

WAPES INPA

International Not for Profit Association
Statutes

2015



AMSEP WAPES AMSPE

World Association of Public Employment Services
Association Mondiale des Services d'Emploi Publics
Asociación Mundial de los Servicios Públicos de Empleo

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Chapter I - Name, Definition, Registered office and

Objectives

■ ARTICLE 01 – NAME

The association is an international not-for-profit association and is called in French "Association Mondiale des Services d'Emploi Publics", in abbreviated form "AMSEP", in English "World Association of Public Employment Services", in abbreviated form "WAPES" and in Spanish "Asociación Mundial de los Servicios Públicos de Empleo", in abbreviated form "AMSPE".

WAPES is an association governed by title III of the law of 27 June 1921 on not-for-profit associations, international not-for-profit associations and foundations. It also falls within the scope of application of the Belgian law on Public Procurement Contracts.

■ ARTICLE 02 – ORGANISATION

WAPES brings together, on a voluntary basis, national public-sector institutions and government departments with responsibility for the implementation of labour market policies or labour management. The main task of these institutions (widely called public employment services) is to ensure the absorption into employment of workers. The other tasks of these institutions may include placing young people or workers into training courses, vocational guidance, the production of labour market data, the management of unemployment insurance, the rehabilitation of human resources, the organisation of migratory flows, the management of special programmes for the promotion of employment and, sometimes, professional training and development.

■ ARTICLE 03 – REGISTERED OFFICE

WAPES shall have its registered office at 95 Rue de la Loi, 1040 Brussels, Belgium. The Executive Secretariat shall be based definitively in Belgium and is currently located at 95 Rue de la Loi, 1040 Brussels, Belgium.

■ ARTICLE 04 – OBJECTIVES AND ACTIVITIES

The objectives of WAPES and the activities it will pursue to achieve these objectives are:

- a. to foster contacts between the various member organisations;
- b. to promote exchanges of information and experiences on the activities of member organisations;
- c. to promote cooperation between members, and in particular between the most developed and the least developed member organisations;
- d. to provide services of common interest, such as surveys, studies, databank management, training and professional development;
- e. to organise congresses, conferences, meetings, workshops and seminars on themes of common interest to the majority or a specific group of member organisations.

■ ARTICLE 05 – CODE OF CONDUCT

WAPES shall refrain from adopting any positions or carrying out any activity of a political or ideological nature. It shall also refrain from interfering in national decisions concerning the functioning of public employment services and from making any declarations or behaving in a way that might be construed as interfering in the affairs of members and their social partners.

Chapter II – Membership

■ ARTICLE 06 – MEMBERSHIP ELIGIBILITY

6.1. Any national public or governmental body with responsibility for one, or more or all of the tasks relative to the management of employment or the implementation of labour market policies, as stipulated in Article 2, is eligible to join WAPES. Membership is granted at national level. When the various tasks relating to the management of employment are carried out by different national organisations, the organisation eligible to join WAPES will be the one entrusted with responsibility for the placement of workers.

The Director General (or the delegate) of the abovementioned organisation shall represent the member country.

6.2. In the countries where these tasks are delegated at sub-national level, such as provinces, territories, regions and autonomous communities, these entities may become associate members. Associate members shall not be entitled to vote at General Assemblies and are not eligible to hold office as a member of WAPES' decision-making bodies.

In the case of an application for associate membership, if the country is already represented by a member active within the Association (as defined in art. 6.1), the application must first of all be referred to and approved by the said active member. On the basis of this preliminary approval, the Managing Board shall ratify the application for associate membership status.

Moreover, all decisions relative to associate members shall be taken by the Managing Board.

The Association shall review the procedure for granting associate membership no later than 3 years after having introduced this new procedure in the new Articles of Association.

In order to ensure a representative distribution of members, the Internal Rules of Procedure shall determine any additional conditions for membership eligibility.

6.3. Private employment management organisations, employer organisations, trade unions and private individuals are not eligible to become members of the Association.

■ ARTICLE 07 – MEMBERSHIP APPLICATIONS

7.1. Any organisation satisfying the terms and conditions of article 6 of these Articles of Association may apply for membership by letter addressed to the President of the Managing Board, which shall rule on this application on the basis specified in the Internal Rules of Procedure.

7.2. Applications for membership imply acceptance by the candidate organisation of the provisions of these Articles of Association and the Internal Rules of Procedure.

7.3. The Association's members must pay a membership fee in respect of their WAPES membership.

■ ARTICLE 08 – RESIGNATION – EXCLUSION

8.1. Any member of the Association may resign at any time. Furthermore, the Internal Rules of Procedure may determine situations in which a member is considered automatically to have resigned.

The resignation and automatic resignation procedures shall be defined in the Internal Rules of Procedure.

Unless specified otherwise in the Internal Rules of Procedure, members shall submit their resignation by registered letter to the President of the Managing Board and their resignation shall become effective on the first day of the calendar month following the month in which notice of resignation was given to the President.

8.2. If a member fails to comply with the Articles of Association and/or the Rules of Internal Procedure or if it manages its affairs in a way that might discredit the Association, it may, on a proposal of the Managing Board or at the request of at least $\frac{1}{4}$ of the Association's members, be excluded from the Association by special decision of the General Assembly. The General Assembly adopting such a decision must be composed of at least $\frac{3}{4}$ of members and the decision to exclude a member must be taken by a majority of the members present.

A member liable to exclusion shall have the right to be heard by the General Assembly in advance of the vote on the proposed exclusion.

8.3. A full member having resigned or excluded from the Association shall not have any rights over the Association's assets. It may not claim reimbursement of any donations, grants or contributions whatsoever.

8.4. The procedure for replacing resigning members, pending the next General Assembly of the Association, shall be specified in the Internal Rules of Procedure.

Chapter III – Structure, Powers, Functioning

■ ARTICLE 09 – THE GOVERNING BODIES

WAPES' decision-making bodies are:

- the General Assembly;
- the Managing Board.

WAPES' management structures are:

- the President;
- the Vice-Presidents;
- the Treasurer;
- the Executive Committee;
- the Executive Secretary.

WAPES also includes the following structures:

- the Regional structures (if they have been formed);
- the Auditors.

■ ARTICLE 10 – COMPETENCES OF THE GENERAL ASSEMBLY

The General Assembly is the supreme authority of WAPES. It brings together all full members and has the following competences:

- a) to approve and amend the Articles of Association, the Internal Rules of Procedure and the Financial Regulations of WAPES;
- b) a. to approve the management report corresponding to the last three years;
b. to approve the accounts corresponding to the last year;
- c) to elect the President;
- d) to elect the members of the Managing Board;
- e) to elect, from among the Board members, five Vice-Presidents representing respectively one of the following geographical regions: Africa (sub-Saharan), Americas, Asia and Pacific, Europe; Middle East and Arab countries;
- f) to appoint the Auditors;
- g) to approve a general plan of future activities (including an overview of expenses and funding);
- h) to decide the exclusion of members;
- i) to take decisions concerning the winding-up of WAPES.

■ ARTICLE 11 – DECISIONS OF THE GENERAL ASSEMBLY

All decisions of the General Assembly are adopted on a proposal of the Managing Board.

Decisions relative to the competences mentioned under b), c), d), e) f) g), h) in article 10 above shall be taken by a simple majority. Decision relative to the competences mentioned under a), and i) shall be taken by a majority of two-thirds. If a member requests a secret ballot, its request shall be satisfied if it is accepted by the General Assembly by a simple majority.

■ ARTICLE 12 – MEETINGS OF THE GENERAL ASSEMBLY

An ordinary General Assembly shall be held every year in May or June. The agenda shall be determined by the Managing Board and communicated by the Executive Secretary to all members, in writing, at least one month before the General Assembly. The meeting may not deliberate on items on the agenda which have not been communicated in this way.

■ **ARTICLE 13 – EXTRAORDINARY MEETINGS**

If necessary, extraordinary General Assemblies may be held, either on a decision of the Managing Board or on a proposal of a simple majority of the full members. Notices convening such a meeting (or consultation by correspondence as provided for in article 15) shall be sent out or initiated by the Managing Board in the month following any such request. The agenda shall be communicated as stipulated in article 12.

■ **ARTICLE 14 – POSTAL VOTING**

When the Managing Board acknowledges that an ordinary or extraordinary General Assembly cannot be held in satisfactory conditions (in particular because of obstacles preventing the presence of a sufficient number of participants), the Managing Board may decide to request members to vote by post on the items on the agenda, determined and communicated on the basis specified in article 12. Votes must be sent by post, fax or email in pdf format and must be signed by the Director General or a person expressly mandated for that purpose.

Unless required otherwise by applicable law (chiefly the requirement for a majority of two-thirds of members present or represented to amend the Articles of Association or a decision to wind-up the Association), to be adopted, resolutions passed by postal ballot must obtain a majority of fifty percent of the votes cast.

The postal voting procedure shall be specified by the Managing Board in the Rules of Internal Order. This procedure shall be communicated to members at the same time as the agenda.

The decisions of the General Assembly shall be recorded in a register kept at the Association's registered office by the Executive Secretary, which shall make the said register available to members.

■ **ARTICLE 15 – WRITTEN PROCEDURE**

15.1. The General Assembly may also take decisions using a written procedure.

15.2. In such a case, the Board shall prepare a list of draft decisions on which the General Assembly is to be asked to vote and the President of the Association shall submit, on the instructions of the Board, the draft decisions and a voting form to each member's representative.

15.3. The voting form shall specify the technical arrangements of the voting procedure and the period during which voting is open ("Voting Period"), which shall be for a period of at least fifteen calendar days after the date on which the draft decisions were submitted to members. During the voting period, the President of the Association, or the Executive Secretary on the President's behalf, shall supervise the voting and the counting of votes cast by members.

15.4. Unless required otherwise by applicable law (chiefly the requirement for a majority of two-thirds of members present or represented to amend the Articles of Association or a decision to wind-up the Association), the quorum for the written procedure shall be considered to have been reached when the votes cast, including spoiled votes and abstentions, represent at least fifty percent of the votes.

15.5. Decisions taken using the written procedure for the General Assembly shall be adopted by a simple majority, except for decisions for which a special majority is required in accordance with article 16.3 of these Articles of Association.

15.6. The written procedure may be not be used when the General Assembly's decisions must be recorded in the form of a notarial deed.

■ **ARTICLE 16 – DELIBERATIONS**

16.1. Each member shall have one vote.

16.2. In order to deliberate validly, the General Assembly must have a quorum of half of its members present or represented. However, if the necessary quorum of half of the members is not present or represented at a General Assembly, a new General Assembly may be convened on the same conditions and shall decide definitively and validly on the agenda, irrespective of the number of members present or represented.

16.3. Unless required otherwise by applicable law (chiefly the requirement for a majority of two-thirds of members present or represented to amend the Articles of Association or a decision to wind-up the Association) or these Articles of Association, the decisions of the General Assembly shall be adopted by a simple majority of the members present or represented. In the event of a split vote, the President shall have the casting vote. Decisions shall be taken by an open vote. If a representative requests a secret ballot, the request shall be satisfied if it is accepted by the General Assembly by a simple majority. In the case of split vote, the President shall have the casting vote.

16.4. Each member may be represented at the General Assembly by another representative, by a special power of attorney, dated and signed. For the General Assembly, a proxy may not hold more than two powers of attorney. The powers of attorney shall be annexed to the minutes of the meeting.

16.5. The role of the Returning Officer is to organise nominations, elections and consultations and ensure the objectivity and reliability of the results of these nominations, elections and consultations. The Returning Officer is appointed by the General Assembly for a specific meeting of the General Assembly and acts on instructions from the General Assembly until completion of all the elections of the General Assembly and the first meeting of the Managing Board. The representative of the ILO (International Labour Office), in its capacity as official observer (pursuant to article 32), shall be appointed Returning Officer.

■ **ARTICLE 17 – COMPOSITION OF THE MANAGING BOARD**

The Managing Board consists of the President and of 16 members elected by the General Assembly for a term of office of three years.

Their mandate is renewable. The composition of the Managing Board must reflect, insofar as possible, the composition of the General Assembly, in relation in particular to the different regions in the world from which the full members are drawn. It is the responsibility of the Managing Board meeting, which precedes the General Assembly, to propose to the latter candidates for the positions of President, the 5 Vice-Presidents and other members of the Managing Board.

The Treasurer is elected by the Managing Board for a period of three years.

In addition, the Executive Secretary serves as ex-officio on the Managing Board, but does not take part in votings. His/her nomination is regulated in the internal and financial regulations.

The General Assembly may point among its members a President of Honor who takes part in the meetings of the Managing Board but not have the right to vote.

■ **ARTICLE 18 – COMPOSITION OF THE EXECUTIVE COMMITTEE**

The Executive Committee consists of the President, the Vice-presidents, the Treasury and the Executive Secretary. The Executive Secretary shall assist but not take part in votings.

■ **ARTICLE 19 – MEETINGS OF THE MANAGING BOARD AND THE EXECUTIVE COMMITTEE**

The Managing Board shall meet at least once a year in a member country which is convenient for the members or which has advantages for dealing with relevant Public Employment Services issues. Decisions of the Managing Board shall be adopted by a simple majority of members. In the event of a split vote, the President shall have the casting vote. Voting shall normally be organised by a show of hands. However, a secret ballot may be organised if requested by at least five members. If members of the Managing Board are unable to meet, voting may be organised by post, fax or email in pdf format. Votes must be transmitted by post, fax or email in pdf format and must be signed by the Director General or a person expressly mandated for that purpose.

The Managing Board shall determine its other operating procedures in the Rules of Internal Procedure. The text of these rules, as well as any subsequent amendment, shall be sent to all members.

The Executive Committee shall meet at least once a year, between Board meetings, in a member country which is convenient for the members or which has advantages for dealing with relevant PES issues.

■ **ARTICLE 20 – MANDATES OF THE MANAGING BOARD**

The Managing Board shall have the following mandates:

- a. to represent WAPES with regard to third parties;
- b. to approve the membership applications of new WAPES members;
- c. to ensure that WAPES is efficiently managed and ensure the implementation of the decisions adopted by the General Assembly;
- d. to determine the amount of membership fees to be paid by members (for each of the categories defined in article 30) and inform members accordingly;
- e. to propose the exclusion of members;
- f. to propose the winding-up of WAPES;
- g. to draw up the Articles of Association and propose their adoption or amendments, where applicable;
- h. to draw up draft Internal Rules of Procedure and Financial Regulations for WAPES (or their amendments) for adoption;
- i. to draw up a management report on previous activities;
- j. to propose a general plan of future activities (including an overview of expenses and funding);
- k. to approve an annual activity programme (including an annual activity programme for the various regions);
- l. to approve an annual budget;
- m. to take all decisions or measures necessary for the implementation of the duly approved activity programme, including the recruitment of staff for the

Executive Secretariat;

- n. to take all decisions or measures necessary to obtain funds or non-financial resources for the accomplishment of specific activities;
- o. to purchase the necessary equipment or material and conclude contracts for the implementation of duly approved activities;
- p. to convene extraordinary General Assemblies.

■ **ARTICLE 21 – OBLIGATIONS OF THE MANAGING BOARD**

The Managing Board must:

- a. set up an Executive Committee, consisting of the President, the Vice-Presidents, the Treasurer and the Executive Secretary, to supervise WAPES' activities between Board meetings;
- b. mandate its President to assume, in consultation with the Executive Committee, the responsibilities set out in points a), b), c), e), m), n), o) and p) of article 20 above;
- c. mandate the Executive Committee to carry out the preparatory work relative to the responsibilities set out in points e), f), g), h), i), j), k) and l) of article 20 above that are the prerogative of the Managing Board as a whole;
- d. request the President, at its regular meeting (and annually in the management report) to report to the Managing Board, on behalf of the Executive Committee and the President, on the activities, budget and decisions taken, pursuant to article 20.

In addition to the abovementioned obligations, the **President** must:

- a. take the initiative and propose strategies for the development of WAPES;
- b. ensure that the Association's affairs are managed efficiently by the Executive Secretary;
- c. take decisions on grants provided for in the Financial Regulations.

The President may authorise the recruitment of staff as necessary, either via a secondment procedure or by recruitment.

In addition to the abovementioned obligations, each of the **Vice-Presidents**, in cooperation with the member countries of the regions that he or she represents, must develop and establish work methods:

- a. propose annual activity programmes for the region that he/she represents;
- b. plan the implementation of the activity programmes of the region that he/she represents;
- c. report to the President on the activities carried out in the region that he/she represents (in particular in the annual management report);
- d. cooperate, on the above questions, with the Executive Committee, the Executive Secretary and the members of the region that he/she represents.

In addition to the abovementioned obligations, the **Executive Committee** must:

- a. take the initiative and propose strategies for the development of WAPES;
- b. follow-up decisions taken by the General Assembly and the Managing Board;
- c. support the planning and implementation of the regional activities;

- d. prepare a proposal for the legal basis in the framework of preparations for the transfer of the Executive Secretariat to another country.

■ **ARTICLE 22 – EXTERNAL REPRESENTATION**

Subject to the general power of representation of the Managing Board in accordance with article 21 a, all documents and procedures binding the Association must be signed by the President and the Treasurer and the Executive Secretary, acting jointly, and without the obligation to justify their powers to third parties.

■ **ARTICLE 23 – THE TREASURER’S ROLE**

In addition to his or her role in the decisions and in supporting the work of the President set out above, the Treasurer is authorised to collect membership fees, contributions for specific activities and to make payment for services provided to the Association.

He or she shall have responsibility for preparing and applying the budget and reporting on an ongoing basis to the President on his or her management and the nature and amount of sums credited and debited. In addition, the Treasurer shall report annually to the Managing Board (participation in the management report).

■ **ARTICLE 24 – THE EXECUTIVE SECRETARY’S ROLE**

The Executive Secretary must implement the organisation’s scheduled activities, in particular it must:

- a. participate in the preparation of the management report, which consists of the reports of the President, the Vice-President, the Executive Committee, the Treasurer and the Executive Secretary, and which is presented by the Managing Board to the General Assembly;
- b. support the work of the President, the Vice- Presidents, the Executive Committee and the Treasurer;
- c. prepare and supervise the implementation of the activities and programmes decided;
- d. organise the support activities for WAPES’ actions and report regularly to the President and the Vice- Presidents;
- e. publish written information;
- f. manage WAPES’ website;
- g. ensure communication with the member countries.

The Executive Secretary shall manage the work of the Executive Secretariat. The Executive Secretary shall report on an on-going basis to the President. In addition, the Executive Secretary must submit an annual report to Managing Board on the activities carried out (participation in the management report).

■ **ARTICLE 25 – THE AUDITORS**

The General Assembly must appoint two Auditors for a period of three years. Each Auditor must be a member of WAPES, without necessarily having to be a member of the Managing Board. Their appointments are renewable.

The Auditors are accountable solely to the General Assembly and must report to the latter on the sound financial management of WAPES’ affairs.

The Auditors must have access to all WAPES’ documents and to all people working officially for WAPES.

The reimbursement of expenses shall be subject to the provisions of the Articles of Association concerning members of the Managing Board (see article 29 of the Articles of Association).

■ **ARTICLE 26 – REGIONAL GROUPINGS**

Full members from a homogeneous geographical region may wish to set up a regional grouping, with its own regional secretariat. The following General Assembly shall be requested to confirm any such decision.

The regional grouping may carry out exchange and research activities of interest to the countries concerned. The orientations of future activities of regional groupings shall be approved by the General Assembly. Regional groupings shall bear the cost of their activities.

Chapter IV – Financial Provisions

■ **ARTICLE 27 – THE ASSOCIATION’S FUNDING**

WAPES is a financially self-sufficient organisation. It is financed by the membership fees of member institutions, income from its publications and technical services, grants, donations and legacies, interest on bank accounts, if applicable, and any subsidies that it may receive.

■ **ARTICLE 28 – VOLUNTARY WORK**

The Managing Board accomplishes its work on a voluntary basis. The expenses incurred as a result of participating in meetings of the General Assembly, the Managing Board and the Executive Committee shall be borne by the member institutions.

■ **ARTICLE 29 – EXPENSES**

Material, communication and mission expenses relating to the functioning of the Executive Secretariat, travel and accommodation expenses incurred in connection with the implementation of a project or a specific technical activity carried out by the President, the Vice-Presidents, the Executive Secretary or a member of the Executive Secretariat, the Treasurer or a Board member as well as the costs in connection with the implementation of a technical activity (workshop, database, cooperation mission, training course, etc.) may, if applicable, be covered by a lump sum decided by the Managing Board and charged against WAPES’ budget, with the President’s authorisation. The President’s expenses shall be authorised by one of the Vice-Presidents, nominated by the Managing Board.

■ **ARTICLE 30 – MEMBERSHIP FEES**

Full members shall pay a membership fee determined by the Managing Board. The amount of the membership fees shall be determined on the basis of the following criteria:

1. the Gross Domestic Product (GDP) per capita of the country of the member organisation;
2. the size of the organisation on the basis of the number of its full-time employees;
3. the number of inhabitants of the country of the member organisation.

The amount of the membership fee must be set for the following six classes:

- Class 1: GDP per capita less than 2,000 dollars
- Class 2: GDP per capita between 2,000 and 4,999 dollars
- Class 3: GDP per capita between 5,000 and 7,999 dollars
- Class 4: GDP per capita between 8,000 and 14,999 dollars
- Class 5: GDP per capita equal to or higher than 15,000 dollars (population less than 30 million inhabitants)
- Class 6: GDP per capita equal to or higher than 15,000 dollars (population more than 30 million inhabitants)

Member organisations shall be reclassified, whether or not in an immediately lower or higher class, in the following cases:

- Member organisations having between 100 and 400 employees in the Public Employment Service move into the immediately lower class.

- Member organisations having less than 100 employees in the Public Employment Service move down two classes.
- Member organisations having more than 10,000 employees in the Public Employment Service move into the immediately higher class.
- Member organisations of countries having less than 4 million inhabitants move into the immediately lower class.
- Member organisations of countries having more than 100 million inhabitants move into the immediately higher class.

In a Federal state, the number of civil servants includes the total number of full-time employees in the federation's various states.

In a member country where the Public Employment Services are regionalised, the number of employees includes the total of full-time employees in all the various regions.

■ **ARTICLE 31 – PENALTIES FOR THE NON-PAYMENT OF MEMBERSHIP FEES**

If a full member has not paid its membership fees during a three year period, its exclusion may be pronounced by the General Assembly.

Chapter V - Relations with the International Labour Organization (ILO)

■ **ARTICLE 32 – THE INTERNATIONAL LABOUR ORGANIZATION**

The ILO is an official observer of WAPES. As co-founder of WAPES, the ILO is participating in the General Assembly, the Managing Board and the Executive Committee. Other official international organisations may also become observers with the approval of the Managing Board.

Chapter VI – Winding-Up

■ ARTICLE 33 – WINDING-UP

33.1. In order to deliberate on the winding-up of the Association, the General Assembly must have a quorum of 2/3 of members. However, if a General Assembly does not have the necessary 2/3 quorum, a new General Assembly shall be convened on the same conditions as above and shall decide definitively and validly on the agenda, irrespective of the number of members present or represented.

33.2. The winding-up of the Association may be pronounced by a majority of 2/3 of the members of the General Assembly on a reasoned proposal of the Managing Board. To be admissible by the General Assembly, the proposal must be supported by 2/3 of the members of the Managing Board. The Managing Board shall propose to the General Assembly, at the same time as the principle of the Association being wound up, the conditions for the transfer of assets.

33.3. If a decision is taken to wind up the Association, the General Assembly shall appoint one or more liquidators and shall determine their powers and their remuneration.

33.4. In the event of liquidation, the General Assembly shall determine the breakdown of the remaining assets, after the settlement of all liabilities, to be transferred to another association with a similar object.

33.5. The dissolution takes effect 90 days after the chairperson of elections has noted and published the General Assembly's vote.

Chapter VI – Financial Year – Annual Accounts

■ ARTICLE 34 – FINANCIAL YEAR – ANNUAL ACCOUNTS

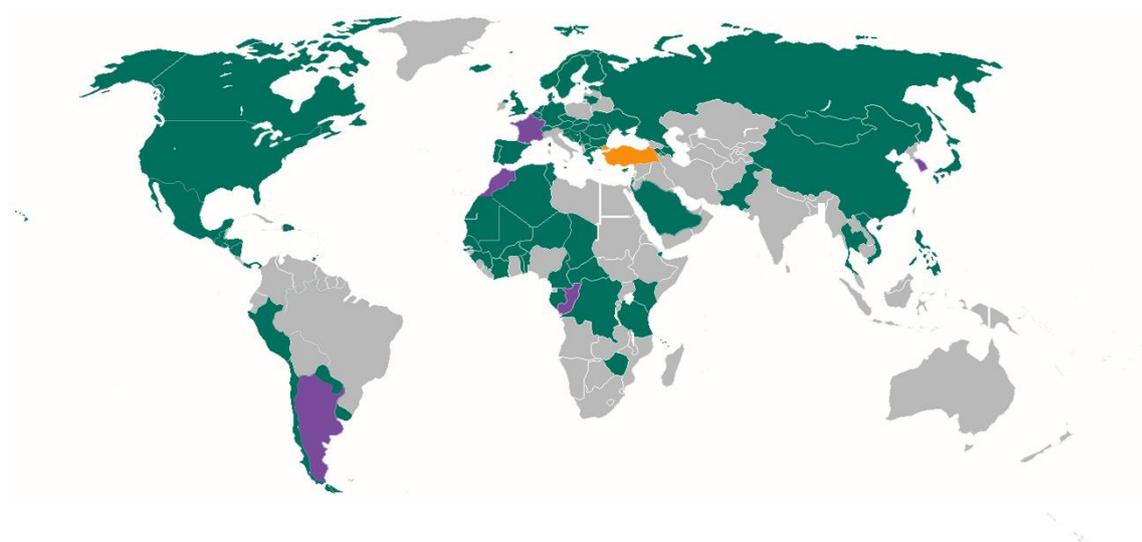
34.1. The financial year shall begin on 1st January and end on 31 December every year.

34.2. The Executive Committee shall draw up every year the annual accounts for the previous financial year, as well as the budget for the next financial year.

34.3. The General Assembly shall approve the annual accounts and the budget at the following meeting. This meeting shall be held within 6 months after the end of the financial year.

34.4. The Executive Committee shall file the annual accounts with the clerk of the commercial court in the judicial district where the Association has its registered office.

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