

## **CFE INPO - CONSTITUTION / STATUTES**

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## Contents

<b>TITLE I: DESIGNATION, SEAT, PURPOSE AND DURATION</b> .....	<b>4</b>
Article 1: Designation .....	4
Article 2: Seat.....	4
Article 3: Purpose.....	5
Article 4: Duration .....	6
<b>TITLE II: MEMBERS OF THE CFE</b> .....	<b>7</b>
Article 5.....	7
Article 6: Members .....	7
Article 7: Conditions for the acceptance of Members.....	8
Article 8: Observers.....	9
Article 9: Conditions for the acceptance of Observers .....	10
Article 10: Acceptance .....	10
Article 11: Withdrawal .....	10
Article 12: Exclusion.....	10
Article 13: Guests.....	11
Article 14: Participation in voting .....	11
<b>TITLE III: GENERAL ASSEMBLY</b> .....	<b>11</b>
Article 15: Competence .....	11
Article 16: Delegates .....	13
Article 17: Composition .....	13
Article 18: Convention - Place of meeting.....	13
Article 19: Votes.....	14
Article 20: Meeting - Minutes.....	15
Article 21: Dissolution of the CFE.....	15

<b>TITLE IV: EXECUTIVE BOARD .....</b>	<b>15</b>
Article 22: Competence .....	15
Article 23: Composition .....	16
Article 24: Election .....	16
Article 25: Sequence of State .....	17
Article 26: Meeting – Minutes – Quorum of presence – Quorum of voting – Representation of the CFE vis-à-vis third parties, in transactions and in front of the courts .....	18
<b>TITLE V: COMMITTEES .....</b>	<b>19</b>
Article 27: Fiscal Committee .....	19
Article 28: Professional Affairs Committee .....	19
Article 29: Tax Technology Committee .....	20
Article 30: Ad hoc Committees .....	21
<b>TITLE VI: BUDGETS, ACCOUNTS, GENERAL PROVISIONS .....</b>	<b>21</b>
Article 31: Financial contributions .....	21
Article 32: Accounts .....	22
Article 33 .....	22
Article 34: Auditor of the accounts .....	22
Article 35: Election .....	23
Article 36: Reports .....	23

## STATUTES

### **TITLE I: DESIGNATION, SEAT, PURPOSE AND DURATION**

#### **Article 1: Designation**

The INPO takes the designation of « Confédération de Groupements de Conseils Fiscaux Européens operating as Confédération Fiscale Européenne », in abstract « the CFE », and is designated hereafter as « the CFE ». It may also use the name CFE Tax Advisers Europe.

The CFE is governed by the provisions of Book 10 of the Code of Companies and Organisations on the international non-profit organisations (articles 10:1 to 10:11).

Note that the word he in these statutes should be taken to include the word she wherever it occurs.

#### **Article 2: Seat**

The seat of the CFE is established in 1150 Brussels, avenue de Tervuren, 188 A, in the Brussels Region.

By derogation from article 15 of the present statutes, the seat may be transferred to any other place of the Brussels Region by decision of the Executive Board taken according to its normal deliberation mode, to be published in the Annexes to the Belgian Official Gazette and to be deposited in the file open at the office of the clerk of the relevant court of commerce within one month as from the date of the decision.

### **Article 3: Purpose**

The CFE will pursue the following non-profit purposes of international interest:

The purpose of the CFE is to bring together all tax advisers' organisations of all European States and to enhance the structuring and operation of the tax systems, securing and maintaining the rights of taxpayers and ensuring the continuing role and rights of tax advisers.

The aims the CFE proposes to implement to achieve its goals include in particular the following ones:

- a) The contribution to the development of the national laws governing the profession, in particular to achieve the protection of each national tax advisers' title in Europe, to act for the recognition of the tax advisers' right to represent their clients on tax matters before financial and judicial authorities and tax courts as well as before any other national, international or supranational authorities;
- b) The exchange of information about national tax laws and the development of the tax law in Europe;
- c) Maintaining relations with the authorities, national and international bodies, and in particular to bring to the authorities of the European Union the experience of practitioners of all areas of taxation and of professional law;
- d) Information to the public about the services that tax advisers provide;
- e) The facilitation of co-operation in all areas which are of common interest to tax advisers of the European Member States, both inside and outside the European Union;

- f) More generally, the intervention at every opportunity to seek to provide the best possible conditions for the tax advisers to carry out their profession;
- g) The development of strong relationships with professional bodies outside Europe in order to facilitate the exchange of information and co-operation on projects of mutual interest and benefit including, in particular the Asia-Oceania Tax Consultants' Association (AOTCA) which represents professional bodies in Asia and Oceania;
- h) To seek to have the opinion of tax advisers taken into account both within Europe and, where appropriate, worldwide on policy issues relating to tax matters.

The CFE is an international organisation; therefore it does not involve itself in the resolution of national differences. CFE Members of the same State must agree amongst themselves on all questions when required.

It may perform all acts relating directly or indirectly to its purpose. It may in particular provide assistance and show interest in any activity similar to its purpose.

#### **Article 4: Duration**

The CFE is established for an indefinite duration and may be dissolved at any time in accordance with article 21 of the present statutes.

## **TITLE II: MEMBERS OF THE CFE**

### **Article 5**

The association is composed of Members and of Observers, professional organisations incorporated in accordance with the law and customs of the State under which they are coming.

The first Members are the attendees of the incorporation deed.

### **Article 6: Members**

1. Members can only be professional organisations established or operating in one or more European States whose individual members act as tax advisers, i.e. where tax advisory is their main professional occupation, where it is an integral part of their main professional occupation or where it is an element (though not necessarily an integral part) of their main professional occupation.
2. Tax advisory means the preparation and submission of tax returns, advice on tax planning, representation and defense of tax payers before authorities and courts, and provision of overall advice in the area of taxation and related matters. The concept of tax advisory can be narrower or broader depending on the national regulations.

Additionally, the term “tax adviser” includes individuals who hold an appropriate qualification in taxation (as per Article 7) and whose main occupation is concerned with taxation including, but not limited to, academics, tax directors of listed or private companies and employees of CFE Member Organisations.

3. Professional organisations with different types of individual members, some of whom are tax advisers and some of whom are not, may join the CFE as a Member for the benefit of their individual members who act as tax advisers.

For the avoidance of doubt, the provision of tax advisory services through a corporate entity, which is itself a Member of a qualifying professional organization, shall be taken as satisfying the requirements of this Article as if the corporate entity were an individual.

#### **Article 7: Conditions for the acceptance of Members**

1. Professional organisations which apply for membership to the CFE must produce the following documents, in writing (letter, fax or electronic mail), to the Secretary General:
  - a copy of their statutes; these must foresee for the admission of their members a university or similar education;
  - evidence of their legal existence;
  - for the last two years:
    - the financial statements (balance sheet and profit and loss account) or
    - the profit and loss account with the summary of assets and liabilities as well as the management accounts.
2. It may be required that the aforementioned documents be produced in English translation.



3. The General Assembly may require that professional organisations belong to the CFE as Observers for up to five years before they are accepted as Members.
4. Applications from professional organisations of States already having one or several organisations as Members of the CFE will be brought to the attention of the said Member Organisations who will be consulted by the Executive Board before the application is presented to the General Assembly for decision.

#### **Article 8: Observers**

1. Observers can only be professional organisations desiring to become Members of the CFE
2. Observers must fulfil the membership conditions either from the beginning or at the latest within five years.
3. It is also possible for a Member to revert to Observer status with the approval of the General Assembly. Notwithstanding the provision of clause 2, a Member may, by providing written notice of 3 months to the Secretary General, request to give up member status and become an Observer which will require the approval of the General Assembly following the giving of such notice, and will be effective from the beginning of the next financial year. A member who reverts to observer status must reapply to become a Member within 5 years.

In any financial period there cannot be more than 3 members who have reverted to observer status.

A member who reverts to observer status and fails to reapply to become a member within 5 years shall leave CFE.

### **Article 9: Conditions for the acceptance of Observers**

Before being accepted as Observer, the applying professional organisations have to submit to the Secretary General, in writing (letter, fax or electronic mail), at least one copy of their statutes as well as the description of the required education background and the area of activity of the represented members of the profession. These documents may be required to be produced in English translation.

### **Article 10: Acceptance**

The acceptance of a Member or an Observer is decided by the General Assembly.

### **Article 11: Withdrawal**

Members and Observers may resign from the CFE. Notice of withdrawal must be given to the Secretary General in writing (letter, fax or electronic mail) before 30th June of any year, with effect as of 31st December of the same year. The full contribution for the year of withdrawal is due, as per article 31.

### **Article 12: Exclusion**

Members and Observers may be excluded from the CFE by the General Assembly when they no longer constitute a professional organisation whose members act mainly and independently as tax advisers, or when they infringe the statutes of the CFE or do not comply with their financial obligations.

### **Article 13: Guests**

1. Organisations or individuals who are interested in the work of the CFE or in whose work the CFE is interested in may be invited by the Executive Board or the General Assembly to attend meetings. The invitation may be given for one or several meetings.
2. Former Delegates can be invited by the Executive Board to attend the meetings of the General Assembly.

### **Article 14: Participation in voting**

1. Only Members may vote at the General Assembly and at the Committees of the CFE as referred to under the articles 27 to 29 of these statutes.
2. Only Members of the organisations of Member States of the European Union may vote on issues which concern exclusively the European Union.
3. The principle "one vote per State" applies to all votes.

However, in the case of resolutions with financial implications and particularly with regard to article 15 – 2 c), d) and e), the number of votes per State is determined by the amount of annual contribution paid by the Members of each State.

## **TITLE III: GENERAL ASSEMBLY**

### **Article 15: Competence**

1. The General Assembly is the governing body of the CFE. Certain of its administrative and management responsibilities may be delegated to the Executive Board.

2. In particular, the General Assembly:
  - a) elects the President, the three Vice-presidents, the Treasurer, the Secretary General, the Chair of the Fiscal Committee, the Chair of the Professional Affairs Committee and the Chair of the Tax Technology Committee and revokes them if necessary;
  - b) elects the Auditor and its substitute;
  - c) adopts the management report of the Executive Board;
  - d) approves the accounts of the past year and the budget for the following year;
  - e) fixes the contributions;
  - f) receives the report of the Auditor;
  - g) discharges the Executive Board;
  - h) accepts and excludes Members and Observers;
  - i) adopts all statutory amendments, except for what is stipulated above with respect to the registered seat;
  - j) decides upon the dissolution of the association;
  - k) decides upon the place of the meeting of the General Assembly;
  - l) sets up the Fiscal Committee, the Professional Affairs Committee, the Tax Technology Committee and, if necessary, the ad hoc Committees;
  - m) designates and dismiss, if necessary, an auditor and fixes his remuneration.
  
3. The General Assembly shall discuss important questions and give its recommendations to the Executive Board. In particular it shall consider on matters affecting the tax profession and the strategy of the CFE.

## **Article 16: Delegates**

1. The Members and Observers must appoint Delegates to the General Assembly, the Fiscal Committee, the Professional Affairs Committee and the Tax Technology Committee according respectively to the number of seats available to the country, at their free appreciation.
2. The names and details of said Delegates are to be transmitted in writing to the Secretary General by the Members and Observers who holds the relevant list of Delegates.
3. The Members of each State must agree amongst themselves, which Delegates are sent and which one is empowered to cast the vote of the State. The name of said Delegate is also to be transmitted in writing to the Secretary General.
4. The meetings of the General Assembly, the Fiscal Committee, the Professional Affairs Committee and the Tax Technology Committee can be attended only by Delegates who master active and passive English.

## **Article 17: Composition**

1. The Members of each State send up to six Delegates to the General Assembly.
2. Observers send up to two Delegates to the General Assembly.

## **Article 18: Convention - Place of meeting**

1. The General Assembly shall meet twice a year: during the first half of the year in Brussels and during the second half of the year at a place decided according to paragraph 3.

2. An invitation and the agenda shall be sent out in writing (letter, fax or electronic mail) by the Secretary General at least 20 days before the meeting.
3. Upon proposal of a Member organisation, the General Assembly shall decide the place of the event at the latest 2 years prior to the meeting. In case the General Assembly did not take a decision at this time the Executive Board will do it.
4. In addition the General Assembly may be convened by order of the Executive Board either on its own initiative or upon the request of one third of the States with Members in the CFE. Such extraordinary meetings should in principle take place in Brussels.

#### **Article 19: Votes**

1. The quorum for the General Assembly is attendance by at least one half of the States represented by Members of the CFE.
2. The General Assembly takes its decisions at the simple majority of the States represented at the meeting.
3. However, for decisions covered by article 14, paragraph 3, 2<sup>nd</sup> line, the quorum and simple majority are calculated according to the number of votes held by the Members of each State as specified in article 31 - 2
4. In spite of the provision of the previous paragraph, a qualified majority of two thirds is required for the following decisions:
  - amendment of the statutes;
  - transfer of the seat outside the Brussels Region;
  - exclusion of a Member;
  - dissolution of the CFE.

## **Article 20: Meeting - Minutes**

1. The President acts as Chair of the meeting; in the event of his absence the First Vice-president, in the event of the absence of the President and the First Vice-president, the Second Vice-president, in the event of absence of the latter, the Third Vice-president, otherwise a Member of the Executive Board shall replace him.
2. Minutes shall be kept and signed by the Chair of the meeting and the Secretary General, and shall be sent in writing (letter, fax, electronic mail) to all Members and Observers.
3. A list of presence shall be circulated and signed by each Delegate; this list shall be attached to the minutes.
4. The delegates of the Members of the General Assembly are entitled to vote on the minutes of the meeting.

## **Article 21: Dissolution of the CFE**

The General Assembly will decide on the method of dissolution and the conditions of the liquidation of the CFE. The net assets remaining after liquidation will be remitted to a private non-profit organisation pursuing a purpose similar to the one of the CFE.

## **TITLE IV: EXECUTIVE BOARD**

### **Article 22: Competence**

1. The Executive Board is in charge of the current business of the CFE and reports to the General Assembly.
2. Tasks may be allocated to the Members of the Executive Board.
3. The Executive Board shall propose and update strategy for the approval of the General Assembly and, when approved, is responsible for the implementation of that strategy.

### **Article 23: Composition**

1. The Executive Board is composed of at least 9 persons:
  - the President;
  - the First Vice-president;
  - the Second Vice-president;
  - the Third Vice-president;
  - the Treasurer;
  - the Secretary General;
  - the Chair of the Fiscal Committee;
  - the Chair of the Professional Affairs Committee;
  - the Chair of the Tax Technology Committee.
  
2. All members of the Executive Board must be tax advisers as defined in Article 6.2 and a majority of the Board must be practising tax advisers.

### **Article 24: Election**

1. a) The President shall be elected by the General Assembly for a term of two years and could be re-elected twice for another term of 2 years. At the time of the election, the President must be a member of the Executive Board, work as a practising tax adviser and be a citizen of a European State.
  
1. b) The three Vice-presidents shall be elected by the General Assembly for a term of two years. They shall be eligible for re-election for two equal terms. At the time of election they must have been a Delegate of a Member organisation in the General Assembly or a committee or an Executive Board member of the CFE for the prior 2 years.
  
2. The Chairs of the Fiscal Committee, the Professional Affairs Committee and the Tax Technology Committee shall be elected by the General Assembly on the recommendation of the respective committees for a period of two years. They shall be eligible for reelection for one equal term. At the time of the election they must have been active Delegates of the respective Committees for a period of at least one year.



3. The Secretary General and the Treasurer shall be elected for a term of two years; they shall be eligible for re-election for subsequent terms.
4. The number of members of the Executive Board delegated by Members from any State is limited to two. In cases where more than 2 individuals from one State are eligible for election, the Member or the Members from that State shall decide which positions shall be filled by individuals from that State. In the absence of a decision at State level, the 2 individuals elected first shall hold office.
5. Each term of office shall start on 1st January and end on 31st December.
6. The term of office of a Board member may end prematurely because of dismissal taken by the General Assembly, death or legal incapacity of the office holder, or in the event of his resignation. In these above cases the office shall be filled by election for the remainder of the term at the next General Assembly.

#### **Article 25: Sequence of State**

1. The President and the three Vice-presidents must come from 4 different States and no more than two of them shall come from a country outside of the European Union; the latter are not allowed to follow one another.
2. The President shall not come from the same State as his predecessor. Before their entry into office the Vice-presidents must have belonged to professional organisations, which have been Member of the CFE for a period of 3 years at the time of the Vice-presidents' election. In this respect, the time spent as an Observer is not taken into account.

**Article 26: Meeting – Minutes – Quorum of presence – Quorum of voting – Representation of the CFE vis-à-vis third parties, in transactions and in front of the courts**

1. The President convenes the Executive Board in writing (letter, fax or electronic mail) when necessary at least 7 days before the meeting.
2. Meetings of the Executive Board shall be held on the basis of an agenda established prior to the meeting. Minutes of the decisions shall be kept and signed by the Chair of the meeting and by the Secretary General. A list of those present shall be kept and circulated with the minutes.
3. Further, Executive Board decisions are taken by simple overall majority vote.
4. To be quorate at least half of the Board members (5) need to be present.
5. Attendance at the Executive Board meetings may be either by telephone or other suitable digital medium or by physical presence.
6. Decisions of the Executive Board can also be taken by way of written circulation signed by all members of the Executive Board.
7. The President shall be entitled, with the approval of the Executive Board, to legally represent and bind the CFE in all transactions and in Court. In the event of his non-availability the First Vice-president, in the event of the non-availability of the President and the First Vice-president, the Second Vice-president, in the event of the non-availability of the former, the Third Vice-president, otherwise another member of the Executive Board shall replace him.

## **TITLE V: COMMITTEES**

### **Article 27: Fiscal Committee**

1. The Fiscal Committee deals with tax matters. In this respect, it works out opinions, which are transmitted to the European Community Commission, other bodies of the European Union as well as to governments and interested public.
2. The Fiscal Committee may have sub-committees, each of which will have a chair designated by the Chair of the Fiscal Committee.
3. The Fiscal Committee proposes a candidate to the General Assembly for election as Chair of the Fiscal Committee.
4. The Chair of the Fiscal Committee shall chair all meetings of the Committee; in his absence he shall be replaced by the longest serving chair in office of the sub-committees.
5. Each Member organization may nominate up to 6 delegates to represent it at the Committee, of which up to 4 can attend any one meeting.

### **Article 28: Professional Affairs Committee**

1. The Professionals Affairs Committee deals with professional and regulatory matters. In this area, it develops opinions, which are transmitted to the European Community Commission, other bodies of the European Union as well as to governments and the interested public.
2. The Professional Affairs Committee may have sub-committees, each of which will have a chair designated by the Chair of the Professional Affairs Committee. The Professional Affairs Committee shall propose a candidate to the General Assembly for election as Chair of the Professional Affairs Committee.

3. The Professional Affairs Committee shall propose a candidate to the General Assembly for election as Chair of the Professional Affairs Committee.
4. The Chair of the Professional Affairs Committee shall chair all meetings of the Committee; in his absence he shall be replaced by the longest serving chair in office of the sub-committees.
5. Each Member organisation may nominate up to 4 delegates to represent it at the Committee, of which up to 2 can attend any one meeting.

#### **Article 29: Tax Technology Committee**

1. The Tax Technology Committee deals specifically with digital tax topics and all related technology matters. It prepares opinion statements and technical contributions on this subject which are transmitted to the European Institutions, the OECD, the Members of the CFE and all other interested parties as well as to national governments and those in the public community who have indicated their interest.
2. The Tax Technology Committee will propose a candidate for its Chair to the General Assembly before any such meeting at which a new Chair is to be appointed by the General Assembly.
3. The Tax Technology Committee may establish sub-committees to research certain specific topics under a sub-committee chair appointed by the Chair of the Tax Technology Committee.
4. The Chair of the Tax Technology Committee shall chair all meetings of the Committee; in his absence he shall be replaced by the longest serving sub-committee chair.
5. Each Member Organisation may nominate up to 4 individuals to serve on the Committee, of which up to 2 can attend any one meeting.

### **Article 30: Ad hoc Committees**

1. Ad hoc Committees may be set up by the General Assembly and the Executive Board for the preparation and execution of special tasks. They are set up for a certain period of time or until completion of a specific task.
2. Individuals representing Members and Observers are appointed as per the requirements of the tasks to be executed, independently from the States they are coming from.

## **TITLE VI: BUDGETS, ACCOUNTS, GENERAL PROVISIONS**

### **Article 31: Financial contributions**

1. Members and Observers must pay an annual contribution. The amount of contributions for Members is fixed by the General Assembly. The amount of contribution for Observers shall be fixed for each of them directly by the General Assembly.
2. The aggregate contribution per State and the number of votes for which each State qualifies for the votes referred to in article 14 – 3 – 2<sup>nd</sup> line are fixed by the General Assembly and shall remain in force until such time as the Assembly votes to change them.
3. At the time of payment of the second half of the annual contribution, Member bodies shall pay another contribution calculated on the number of their members' registrations to the "European Register of Tax Advisers" effected within the first half of the calendar year. The amount due for each registration shall be fixed by the General Assembly.
4. The amount of the Observers' contribution depends on the duration of their participation to the CFE.

### **Article 32: Accounts**

1. The CFE's revenues are mainly composed of:
  - the contributions of the Members and Observers; - possible donations to the CFE;
  - the revenues from the assets of the CFE; and
  - should the occasion arise, the rights or fees paid to the CFE for works or studies made in the interest of its Members.
  
2. The contributions of the Members and Observers are called for twice per year by the Treasurer. If after two reminders - the second one by registered mail - a Member or Observer does not comply with its contribution obligation within fifteen days, the said Member or Observer can be excluded from the CFE.
  
3. The disbursements of the CFE are under the control of the Treasurer.
  
4. A yearly profit and loss account, as well as a balance sheet and a budget are established each year by the Executive Board, based on proposals established by the Treasurer. The business year runs from 1st January to 31st December of each year.

### **Article 33**

All that is not foreseen in the present statutes and namely the publications to be done in the Annexes to the Belgian Official Gazette, will be dealt with in accordance with the provisions of Title 10 of the Code of Companies and Associations on the international non-profit organisations.

### **Article 34: Auditor of the accounts**

The Auditor of the accounts or in the event of his absence his substitute, has the duty to audit the accounts of the CFE.

### **Article 35: Election**

1. The Auditor and his substitute are elected for one year. The term of office starts on 1st January of the year following their election. A reelection is possible.
2. The Auditor and his substitute may come from the same State. The Auditor and his substitute may not be elected within the State of the Treasurer.

### **Article 36: Reports**

The Auditor or in the event of his absence his substitute, presents to the General Assembly a report on the accounts of the past year.

























