

# PPEU Statutes Update Motions for the 19<sup>th</sup> Council Meeting

The [Law of August 7, 2023, on non-profit associations and foundations](#) mandates the statutes updates, described below. Some convenience changes are also suggested.

Changes are highlighted in the following manners:

- Removed text is stroken through.
- Added text is in red.
- Grounding for the change is placed in brackets, in red and bold where most convenient.

Articles are separated by page breaks.

## Article 6 – Membership

(1) The number of members is unlimited, but may not be less than five Ordinary Members. All Members, except for natural persons, shall be legal entities constituted according to the laws and customs of their country of origin. If a member does not possess legal personality according to the laws and customs of its country of origin, it must appoint a natural person to act in the name and on behalf of its organisation and its members as a common attorney-in-fact. In case of a change of representation, the Board of the association is immediately informed in writing.

(2) There are two categories of members: Ordinary Members and Observer Members.

(3) In Annex B to these Statutes all the member parties and member organisations are listed. A register of all the members will be kept at the registered office of the Association. This register lists the surname, first name, place of residence, date and place of birth of members or, in the case of legal persons or de facto associations, the name, legal form, address of the registered office, identity of the representative and, where applicable, the registration number in accordance with existing legislation and/or regulations. The list shall be updated every year by recording membership changes by name in alphabetical order. Any member of the association may consult the list of members at the association's registered office free of charge.

~~(4) Within one month of announcement of the statutes, a list must be deposited with the registry of the civil court for the place where the association is established, recording the name, legal form, address of the registered office, identity of the representative and, where applicable, the registration number in accordance with existing legislation and/or regulations of all the Ordinary members of the association in alphabetical order. The list shall be updated every year by recording membership changes by name in alphabetical order.~~ The Board keeps a register of members at the association's headquarters. The Board shall record all decisions on admission, resignation and exclusion of members or the event that makes them necessary in this register within one month of becoming aware of the decision. The Board may decide that the register shall be kept in electronic form. Any member may request a copy or consult at the association's headquarters the register of members, the minutes and decisions of the general meeting and the board of directors, the association's accounting documents as well as the coordinated text of the statutes. The documents and items mentioned above may not be moved.

**[Grounding: Art. 9 of the law of 07.08.2023]**

## **Article 9 – Left free Procedure for admitting new Members**

(1) To be eligible to become a Member of the Association, any aspiring party, organisation or individual needs to send an application to the Board of the Association to the address of the official seat. An email will suffice.

(2) The membership is granted, if the Council decides on it with a two-third majority. The Council shall give reasons for accepting or rejecting applications. As soon as the decision of the Council is valid and the new member has paid its membership fee, it may exercise all its rights and is bound to all obligations of its membership.

[Grounding: convenience, reuse article 9 for article's 10 text to not have a blank article in the statutes; consequently articles numbering is indented by -1]

## **Article ~~11~~ 10 – Change of name and mergers**

- (1) A Member that changes their name or merges with another political party/organisation must inform the Board.
- (2) The Board shall assess the degree of continuity of the new party/organisation with the Association's member and will decide on the confirmation of the membership status. This decision shall be confirmed by the Council. Both decisions require a two-third majority.
- (3) In case of confirmation of the continuity of the membership status; the member will be considered having accepted the Association's decisions applicable to the former member and will be responsible for all it's obligations vis-à-vis the Association, including financial.
- (4) In case of non-confirmation, the Council shall give reasons for the decision and the new party/organisation may submit a new application for membership.

**[Grounding: indented by -1 due to article 9 update]**

## Article 12 **11** – Resignation, Exclusion, Suspension, Loss of Membership and Death / Dissolution / Bankruptcy

[Grounding: indented by -1 due to article 9 update]

(1) Any member, whatever their identity, may at any time resign from the Association. The resignation must be notified to the Board by registered letter from a duly mandated person to the registered office of the Association **or through an email from a duly mandated person sent to the Board**. The resignation shall come into effect immediately or as otherwise specified in the letter of resignation, but the member resigning remains bound by all outstanding debts contracted with the Association until the end of the financial year in which the resignation came into effect.

[Grounding: convenience update]

(2) If a new Ordinary Member Party is superordinate to an existing Ordinary Member Party, the subordinate party shall automatically become an Observer Member Party.

(3) Any member may also be suspended or excluded by the Council on at least one of the following grounds:

- a) non-compliance with its obligations,
- b) non compliance with the criteria for membership.

(4) A suspended member is obliged to uphold its financial obligations to the Association. The suspended member may attend meetings of the Association but without voting rights. A suspended member can regain its membership if it complies with its obligations and the criteria for membership. Such compliance must be formally notified to the Board who then may recommend to the Council to lift the suspension.

(5) The exclusion of a member is also decided by the Council **with a two thirds majority vote of the members present or represented**. The exclusion comes into effect immediately after the decision of the Council but the excluded member remains bound by all outstanding debts contracted with the Association until the end of the financial year in which the exclusion came into effect.

[Grounding: Law of August 7, 2023 - Art 17 (2)]

(6) A proposal for suspension or expulsion of a member may be submitted by any Ordinary Member or the Board, but not more than once on the same grounds. All decisions on the suspension and exclusion of a member are taken by a three-quarter majority. The concerned members may not vote on such a decision. The names of the concerned parties, organisations or individuals on whose suspension or exclusion the Council will vote and the grounds on which the proposed suspension or expulsion is based shall be named in the agenda of the meeting and sent to all Council members with the invitation to the next

Council meeting. If this was not done, the non-attending Council members shall be allowed to send their vote on the suspensions and exclusions after the Council meeting. The concerned member shall have the opportunity to plead its case during the Council meeting and hand out a statement which shall be published with the minutes of the Council meeting. The suspension or expulsion decision sets forth the grounds on which the suspension or expulsion is based but apart from that, the decision does not need to be justified, but it shall give reasons. A copy of the letter shall be sent to the expelled member by registered letter, within 15 calendar days.

(7) A member's affiliation ceases automatically upon death, dissolution, disqualification, liquidation or in cases of temporary administration, court-ordered settlement or insolvency.

(8) Resigning, deceased/dissolved/bankrupt or excluded members and their successors or rightful claimants shall have no entitlement to the assets of the Association.

(9) They may not claim restitution or reimbursement of subscriptions paid or payments made.

(10) They may not demand or claim a report, statement of accounts, sealing or inventory.

## Article 13 12 – Membership Fees

[Grounding: indented by -1 due to article 9 update]

(1) A fee is requested of the ~~Ordinate~~ Ordinary Members. The amount of which is set annually by the Council on proposal of the Board represented by the Treasurer. The Treasurer will meet up with all the Ordinary Member Parties Treasurers to discuss the obligations of the member parties in regard to the annual fee in advance of the first Council meeting of the year. The Ordinary Member Parties have to hand out to the Treasurer a copy of their latest annual accounts in advance of the meeting. If no agreement can be reached, the Ordinary Member parties will pay the same fee as last year. Membership Fees are fixed in Euro (€, EUR); they are payable without deduction of incurred costs.

[Grounding: convenience]

(2) The annual Membership Fees of the Association's Ordinary Members consist of a basic fee and an additional part based on decision of the Council.

(3) The membership fee will be multiplied by the number of additional and supplementary votes of each Ordinary Member. Under no circumstances may the annual membership fee exceed EUR (€) 1000 per Ordinary Member.

[Grounding: Law of August 7, 2023 - Art. 3 (2) 4°]

(4) After the conditions listed in Art. 24 (Transitional Clause) are fulfilled, the Association will make a new decision about the details of determining the membership fees.

(5) Observer Members do not have to pay a fee. All members may further contribute by giving donations to the Association.

(6) Ordinary Members parties who do not meet their financial commitments will lose all voting and speaking rights within the organs and bodies of the association as well as their right to propose candidates for positions within the association, until they have paid off their arrears. A list outlining the current Membership Fees' situation is ~~be distributed~~ communicated at each Council meeting by the Treasurer.

[Grounding: convenience]

(7) Ordinary Members must pay their annual contribution within 3 months after invoicing. On request of the concerned Ordinary Member party the Council may allow them under special circumstances with a 2/3-majority of the votes cast to delay their annual contribution for up to one year or relieve them of the payment or a part of it. The Ordinary Member party concerned may not vote on such a decision.

[Grounding: convenience]

(8) If an Ordinary Member Party did not pay their due membership fee for two consecutive years until the first Council meeting of the second year, ~~they are deemed to have left the Association by resignation automatically~~ they automatically become an observer member at the first meeting of the Council of the second year, unless the Council decides otherwise after deliberation.

**[Grounding: convenience]**

## Article 13 14 - Composition and Powers of the Council

[Grounding: push article 13 to article 14 to allow for a new article 13 to be drafted; the article numbering offset stops from article 15 on]

(1) The Council is the highest decision making body of the Association.

(2) Council meetings are open to the public unless the Council itself decides otherwise for all or a part of the council meeting. This shall be the exception and may only be decided for reasons of protecting the data of an individual or for similar concerns.

(3) The Council shall consist of delegates representing Ordinary Members, the Pirate Group in the European Parliament and the Young Pirates of Europe (YPE) determined according to the Rules for the allocation of delegates and votes as provided for in Article 15. Non-voting representatives of Observer Members and Non-Voting-Delegates from Ordinary Members, and Members of the Board may participate as well.

(4) The Council:

- a) co-ordinates initiatives and activities consistent with the Association's Manifesto and agreed common policy and the Statutes of the Association;
- b) is responsible for the political agenda of the Association and adopts policy papers and resolutions;
- c) elects and recalls the Board and other representatives of the Association, if stated in these statutes;
- d) decides on the admittance, suspension and exclusion of Ordinary and Observer Members;
- e) advises the Pirate Group in the European Parliament on their decisions on the admission of MEPs who do not belong to a Member of the Association, after consultation with the national Pirate party concerned;
- f) supports and evaluates the Board's activities;
- g) ~~approves the budget, reports and accounts~~ approves the reports, the annual accounts, the budget or amending budget, and the discharge to be granted to the Board and the approved statutory auditor;  
[Grounding: convenience, better clarity]

- h) adopts and changes the Statutes of the Association;
- i) adopts Rules of Procedure
- j) decides on all other topics assigned to the Council in the Statutes
- k) approves all other fundamental decisions of the Association

(5) The Council may validly decide to dissolve the association or amend the statutes only in accordance with the provisions of Luxembourgish law of 21st April 1928 **August 7, 2023** on non-profit associations (ASBL) and foundations, as amended.

**[Grounding: update the reference to the law]**

(6) On the proposal of one-third of the Ordinary Members any member of the Board may be suspended or dismissed by the Council by a two thirds majority of the votes cast after debate in Council where the member is given adequate opportunity to present her/his case.

(7) The Council will meet at least once in a calendar year **during the first half of the year [Grounding: Law of August 7, 2023 - Article 18]**, more often if requested by at least ~~1/4~~ **a fifth** of the Ordinary Members or by a decision of the Board. Meeting may be in person or online. If the Council meeting is in person, remote participation of non-attending members shall be possible. The Board will prepare the meetings and invite all members by email at least one month before the date of the Council meeting. In urgent cases this time may be shortened to an appropriate length, **but not less than fifteen (15) days.**

**[Grounding: Law of August 7, 2023 - Article 12 (1)]**. The invitation to the Council meeting has to specify date, time, place and the draft agenda of the meeting. A link to a website with the agenda in the invitation shall be sufficient and necessary.

(8) Save in the cases provided for in ~~Articles 6 and 8~~ **Article 13 (2)** of the Luxembourgish law of 21st April 1928 **August 7, 2023 [Grounding: update the reference to the law]** on non-profit associations (ASBL) and foundations, as amended, the meeting may legitimately consider items not announced on the agenda, provided that **all present or represented members [Grounding: Law of August 7, 2023 - Article 13 (3)]** of the Council are **unanimous in their adoption** and ~~so agree at the meeting by a simple majority vote of all the voting Ordinary Members.~~

(9) Counter-proposals directly related to items on the agenda shall be published on the website containing the agenda and send by email to all Members preferably one week in advance of the meeting, but the meeting may also adopt proposals handed in until the voting by a simple majority vote of all the voting Ordinary Members. If they have been handed in a week in advance of the meeting, they are automatically admitted.

(10) Minutes of all Council meetings will be published on an appropriate website of the Association at the latest six **(6)** weeks after a Council meeting. The minutes shall entail all decisions of the Council and the votes of each Ordinary Member, the Pirate Group in the European Parliament and the Young Pirates of Europe (YPE).

**(11) Members may be represented by another member. [Grounding: Law of August 7, 2023 - Article 12 (3)]**

**(12) Members who participate in the general assembly by videoconference or by means of telecommunications allowing their identification are deemed present. [Grounding: Law of August 7, 2023 - Article 12 (3)]**

## Article 13 - Naming of organs, filing and publication of the Association's acts, information to be included in documents

**[Grounding: Use article 13 which is blank following the previous article amendment in order to provide clarity and guidance directly in the statutes, in light of the new law]**

(1) The Council or Council Meeting is the General Assembly ("Assemblée Générale" in french) and the Board is the Board of Directors ("Conseil d'Administration" in french) within the meaning of Article 4 of the Luxembourg law of August 7, 2023 on non-profit associations and foundations

**[Grounding: Law of August 7, 2023 - Art. 22]**

(2) The following documents shall be filed and published in accordance with the provisions of Title I, Chapter Vbis of the amended Law of 19 December 2002, in the Trade and Companies Register (RCS):

☐ Extracts of the documents relating to the appointment and termination of office of:

☐ a) the association's directors;

☐ b) the delegates for day-to-day management;

☐ c) the liquidators, and, if the liquidator is a legal entity, the designation or amendment to the designation of the natural person representing it for the exercise of liquidation powers;

☐ d) where applicable, the approved auditor.

☐ This extract will contain the precise indication of the surname and first name as well as the private or professional address of the persons referred to therein, or, in the case of a legal entity, the company name and the precise address of their registered office and, where applicable, the individual power of signature given to them by the competent body.

**[Grounding: Law of August 7, 2023 - Art. 20]**

(3) All documents, invoices, announcements, publications, and other documents issued by the association must contain the following information:

☐ a) the name of the association;

☐ b) the words "association sans but lucratif" reproduced legibly and in full or abbreviated as "a.s.b.l." placed immediately before or after the name;

☐ c) the precise address of the association's registered office; and

☐d) the words "Registre de commerce et des sociétés, Luxembourg" or the initials "R.C.S. Luxembourg" followed by the registration number.

**[Grounding: Law of August 7, 2023 - Art. 20]**

## Article 16 - Composition, Powers and **Meeting** of the Board

[Grounding: the Law of August 7 – Art. 6 defines Board Meeting practices; the title is updated to reflect this]

- (1) The Board consists of one Chairperson, two Vice-Chairpersons, one Treasurer, and up to five Board members.
- (2) The Board is responsible for the permanent political representation of the European Pirate Party, the execution of the Council's decisions and the activities of the European Pirate Party's office.
- (3) It is entitled to make political statements on behalf of the European Pirate Party based on the Council's decisions and the political agenda of the European Pirate Party and is politically responsible to the Council.
- (4) The Board is responsible for the management of the European Pirate Party within the budget and the guidelines approved by the Council. It reports annually to the Council on the activities of the Board and its members. This report shall also contain all political and organisational developments and policies of the European Pirate Party.
- (5) It shall ensure communication and coordination between the European Pirate Party Members and the other European Partners and promote cooperation on the European level as well as inter-party cooperation.
- (6) The Board is responsible for the organisation and convening of Board and Council meetings and the making and publishing of the minutes of those meetings.
- (7) The Board may table resolutions and amendments as well as contribute other items to the agenda of Council meetings.
- (8) Internal Regulations may be adopted by the Board to regulate its procedure and the tasks of its members. If Internal Regulations are adopted, they shall be sent to all the members. If Internal Regulations of the Board conflict with the Statutes, the Statutes shall prevail.
- (9) For the purposes of certain actions and duties or everyday management functions, the Board may transfer its powers to one or more members of the Board or even another person, who may or may not be a member of the Association. The powers of the said person(s) shall be defined precisely by the Board; the Board may at any time revoke these powers with immediate effect. **The delegation of daily management to is subject to prior authorization from the Council and imposes on the Board the obligation to report annually to the general meeting on the salaries, emoluments and any benefits allocated to the**

delegate.

**[Grounding: Law of August 7, 2023 - Art. 7 (4)]**

(10) Within one month of any change in the Members of the Board or those responsible for day-to-day management, the Board must complete the filing formalities for publication of these changes in the Trade and Companies Register (**RCS**).

(11) The Board shall determine the beneficial owners of the Association, and within one month of a change in beneficial ownership, must complete the filing formalities for publication of the association's beneficial owners in the Register of Beneficial Owners (**RBE**), in accordance with the amended law of January 13, 2019.

(12) The Board shall meet upon notice sent to the Board Members by mail or electronically at least eight days before the meeting. The agenda shall be attached to this notice.

(13) The Board Members may, by mail or electronically, authorize another Board Member to represent them at any meeting of the Board. A Board Members may only represent one other Board Member at a time. The mandate is valid for only one meeting.

(14) Board decisions shall be taken by a majority of the members present or represented.

(15) Unless otherwise provided in the statutes, Board Members participating in the Board meeting by videoconference or by telecommunications means allowing their identification shall be deemed present for the purpose of calculating the quorum and the required majority. These means must meet technical specifications that guarantee effective participation in the board meeting, the deliberations of which are broadcast continuously. A meeting held by such remote communication means is deemed to take place at the association's registered office.

(16) Decisions of the Board may be taken by unanimous consent of the Board Members expressed in writing in the case of time sensitive decisions which do not allow for a Board Meeting to take place or for a Council Meeting to convene. The decision shall be notified at the following Board Meeting and Council Meeting.

(17) Minutes shall be drawn up for each meeting and shall be signed by the person who chaired the meeting and, by the secretary. The minutes can be held electronically.

## Article 19 - Treasurer

(1) The main focus of this function is to supervise **and to write** the budget, **the amending budget** and the **annual** accounts and to exercise financial control. All payments are made by the Treasurer or the person authorized to make payments.

**[Grounding: convenience]**

(2) The Treasurer will initiate legal ways to enlarge the financial means of the Association.

(3) The Treasurer, and in his absence the Chairperson shall be empowered to accept, either provisionally or definitively, the gifts made to the Association and to complete all formalities necessary in order to acquire them.

(4) The Treasurer will initiate, monitor and publish financial protocols to ensure openness and transparency. The Treasurer shall report to the Council **Board** once every three months, **and at each meeting of the Council**.

**[Grounding: convenience]**

(5) The Treasurer shall be responsible for accounting requirements and control of donations, as described in **Chapter IV (Art. 18), Chapter V (Art. 19) of the Law of 7 August 2023 on non-profit associations and foundations, as well as** Articles 6 - 10 of Regulation (EC) No 2004/2003 and other relevant legislation.

**[Grounding: reference update to reflect the new text in force]**

(6) The Treasurer is responsible for the grant application to the European Parliament and the implementation and execution of the financial rules.

## Article 20a **21** - Code of Conduct Council

[Grounding: convenience]

- (1) Elections to the Code of Conduct Council are to be held at the same time as the PPEU board. 3 individuals are to be elected to the Code of Conduct Council. The appointment of the Council shall be done at a PPEU council meeting.
- (2) The Code of Conduct Council has mediation and assistance in the event of disagreement, conflict or communication as well as other matters relating to the conduct of the PPEU and its members.
- (3) The Code of Conduct Council is independent in its work.
- (4) Pirate affiliates, PPEU board and individual members can refer cases to the Code of Conduct Council and the Code of Conduct Council can also take action on their own initiative.
- (5) The Code of Conduct Council makes recommendations and decisions that it recommends the PPEU board to execute.
- (6) Upon choosing members of the Code of Conduct Council, special competence in human relations, independent working methods and general trust among members of the PPEU should be assessed. It is desirable that they have previously held confidential positions within their party or PPEU. Members of the Code of Conduct Council shall not perform any other held positions for the PPEU while they are members of the Code of Conduct Council.
- (7) The appointment of a member of the Code of Conduct Council is in keeping with the appointment time of the PPEU board.

## Article ~~21~~ 22 – Financial Provisions

[Grounding: convenience, due to the change of the previous article from 20a to 21]

- (1) The financial year of the Association shall run from 1 January to 31 December of the same year.
- (2) At the end of each financial year, the Board shall adopt the annual accounts for the past financial year and the budget for the next year in the manner provided for by law and shall then submit them annually for approval by the Council.
- (3) After approval of the annual accounts and the budget, the Council shall vote separately on granting discharge to the members of the Board. Within one month of their approval by the Council, the Board shall file and publish the accounting documents defined in paragraphs 3 to 8 of article 18 in accordance with Article 22, paragraph 3 of the Law of 7 August 2023 on non-profit associations and foundations.
- (5) At least two weeks before the annual Council meeting, the accounts and budget shall be communicated to the members of the Council, who may then ask to inspect, without removal, any of the documents on which these accounts and budgets are based.
- (6) A surplus shall be added to the assets of the Association and may not under any circumstances be paid to the members as a dividend or in any other way.
- (7) The Board shall ensure that the annual accounts and the other documents referred to in the law on not-for-profit associations are published within sixty (60) days on the PPEU wiki.

## Article ~~22~~ 23 – Reimbursement

[Grounding: convenience]

(1) The Council may decide to grant reimbursement of costs in relation with offices and functions fulfilled for the Association, if the financial situation of the Association allows. This decision will be made at the annual Council meeting together with the adoption of the budget for the next year.

(2) The Association will only reimburse the travel costs or accommodation costs or other costs relating to each meeting under presentation of original receipts and tickets. The original tickets/receipts for any event, including the Council meetings, must be send to the PPEU office before the last day of February of the year after the event. After that date, no reimbursement may be requested.

## Article ~~23~~ 24 – Audit

[Grounding: convenience, and wording clarity]

- (1) If, pursuant to the provisions applicable to, auditing of the financial condition, annual accounts and their regularity from the point of view of the law on not-for-profit associations and the status of transactions to be reflected in the annual accounts shall be entrusted to one or more **approved statutory** auditors according to Art. 24 (2).
- (2) The Council shall determine the number of **approved statutory** auditors and their remuneration. The **approved statutory** auditors shall be appointed for a renewable term of three years. The Council may revoke their mandates at any time, but have to appoint new **approved statutory** auditors at the same time. Any auditor appointed to replace an auditor who has resigned in the course of his term of office completes the latter's term.
- (3) The **approved statutory** auditors shall jointly or severally have an unlimited right to scrutinise any transactions of the Association. They may inspect on the premises the books, correspondence, minutes and generally any documents of the association.
- (4) The accounts of the Association are to be audited annually or as often as the law necessitates.
- (5) Until the conditions of the Art. **24 (1)** are met, the council shall elect one or more lay auditors. The regulations of Art. 24 (2) and (3) are applied accordingly.

## Article 24 **25** - Decision-making-Process

[Grounding: convenience]

(1) If not otherwise specified in these Statutes, all decisions taken by the Council or the Board will be decided by a simple majority of the votes cast.

(2) All votes will be public and published in the minutes of a meeting, including those for elections. They shall be done in writing, if appropriate. Votes done in writing are usually appropriate for the election of members of the Board. To fulfil the requirement of a written vote, an email or chat protocol will be enough. Abstentions will not be taken into account.

## Article 25 **26** – Change of Statutes

[Grounding: convenience]

(1) Proposals must be presented in writing by any means (electronic, paper or otherwise) to the Board which will transmit them to the Members of the Council for deliberation at least four weeks prior to the meeting at which the Council will deliberate and decide on those proposals. The proposed amendments to the Articles of Association must be attached to the notice calling the meeting of the Council. A reference to a website displaying the proposed changes of the Statutes would also be sufficient.

(2) Decisions regarding amendments to the Statutes can only be taken if there is an attendance quota of two-thirds of the members entitled to vote present or represented and shall be taken with a double majority of two-thirds of the votes cast by two-thirds of the Ordinary Members taking part in the voting, except for decisions on the Principles (Art. 4) and Objectives (Art. 5) where consent of all the Ordinary Council Members is necessary.

**(3) If two thirds of the members are not present or represented to decide on statutory changes at the first Council Meeting, a second Council Meeting must be summoned. The second Council Meeting must take place no earlier than 15 days after the first Council Meeting took place and its invitation must be sent at least 8 days before. This second Council Meeting shall deliberate and vote regardless of the number of present or represented members.**

[Grounding: Law of August 7, 2023 - Art 15 (4) & (5)]

~~(4) Any decision amending the Statutes shall be submitted to the Company Registrar (RCS Registre de Commerce et des Sociétés) and published according to the law.~~ **The statutes thus amended by the Council will be filed in their entirety within a maximum period of one month from their approval with a view to their publication, in accordance with the provisions of Title I, Chapter Vbis of the amended law of December 19, 2002 in the Trade and Companies Register (RCS).**

[Grounding: mention the requirement directly in the statutes for clarity]

## Article 26 **27** – Change of the Pirate Manifesto

[Grounding: convenience]

(1) The Pirate Manifesto combines the identified common policies of the member parties in a document representing the common policies of the Association and is an integral part of these Statutes.

(2) Any changes to the Pirate Manifesto will be following the same procedure as those to the Statutes.

## Article ~~27~~ 28 – Duration and Dissolution

[Grounding: convenience]

- (1) The Association shall be set up for an unlimited period of time.
- (2) The Association is not dissolved as a result of the death, dissolution or resignation of a member, provided the number of members is not less than five Ordinary Members.
- (3) In the event that European legislation provides for a different legal status for political parties and the Council of the Association decides to adopt such a status, the financial and other assets of the Association shall be transferred to the new legal entity upon the cessation of the activities of the Association.
- (4) Except in the event of judicial dissolution and automatic dissolution due to the requirements of the law, the association may be prematurely dissolved only by a decision of the Council acting in accordance with Chapter IX, Articles 20 23 to 28 of the Law of August 7, 2023 on Not-for-profit associations and foundations.
- (5) It may be dissolved by a four-fifth majority decision of the Council with an attendance quota of two-thirds of the members entitled to vote present or represented. If the quota is not reached, a new meeting of the Council shall be called no earlier than 15 calendar days after the first meeting. The second meeting of the Council shall be entitled to take valid decisions irrespective of the number of members with voting rights present or represented.
- (6) As from the moment the decision of dissolution is taken, the Association is required to mention at all times that it is 'in dissolution'.
- (7) In the event that the Association is dissolved, the Council shall decide by a simple majority of the votes cast on
  - a) the appointment, powers and remuneration of the liquidators,
  - b) the methods and procedures for the liquidation of the Association and
  - c) the destination to be given to the net assets of the Association. The net assets of the Association will have to be allocated to a non-profit purpose. They may be divided among the member parties according to their financial contributions.
- (8) All such decisions have to be duly filed and published according to the law.

## Article 28 **29** – Transitional Clause

[Grounding: convenience]

(1) Within 6 months from the day when the PPEU is recognised by the EU as a Political Party at the EU level an extraordinary convention shall convene to revise all statutes and in particular to decide on new paragraphes regulating

- a) membership fee and
- b) voting allocation for the Council.

(2) At the convention Ordinary Members will have the right to send delegates with voting rights according to the current statutes regulating voting rights in the Council.

(3) If no agreement on a change can be reached, the current regulation in the statutes will continue to apply.