

I2 Post-CAS: Statutes (2023 Proposal)

Proposer: FYEG EC
Agenda item: 6. Statutory Documents

Structure

This document is a proposed replacement to the current Statutes. Member organisations may submit amendments to the proposed document.

Motion text

- 1 Title I – Name, registered office and duration
- 2 Title II – Disinterested goal pursued and activities constituting the object
- 3 Title III – Membership
- 4 Titre IV – General Assembly
- 5 Titre V – Administrative Board
- 6 Title VI – Executive Committee
- 7 Title VII – Internal Rules of Procedure
- 8 Title VIII – Accounts and budgets
- 9 Title IX – Dissolution and liquidation
- 10 Title X – Final Provision
- 11 **Title I – Name, registered office and duration**
- 12 **Article 1 – Name and mentions**

13 The international non-profit association adopts the following name “Federation
14 of Young European Greens”, in short “FYEG” (hereinafter referred to as “the
15 association”).

16
17 **This name must be mentioned on all deeds, invoices, announcements, disclosures,
18 letters, orders, websites and other documents, whether or not in electronic
19 form, originating from the association, immediately preceded or followed by the
20 words “Association internationale sans but lucratif” or by the abbreviation
21 “aisbl” together with the address of the registered office of the association
22 and the other statements in accordance with the Belgian Companies and
23 Associations Code of 23 March 2019 (hereinafter referred to as 'CAC').**

24 **Article 2 – Registered office**

25 The registered office of the association is established on the territory of the
26 Brussels-Capital Region. The administrative board has the power to move the
27 **registered office** of the association within **the same language region in Belgium.**

28
29 **If, as a result of the move of the registered office, the language of the
30 present statutes has to be changed, only the General Assembly shall have the
31 power to take the decision to move the registered office of the association,
32 taking into account the requirements for a modification of the statutes.**

33
34 **The competent courts are the courts of Brussels.**

35 **Article 3 – Duration of the association**

36 The association is constituted for an indefinite period. It can be dissolved at
37 any time.

38 **Title II – Disinterested goal pursued and 39 activities constituting the object**

40 **Article 4 – Disinterested purpose and object**

41 The association aims to:

- 42 1. Build a just, feminist, diverse, inclusive, democratic and sustainable
43 Europe;
- 44 2. Advocate for and support youth participation in democratic processes and

45 civil society at all levels;

46 3. Empower and support young people to bring forward their perspectives and
47 solutions;

48 4. Provide a forum where young people with green sympathies from all over
49 Europe can engage in meaningful dialogue and cultural exchanges.

50 The object, or concrete activities, through which the association can achieve
51 its purpose are:

52 1. Statutory and operational activities necessary to the functioning of the
53 organisation,

54 2. Network activities dedicated to growing and strengthening the federation;

55 3. Capacity building, training and support for its members, their members and
56 other young people in Europe;

57 4. Educational activities such as workshops, seminars, study session, summer
58 camps, intercultural exchanges, etc. targeting its members, their members
59 and other progressive youth;

60 5. Political exchanges amongst its members, with its partners and other
61 stakeholders;

62 6. Communications and campaigns to raise awareness, propose solutions,
63 influence behaviours, legislation and European policies that affect young
64 people, etc.;

65 7. To achieve its purpose, the association may receive any material or
66 financial assistance or contribution from legal, public or private
67 persons, or from natural persons. The funds and materials thus collected
68 must be used exclusively for the achievement of the disinterested goal.
69 The association can lend its support and take an interest in all

70 activities similar to its purpose.

71 8. The association may also carry out profit-making activities. The profit
72 made shall at all times be used entirely for the above-mentioned non-
73 profit and disinterested goal. The association may not, directly or
74 indirectly, distribute or provide any financial benefit to members,
75 founders, administrators or any other person, except for the above-
76 mentioned disinterested goal. Economic activities are incidental.

77 **Title III – Membership**

78 **Article 5 – Categories of members and general conditions of** 79 **admission**

80 The association is made up of member organisations only and has three categories
81 of member:

- 82 • Full members

- 83 • Candidate members

- 84 • Associate members

85 The association has at least five full members.

86 General criteria for membership, are as follows:

- 87 • be active on a regional or national level,

- 88 • consist mainly of young people,

- 89 • subscribe to the statutes and political platform of FYEG,

- 90 • function based on democratic principles.

91 The association has at least five full members at all times. Members enjoy the
92 rights granted to the category of members to which they belong by the law and
93 these statutes. The same applies to the duties of members.

94 All full members should be legal entities committed to respecting these statutes
95 and established with legal personality in the country where they are founded
96 according to local laws and customs.

97 **Article 6 – Register of members**

98 The administrative board maintains a register of members at the registered
99 office of the association. This register includes the denomination, legal form
100 and address of the registered office of the members. The administrative board
101 records all decisions of admission, resignation, suspension or exclusion of
102 members in this register within 8 days of becoming aware of the decision. The
103 administrative board may decide that the register will be kept in electronic
104 form.

105 Any member may consult the register of members at the registered office of the
106 association. To this end, they send a written request to the administrative
107 board.

108 Each member communicates an email address to the association for the purpose of
109 communicating with it. Any communication to this email address is deemed to have
110 taken place validly. The association may use this address until the member
111 concerned provides another email address.

112 **Article 7 - Liability**

113 Members are not held responsible for commitments made in the name of the
114 association, **insofar as all the provisions mentioned in these statutes and also**
115 **in other agreements between the association and that member were thereby**
116 **complied with.**

117 **Article 8 – Conditions of admission of full members**

118 Full members can participate in the General Assembly, they have speaking rights
119 and voting rights.

120 To become a full member the organisation has to fulfil the following criteria:

- 121 • comply with the general criteria for membership,

- 122
- have been a candidate member for at least one year,
- 123
- send an official application to the secretariat of the association. This
- 124 can be done by ordinary mail or by e-mail sent to the (electronic) address
- 125 of the association. This application shall include its statutes, the
- 126 number of individual members, age limits for its members, list of
- 127 activities, budget, a signed letter of intent to become a full member
- 128 including a declaration by which it undertakes to respect the
- 129 disinterested purpose and the statutes of the association, and all other
- 130 possibly relevant information.

131 Before applying for full membership, Candidate members should be visited by at

132 least one member of the Executive Committee or the Secretary-General. After the

133 visit and upon reception of the official application, the Executive Committee

134 will review the application for full membership and advise the General Assembly

135 about the application.

136 The General Assembly then votes on the membership at the next General Assembly.

137 A candidate member is accepted and thus authorised to join the association as a

138 full member if an absolute two-thirds majority of the votes cast is obtained.

139 This decision of the General Assembly does not have to be motivated.

140

141 As soon as the decision concerning the candidate member is known, the

142 secretariat of the association shall inform it of this decision by e-mail. No

143 appeal is possible against this decision.

144 **Article 9 – Conditions of admission of candidate members**

145 Candidate members can participate in the General Assembly, they have speaking

146 rights but do not have voting rights.

147 Candidate members are organisations who have the ambition, within a certain time

148 frame, to apply for full membership. To become a Candidate member an

149 organisation should fulfil the following criteria:

- 150
- comply with the general criteria for membership
- 151
- send an official application to the secretariat of the association. This
- 152 can be done by ordinary mail or by e-mail sent to the (electronic) address
- 153 of the association. This application shall include its statutes, the
- 154 number of individual members, age limits for its members, list of
- 155 activities, budget, the intention to become a candidate member and all
- 156 other possibly relevant information.

157 The Executive Committee will examine the application and will present the
158 application at the next General Assembly, together with a recommendation on the
159 admission of the organisation as Candidate member. The General Assembly then
160 votes on granting the candidate membership.

161 The decision to grant a candidate membership must be taken by an absolute
162 majority of the votes cast. This decision of the General Assembly does not have
163 to be motivated.

164
165 As soon as the decision concerning the candidate member is known, the
166 secretariat of the association shall inform it of this decision by e-mail. No
167 appeal is possible against this decision.

168 **Article 10 – Conditions of admission of associate members**

169 Associate members can participate in the General Assembly, they have speaking
170 rights but do not have voting rights.

171 Associate members are organisations that do not want to become a full member or
172 do not fulfil all general criteria for membership, as stipulated in article 5 of
173 the present statutes. To become Associate member an organisation should send an
174 official application to the secretariat of the association. This can be done by
175 ordinary mail or by e-mail sent to the (electronic) address of the association.
176 This application shall include its statutes, number of members, age limits, list
177 of activities, budget, the intention to become an associate member and all
178 relevant information.

179 The decision to grant an associate membership must be taken by the General
180 Assembly by an absolute majority of the votes cast. This decision of the General
181 Assembly does not have to be motivated.

182
183 As soon as the decision concerning the associate member is known, the
184 secretariat of the of the association shall inform it of this decision by e-
185 mail. No appeal is possible against this decision.

186 **Article 11 - Resignation of members**

187 Any member of the association is free to withdraw from it at any time by sending
188 their resignation by email to the administrative board, including the motivation
189 for their resignation.

190 The administrative board informs the next General Assembly of the resignation
191 and its motivation. Resigning members cannot in any way claim the assets of the
192 association or the reimbursement of the contributions or membership fee paid.

193
194 If as a consequence of one of the above events, the number of full members of
195 the association would fall below the number stipulated in article 5 of the
196 present statutes, the board will immediately call an extraordinary General
197 Assembly, with as sole agenda item to nominate additional full members to re-
198 establish the number of full members mentioned in article 5 of the present
199 statutes. In this case the board has the power to suspend the termination of the
200 full membership until a replacement is found within a reasonable period of time.

201 **Article 12 - Suspension of members**

202 The administrative board may propose the temporary suspension of a member to the
203 General Assembly. The suspension of a member is pronounced by the General
204 Assembly by a simple two-thirds majority. In its decision to temporarily suspend
205 a member, the General Assembly also determines the duration of the suspension. A
206 suspended member loses its voting rights.

207 Suspended members may request the cancellation of their suspension at the next
208 General Assembly by sending a signed motivation letter sent by email to the
209 administrative board at the latest one month before the General Assembly.

210 Suspended members cannot in any way claim the assets of the association or the
211 reimbursement of the contributions or membership fee paid.

212 **Article 13 - Exclusion of members**

213 The administrative board may propose the exclusion of a member to the General
214 Assembly. The exclusion of a member is pronounced by the General Assembly by a
215 two-thirds majority and is only valid if the following conditions have been met:

- 216 • the proposal for exclusion is explicitly indicated in the convocation of
217 the General Assembly,
- 218 • the member in question was heard if they so wished,
- 219 • the assembly brings together at least two-thirds of the full members,
220 whether they are present or represented.

221 If this last condition is not met, a second convocation of the General Assembly
222 will be necessary, and the new assembly deliberates and rules validly,

223 regardless of the number of full members present. The second meeting cannot be
224 held within fifteen days after the first meeting. The exclusion is pronounced
225 only if it gathers a two-thirds majority of the votes cast.

226 Excluded members cannot in any way claim the assets of the association or the
227 reimbursement of the contributions paid.

228 **Article 14 - Membership fee**

229 The amount of the annual membership fee for full members is set by the
230 administrative board, in line with the rules adopted by the General Assembly in
231 the Internal Rules of Procedures (hereinafter referred to as 'IRP') and without
232 being able to exceed 10,000.00 EUR.

233
234 Full members that fail to pay their membership fee will not have voting rights
235 at the General assembly, unless the General Assembly explicitly votes to still
236 grant the organisation's voting rights, this does not constitute a suspension.

237 **Titre IV – General Assembly**

238 **Article 15 - Composition**

239 The General Assembly is made up of all the members of the association. It is
240 chaired by the Presidency designated for this purpose by the assembly, in line
241 with the rules adopted by the General Assembly in the IRP.

242 **Article 16 - Powers**

243 The general assembly has the powers expressly granted to it by law or the
244 statutes of this association.

245 A decision of the general assembly is required in the following cases:

- 246 • the modification of the statutes,

- 247 • the approval of the annual financial report and the budget,

- 248 • the appointment and dismissal of administrators,

- 249 • **the appointment and dismissal of the Secretary-General,**
- 250 • the appointment and dismissal of the executive committee,
- 251 • the decision on the compensation of the administrators for their mandate
252 in the cases where a compensation is allocated to them,
- 253 • Admission, suspension and exclusion of members,
- 254 • the discharge to be granted to the administrators as well as, if
255 necessary, the introduction of an action by the association against the
256 administrators,
- 257 • the voluntary dissolution of the association,
- 258 • the transformation of the AISBL into an ASBL, into a cooperative company
259 approved as a social enterprise and into a cooperative company,
- 260 • make or accept the free contribution of a universality,
- 261 • the adoption and amendment of the IRP,
- 262 • the adoption and amendment of the Political Platform,

263 all other cases where the law or these statutes require it.

264 **Article 17 - Convocation and functioning**

265 The General Assembly shall be convened by the administrative board.
266 The administrative board convenes at least one annual general assembly in the
267 course of the 1st semester following the closing of the accounts.

268 The association may convene an additional general assembly at any time by

269 decision of the administrative board or at the request of at least one fifth of
270 the full members. This request is sent via email to the electronic address of
271 the association and includes a statement signed by one fifth or the full
272 members. In the latter case, the administrative board convenes the general
273 assembly within 30 days of the convening request. The general assembly is held
274 no later than 45 days following the convening request.

275 The administrative board convenes a general assembly by ordinary mail or email,
276 sent at least 15 days before the assembly. The convocation contains the agenda,
277 date, time and place of the assembly. The documents that will be discussed at
278 the general assembly must be made accessible.

279 The assembly cannot validly deliberate on points that are not mentioned on the
280 agenda, unless a two-thirds majority of the full members present consider that
281 the urgency prevents them from being postponed. It can never be done for the
282 modification of the statutes, the exclusion of a member, the voluntary
283 dissolution of the association and the transformation of the association into an
284 ASBL, into a cooperative company approved as a social enterprise or into a
285 cooperative company.

286 If necessary, the administrative board can convene an online General Assembly.
287 This means that the General Assembly can be held via an electronic means of
288 communication made available by the association, whereby all participants can
289 communicate with each other, participate in the deliberation, ask questions and
290 simultaneously and continuously take note of the discussions during the meeting.

291 The members are thus deemed to be present at the place where the General
292 Assembly is held. The association must be able to verify the capacity and
293 identity on the basis of the electronic means of communication used.

294 The convocation contains a clear and accurate description of the procedures
295 relating to remote participation. The minutes of the General Assembly shall
296 mention any technical problems and incidents that prevented or disrupted
297 participation by electronic means in the General Assembly or in the vote.

298 Full members can also vote remotely, either by letter or via the website, using
299 a form made available by the association, or via an online voting platform. In
300 the latter case, the voting results must be saved.

301 **Article 18 – Attendance and voting quorums**

302 Each member has the right to attend the general assembly. Only full members have
303 voting rights and each full member has two votes.

304 Except in the cases provided for by law or these statutes, the General Assembly
305 deliberates validly only if an absolute majority of the full members are present
306 or represented. If this attendance quorum is not reached at the first meeting, a
307 second meeting must be convened that may validly deliberate, regardless of the
308 number of full members present or represented. The second meeting cannot be held
309 less than fifteen days after the first meeting.

310 By default and except in cases where it is decided otherwise by law or these
311 statutes, the following provisions apply:

- 312 • decisions are taken by a simple majority of votes present or represented,
- 313 • simple majority means a majority of votes cast excluding null votes, blank
314 votes and abstentions
- 315 • absolute majority means a majority of the number of votes present or
316 represented, including null votes, blank votes and abstentions.
- 317 • the vote is made in a public manner, unless a simple majority of the full
318 members present request that the ballot be secret or unless the
319 administrative board request that the ballot be secret,
- 320 • when the vote relates to decisions concerning individuals, the ballot is
321 always
322 secret,
- 323 • In addition to the cases provided for in these statutes or by law, a
324 simple two-thirds majority is needed to:
 - 325 ◦ change the political platform
 - 326 ◦ change the IRP,
 - 327 ◦ change the strategic plan
 - 328 ◦ allow a candidate to run without the support of their Member
329 Organisation
 - 330 ◦ dismiss a member of the Executive Committee
 - 331 ◦ dismiss the Secretary-General

332 • In addition to the cases provided for in these statutes or by law, an
333 absolute two-thirds majority is needed to:

334 ◦ vote on immediately implementing changes to the IRP

335 **Article 19 – Amendments to the statutes**

336 The General Assembly can validly deliberate on the modifications to the statutes
337 only if the modifications are explicitly indicated in the convocation and if the
338 General Assembly brings together at least two thirds of the full members,
339 whether they are present or represented. Amendments are adopted by an absolute
340 two-thirds majority of the votes of the full members present or represented.

341 However, the modification which relates to the disinterested goal or the object
342 of the association can only be adopted by a majority of four fifths of the votes
343 of the full members present or represented. If two-thirds of the full members are
344 not present or represented at the first meeting, a second meeting must be
345 convened that may deliberate validly, regardless of the number of full members
346 present or represented, and adopt the modifications by a majority of four-fifths
347 of the votes of the full members present or represented for the modifications
348 concerning the disinterested goal or the object of the association, and with a
349 two-thirds majority of the votes of the full members present or represented for
350 all the other modifications to the statutes. The second meeting cannot be held
351 less than fifteen days after the first meeting.

352 When the general assembly decides on amendments to the statutes, null votes,
353 blank votes and abstentions are not taken into account for the calculation of
354 majorities.

355 **Article 20 - Dissolution, free contribution of universality,** 356 **transformation**

357 The General Assembly can only pronounce the dissolution of the association under
358 the same conditions as those relating to the modification of the object or the
359 disinterested goal for which the association was constituted.

360 The General Assembly can only decide on a free contribution of universality or
361 on the transformation of the association into an ASBL, into a cooperative
362 company approved as a social enterprise and into a cooperative company, in
363 accordance with the rules prescribed by the Belgian CAC. By default, those
364 decisions are taken by the General Assembly in accordance with article 18 of the
365 statutes.

366 When the General Assembly decides on the dissolution of the association, a free
367 contribution of universality or the transformation of the AISBL association,
368 into an ASBL, into a cooperative company approved as a social enterprise and
369 into a cooperative company, the null votes, blanks votes and abstentions are not
370 taken into account for the calculation of majorities.

371 **Article 21 – Register of minutes and publications**

372 The decisions of the General Assembly are recorded in a register of minutes,
373 signed at least by the Secretary-General, as well as by all the full members and
374 administrators who wish. This register is kept at the registered office where
375 members can consult it by a simple written and motivated request addressed to
376 the administrative board, but without moving the register. The administrative
377 board might also decide to maintain the register electronically and provide
378 online access to all members or provide an excerpt of the register at the
379 registered office.

380 Decisions regarding individuals may be brought to the attention of third
381 parties, who demonstrate an interest, by a simple letter signed by the
382 administrator appointed for this purpose. Decisions relating to amendments to
383 the statutes, the appointment and dismissal of administrators and daily
384 management delegates as well as the dissolution or transformation of the
385 association are filed without delay with the competent company court clerk to be
386 published in the Moniteur Belge.

387 **Titre V – Administrative Board**

388 **Article 22 - Composition**

389 The association is administered by an administrative board composed of at least
390 three administrators, appointed by the General Assembly amongst the Secretary-
391 General and members of the Executive Committee, preferably the co-spokespeople
392 and the treasurer.

393 Administrators can only be natural persons.

394 **Article 23 - Duration and end of the mandate**

395 The duration of the mandate is unlimited. In the event of termination of the
396 mandate, the outgoing administrators are eligible for re-election.

397
398 An administrator may be dismissed at any time by decision of the General
399 Assembly, without it having to justify its decision. If necessary, the General

400 Assembly provides for the replacement of the dismissed administrator.

401

402 Besides dismissal, the mandate of an administrator only terminates by the
403 resignation or death of an administrator. If the death of an administrator has
404 the effect of bringing the number of administrators to a number lower than the
405 legal or statutory minimum, an extraordinary General Assembly is convened to
406 provide for the replacement of said administrator.

407 As long as the General Assembly has not provided for the replacement of the
408 dismissed or resigned administrator, the latter shall remain in office pending a
409 decision of the General Assembly concerning the appointment of a new
410 administrator.

411 **Article 24 - Resignation**

412 Any administrator who wishes to resign must notify their resignation in writing
413 to the other administrators of the administrative board. In the event of the
414 resignation of an administrator, the General Assembly may be convened to provide
415 for a replacement. If the resignation has the effect of bringing the number of
416 administrators to a number lower than the legal or statutory minimum, the
417 administrator shall remain in office until replaced.

418 In the event of a vacancy of a mandate, the administrator appointed by the
419 General Assembly to fill it, fulfils the mandate of the one they replace.

420 **Article 25 - Functioning**

421 The administrative board is collegial. It validly takes decisions when they are
422 taken at a meeting, respecting the attendance and voting quorums provided for in
423 these statutes.

424

425 The administrative board meets minimum once per year, convocation for this
426 meetings shall be sent by letter or electronic mail at least one day prior to
427 the date of the meeting and shall contain the date, time and, insofar as the
428 meeting does not take place online, the location of the meeting as well as the
429 agenda thereof. The administrative board can also meet whenever convened by the
430 Secretary-General, whenever the needs of the association so require or at the
431 request of any administrator.

432 The meetings of the administrative board may be held by means of audio and / or
433 video conferencing technologies, as agreed by the administrative board, allowing
434 all participants to communicate with each other and allowing for an effective
435 meeting between the persons concerned.

436 Decisions can also be taken remotely, as long as the decision is taken in
437 writing and adopted unanimously.

438 The meetings of the administrative board are chaired by the administrator
439 designated for this purpose.

440 **Article 26 - Presence and voting quorums**

441 The administrative board

442 can only rule if an absolute majority of administrators are present or
443 represented. Decisions are taken by a simple majority of votes present or
444 represented. Null and blank votes as well as abstentions are not taken into
445 account for the calculation of majorities. In the event of a parity of votes,
446 the item is put on the agenda of the next meeting of the Executive Committee. An
447 administrator can decide to be represented by another administrator, without the
448 latter being able to hold more than one proxy.

449 **Article 27 – Conflicts of interest**

450 An administrator who, within the framework of a decision to be taken, has a
451 direct or indirect interest of a patrimonial nature that is opposed to that of
452 the association, must inform the other administrators before the administrative
453 board takes the decision. Their declaration and explanations on the nature of
454 this conflicting interest must appear in the minutes of the meeting of the
455 administrative board that must take this decision. The administrative board is
456 not allowed to delegate this decision.

457 The administrator affected by the conflict of interest described in the
458 preceding paragraph may not take part in the deliberations of the administrative
459 board concerning these decisions or these operations, nor take part in the vote
460 on this point. If the majority of administrators present or represented are in a
461 position of conflict of interest, the decision or the operation is submitted to
462 the General Assembly. In the event of approval of the decision or the operation
463 by the latter, the administrative board may execute them. This article does not
464 apply when the decisions of the administrative board relate to usual
465 transactions entered into under normal market conditions and guarantees for
466 transactions of the same nature.

467 An administrator who, within the framework of a decision to be taken, has an
468 interest of a moral nature that is opposed to that of the association, must
469 inform the other administrators before the administrative board takes the
470 decision. If they neglect to do so, any other administrator who is aware of this
471 conflict must communicate it to the administrative board before the debate takes

472 place. The administrative board decides, by a vote in which the administrator in
473 question cannot take part, whether or not the latter can participate in the
474 debate and the vote. The decision of the body must be mentioned in the minutes
475 of the meeting. The administrative board is not allowed to delegate this
476 decision.

477 **Article 28 - Register of minutes**

478 The decisions of the administrative board are recorded in a register of minutes
479 signed at least by the Secretary-General and all the other administrators who so
480 wish. This register is kept at the registered office where members can read it
481 with a simple written and motivated request addressed to the administrative
482 board, but without moving the register. The administrative board might also
483 decide to maintain the register electronically and provide online access to all
484 members or provide an excerpt of the register at the registered office.

485 **Article 29 - Powers**

486 The administrative board shall have the power to perform all acts necessary or
487 useful for the realisation of the objects and the disinterested goal of the
488 association, except for such acts for which the General Assembly has exclusive
489 authority under the law or in accordance with these statutes.

490 Notwithstanding the obligations arising from functioning as a collegial board,
491 namely consultation and supervision, the administrators may share the management
492 tasks amongst themselves. This division of labour cannot be invoked as against
493 third parties, even after the same has been made public. However, non-compliance
494 with the same shall jeopardise the internal liability of the administrator(s)
495 concerned.

496 **Article 30 – General representation of the association**

497 The administrative board manages the affairs of the association and represents
498 it in all operations in and out of court. The administrative board is competent
499 for all matters, with the exception of those expressly reserved by law to the
500 General Assembly. The administrative board acts as plaintiff and defendant in
501 all legal proceedings and decides whether or not to seek remedies.

502 Without prejudice to the general power of representation of the administrative
503 board as a college in the previous paragraph, the association is also
504 represented in court, both as plaintiff and defendant, by at least one
505 administrators, without it being necessary to demonstrate a prior decision of
506 the administrative board. The administrative board can also delegate this task
507 to a lawyer. Out of court, the association can be represented by two

508 administrators, who aren't daily management delegates, without it being
509 necessary to demonstrate a prior decision of the administrative board.

510 The administrative board can also appoint authorized representatives of the
511 association. Only special and limited powers of attorney for specific or a
512 series of specific acts are permitted. The authorized representatives must then
513 rely on the power of attorney to make known their power of representation. The
514 authorised representatives shall bind the association within the limits of the
515 power of attorney granted to them, the limits of which shall be enforceable
516 against third parties.

517 The administrative board is responsible for the appointment and dismissal of the
518 authorized representatives of the association. The term of appointment of the
519 authorized representatives is indefinite. The following reasons can lead to
520 their dismissal: non-compliance with the statutes, the internal rule of
521 procedure, decisions of the General Assembly and of the administrative board.
522 This list is not exhaustive.

523

524 **Article 31 - Daily management**

525 The administrative board shall ensure the daily management of the association.
526 It may delegate, under its supervision and responsibility, the daily management
527 to one or more administrators or to one or more employees of the association
528 (hereinafter called the "daily management delegates").

529 The daily management of the association includes both the actions and decisions
530 that do not go beyond the needs of the daily life of the association and those
531 which, either because of their minor importance or because of their urgent
532 nature, do not justify the intervention of the administrative board.

533 In case of delegation, the daily management delegates will be appointed by the
534 administrative board by a simple majority of votes. The resignation or
535 termination procedure of the daily management delegate is governed by Belgian
536 law, in accordance with the employment or cooperation agreement between the
537 association and the daily management delegate. The daily management delegate is
538 entitled to a remuneration insofar this is stipulated in the agreement. The
539 duration of the mandate of the daily management delegate is linked to the term
540 of the agreement between the association and the daily management delegate.

541 The daily management delegate is responsible for operations related to, but not
542 limited to,:

- 543 • implementation of the decisions of the General Assembly and the

544 administrative board;

545 • reporting on activities;

546 • recruiting and firing staff;

547 • communications;

548 • signing agreements related to the day-to-day operation of the association;

549 • executing payments;

550 The daily management delegate(s) represents the association externally. If there
551 are several of them, they act individually and only for contracts and
552 commitments up to 20,000.00 EUR.

553 **Article 32 - Publications**

554 The acts relating to the appointment or termination of the functions of the
555 administrators and the persons delegated to the daily management include their
556 surname, first names, domicile, national number, date and place of birth.

557 All deeds are filed as soon as possible with the competent company court clerk,
558 in order to be published in the Moniteur Belge.

559 **Article 33 - Liability of administrators**

560 The administrators and daily management delegates shall be liable to the
561 association for errors committed during the performance of their duties.

562 With regard to third parties, the administrators shall be liable for extra-
563 contractual errors.

564 However, administrators are liable only for decisions, acts or conduct that are
565 manifestly outside the range within which normally prudent and careful
566 administrator, placed in the same circumstances, might reasonably differ.

567 The administrative board is in principle jointly and severally liable unless an
568 administrator proves that he has reported the alleged error to the
569 administrative board, in which case the administrator concerned is relieved of
570 liability.

571 If the liability of the administrative board or its administrators is retained,
572 it shall be limited to the liability that is mandatorily imposed under the law.

573 **Title VI – Executive Committee**

574 **Article 34 - Composition**

575 The administrative board is advised and supported by an executive committee
576 composed of at least three people, appointed by the General Gssembly.

577 Executive committee members can only be natural persons.

578 **Article 35 - Format, role and functioning**

579 The dispositions and rules regarding the mandate, appointment, resignation,
580 dismissal, powers, functioning and decision making of the executive committee
581 are detailed in the Internal Rules of Procedure.

582 **Title VII – Internal Rules of Procedures**

583 **Article 36 - Adoption and modification**

584 The administrative board shall draw up all such Internal Rules of Procedures
585 (IRP) as it may deem necessary and present these at the General Assembly for
586 approval and for any possible amendments. Such internal regulations may not
587 contain any provisions contrary to the CAC or the statutes.

588 The IRP and any amendments thereto shall be notified to the Members in
589 accordance with Article 2:32 of the CAC, if applicable. The latest approved
590 version of the IRP shall always be available for inspection at the registered
591 office of the association and on the website of the association. It can be
592 obtained with a simple written request sent to the administrative board.

593 **Title VIII – Accounts and budgets**

594 **Article 37 - Financial year and account management**

595 The financial year begins on January 1 and ends on December 31.

596 The administrative board prepares and closes the accounts for the past financial

597 year in accordance with the provisions of Book 3 of the CAC and Book III, Title
598 3, Chapter 2 of the Code of Economic Law, as well as the budget of the following
599 year and submits them for approval to the annual General Assembly.
600

601 After approval of the financial statements by the annual General Assembly, the
602 latter decides in a separate vote on the administrator's discharge. This
603 discharge is only legally valid if the true state of the association is not
604 obscured by any omission or incorrect statement in the annual accounts, and,
605 with regard to the additional transaction under the articles of association or
606 contrary to the law, if these are specifically indicated in the convening
607 notice.

608 **Title IX – Dissolution and liquidation**

609 **Article 38 - Liquidation**

610 Except in case of judicial dissolution, only the General Assembly can pronounce
611 the dissolution of the association in accordance with Book 2, Title 8, Chapter 2
612 and 3 of the CAC and article 20 of the statutes.

613 In this case, the General Assembly appoints one or more liquidators, determines
614 their powers and their possible compensation, and indicates the allocation to be
615 given to the net assets that can only be made for disinterested purposes similar
616 to the disinterested goal as described in article 4 of the statutes.

617 **Article 39 - Allocation of remaining net assets**

618 In all cases of voluntary or judicial dissolution, after the settlement of
619 debts, the net assets will be assigned to another organisation that pursues a
620 similar disinterested goal as described in article 4 of the statutes.

621 **Title X – Final Provision**

622 **Article 40 - Application of the Companies and Associations** 623 **Code**

624 Everything that is not explicitly provided for in these statutes is regulated by
625 the CAC or any changes, any replacements or (future) implementations thereof.