse 26-28
§ 5 (2)	A change of the statutory seat, which leads to a change in applicable national law, requires a decision according to § 9 a (3). Any other change of the statutory seat will be decided according to § 9 a (4).

§ 6	§ 6 Membership fees and financial contributions
§ 6 (1)	The EEIG and its branches shall principally generate themselves the funds necessary for their operation.
§ 6 (2)	As long as the YES Forum does not have its own capital resources, all expenses, which shall arise only with the consent of all members and in coordination with them, shall be financed by membership fees or financial contributions of the members.
	a. Membership fees
§ 6 (3)	The members shall pay by March, 31st of every year an annual membership fee the amount of which is assessed in the framework of the membership fee regulation that has to be adopted by the members' assembly.
	b. Additional financial contributions
§ 6 (4)	Should, within the framework of the EEIG, collective projects be planned and should their financing exceed the amount covered by the member contributions, the members shall decide before the beginning of the project about the obligation to pay additional financial contributions and their amount, which the members would have to pay pro rata to their capital contribution, as well as about the use of such contributions for the EEIG up to the amount of the increased need in financial resources. The decision shall be taken unanimously and shall follow the procedure defined in Art. 9 b, par. 6.
§ 6 (5)	The members shall make sure that the necessary financial resources for the respective activities are made available before the beginning of the project.
§ 6 (6)	The members' assembly shall unanimously decide upon the collective financing of projects.
§ 6 (7)	In the case the EEIG is liable towards a third party, those members having a not for profit making status shall be liable towards the other members only for the amount of the additional financial contributions they have already paid.
§ 7	§ 7 Term
	The EEIG is founded for an indefinite time.

§ 8	§ 8 Fiscal year
	The fiscal year shall be the calendar year. The first fiscal year shall commence with the registration in the commercial register and ends on December 31 st of the same year.
§ 9	§ 9 Bodies
	The EEIG's bodies shall be the members' assembly, the board of directors and the managing directors. In order to improve readability only the male form is used in this Constitution for describing positions and functions. It refers to male and female persons equally.
§ 9 a	§ 9 a Members' assembly
§ 9 a (1)	An ordinary members' assembly shall be held at least once a year. The members shall be represented by the respective board of directors or the managing directors or by representatives with a written authorization of the single members. The managing directors shall summon the members to the members' assembly at least four weeks in advance. Subject to other decisions, the members' assembly shall be held alternately at the respective seats of the members. Decision drafts shall be presented to the managing directors at least two weeks in advance.
§ 9 a (2)	Each category A member of the members' regulation in its relevant version has 2 votes. Each member of categories B and C of the members' regulation in its relevant version has 1 vote. Associated members and members who haven't paid one or several membership fees don't have a vote. The right to vote can be transferred to a delegate or to another member by power of attorney in written form.
§ 9 a (3)	The following decisions shall require unanimity:
	- admission of new members
	- members' and membership fee regulation
	- modifications of this constitution
	- modification of the subject-matter and purpose of the EEIG
	- modifications of the term of the EEIG
	- modifications of the voting procedures
	- appointment and discharge of the managing director and the vice managing director
	- contributions to collective projects
	- change of the statutory seat, which leads to a change in applicable national law
	- assignment of new competences to the board of directors
	- dissolution of the EEIG

§ 9 a (4)	Decisions on other topics shall be made by a two-thirds-majority of the represented members. Abstentions shall be considered affirmative.
§ 9 a (5)	Decisions of the members' assembly shall be certified by the signatures of the chairperson and the keeper of the minutes. Subject to other decisions, the functions as chairperson, as keeper of the minutes and as secretary of the members' assembly shall be alternating and shall be carried out by two different members. In the meantime the chairperson of the board of directors shall chair the members' assembly. The minutes shall be sent to all members.
§ 9 a (6)	Subject to other decisions of the members according to § 9 a (4), the casting of the votes shall be informal.
§ 9 b	§ 9 b Board of directors
§ 9 b (1)	The board of directors shall be composed of at least two members The board of directors shall take its decisions by simple majority. In the event of a tie, the decision shall be made by the members' assembly
§ 9 b (2)	The members of the board of directors shall be elected by the members and shall be individuals who represent the members of the EEIG.
§ 9 b (3)	The time of office shall be two years. The board members can be re-elected.
§ 9 b (4)	The board of directors shall appoint a chairperson who shall represent the rights and duties of the board of directors towards the managing directors. Furthermore, the chairperson shall represent the EEIG towards third parties.
§ 9 b (5)	If a chairperson resigns before the end of his term of office, the board elects a new chairperson by simple majority and the members elect as soon as possible a new member of the board of directors.
§ 9 b (6)	Upon request or decision draft by the managing directors or a member, the board of directors shall hold an extraordinary meeting within two weeks and make a formal decision. This claim can be made with regard to any topic of different nature about which an effective decision has not yet been made and which affects the EEIG. The decision can be made by means of circular procedure (also on the internet).
§ 9 b (7)	The board of directors is responsible for
	- the supervision of the managing directors
	- the audit of the annual statement

	- the approval of the balance sheet
	- relieving the managing director of the responsibility and accountability on the basis of a unanimous decision, and the responsibility then reverts to the board acting on behalf of the members' assembly.
§ 9 b (8)	The members can assign more competences to the board of directors by means of a decision according to § 9 a (3).
§ 9 c	§ 9 c Managing directors
§ 9 c (1)	The EEIG shall be represented by the appointed managing director in relation to third parties. Subject to this constitution or a differing decision of the members, the managing director shall be entitled to represent the EEIG alone at all times.
§ 9 c (2)	The managing directors shall implement the decisions made by the members' assembly.
§ 9 c (3)	In doing business the managing directors shall point out to third parties that the liability of the members is limited to their capital contribution. Details shall be regulated in a contract on liability.
§ 9 c (4)	The managing directors shall grant the presentation of a semi-annual report on finances and activities to the members and to the board of directors as well as the presentation of an annual report and an annual statement of the EEIG.
§ 9 c (5)	The managing directors shall define the internal organisation of the EEIG administration for which they have been appointed. The managing directors shall exercise their tasks with the ordinary diligence of a businessperson and shall make sure that the single national regulations be respected (e.g. commercial law, social law, labour law, tax law).
§ 9 c (6)	The managing directors, in instances of absence or personal incapacitation, must ensure that the EEIG remains workable. The authority to act on behalf of managing directors requires the consent of the board. The power and responsibility of the authorised individuals shall be limited internally so that they do not exceed the power and responsibility of the managing directors.
§ 9 c (7)	The managing directors shall generally not self-contract themselves.
§ 9 d	§ 9 d Rights and duties of the members with regard to the managing directors

§ 9 d (1)	Upon request, each member shall have the right to obtain information from the managing directors about the current affairs of the EEIG and to gain access to the books after requesting so with sufficient prior notice.
§ 9 d (2)	In such a case, its own chairperson or managing director shall represent the member.
§ 10	§ 10 Admission and withdrawal of members
§ 10 (1)	The EEIG shall have the right to admit new members. Membership can be obtained by whom presents a written request to the members' assembly or the managing directors and is willing to support the EEIG actively or idealistically. An important structural element in the admission procedure is the emphasis of the EEIG's purpose, namely the representation of the interests of excluded young people or those threatened by exclusion before political committees on a European level. The membership shall not principally be tied to the right to vote. The members shall decide unanimously upon the admission and votes of new members. The members can refuse an admission without giving reasons.
§ 10 (2)	Membership fees and financial contributions shall be defined in the admission decision. At the same time the current members shall define whether the new member shall be exempted from the current engagements of the EEIG. A liability exemption shall be published in the form defined by Art. 39 of the EEIG regulations.
§ 10 (3)	The legal entity shall withdraw from the EEIG upon a decision regarding termination of the EEIG/cancellation from the commercial register, resignation or notice.
§ 10 (4)	Each member can withdraw from the EEIG at the end of every year giving notice 6 months in advance. This shall apply also to termination for cause. The notice containing the reasons for withdrawal shall be sent by registered mail to the members' assembly or the managing directors.
§ 10 (5)	Should the EEIG have more than two members, the following procedure shall apply: each member can be removed from the EEIG for cause with immediate effect upon unanimous decision. Removal for cause shall comprise breach of duty, e.g. offence against Art. 1 par. 4, or grave interference with the business of the EEIG. The member to be removed shall not have a vote in the members' assembly deciding upon the removal.
§ 10 (6)	Upon withdrawal the member shall be released from any liability of the EEIG. The additional financial contributions (see § 6 (4)) shall be compensated with current liabilities towards the EEIG and shall be repaid to the withdrawing member. Liabilities exceeding the additional financial contributions shall be due immediately and shall be paid to the EEIG, respectively to the remaining member(s). Furthermore, the withdrawing member shall have a right to claim

	its contributions in kind. Subject to any provisions hereof, parts of collectively financed assets shall not be claimed.
§ 10 (7)	Subject to any provisions hereof, withdrawing members shall carry out current projects to the extent required from them until they are completed.
§ 10 (8)	The membership shall be transferable only with the consent of all members.
§ 11	§ 11 Dissolution
§ 11 (1)	The EEIG can e dissolved by the members' assembly upon a decision according to § 9 a (3).
§ 11 (2)	The net profits and liabilities resulting from the liquidation shall be attributed to the members in relation to their capital contributions.
§ 12	§ 12 Liquidation
§ 12 (1)	The liquidation of the branches dissolved shall be carried out by the managing directors. Their power of attorney shall continue to the same extent.
§ 13	§ 13 Disputes
§ 13 (1)	The members shall keep to the principle of an amicable settlement of disputes.
§ 13 (2)	Should an amicable settlement of disputes not be possible despite all efforts, disputes shall be settled out of the jurisdiction of a court by an arbitration court. The procedure shall follow a separately agreed arbitration procedure. Each new member shall sign the arbitration agreement as a condition for obtaining the membership. Membership cannot be obtained in any other way.
§ 13 (3)	The venue shall be at the main statutory seat of the EEIG.
§ 14	§ 14 Preservation Clause
§ 14 (1)	Should a provision of this constitution be ineffective, this ineffectiveness applies only to the respective clause. The constitution shall remain effective for the rest of its provisions.

§ 14 (2)	In case of ineffectiveness the members shall define a new provision which shall come economically closest to the ineffective provision.
§ 14 (3)	Should specific aspects not be provided for by this constitution, the respective provisions of the Civil Code in the country of the main statutory seat of the EEIG shall apply.