

I2 Statutes

Proposer: FYEG
Agenda item: 10. Statutory Documents

Structure

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

Motion text

Title I – Name, registered office and duration

Title II – Disinterested goal pursued and activities constituting the object

Title III – Membership

Titre IV – General Assembly

Titre V – Administrative Board

Title VI – Executive Committee

Title VII – Internal Rules of Procedure

Title VIII – Accounts and budgets

Title IX – Dissolution and liquidation

Title X – Final Provision

Motion text

1 Title I – Name, registered office and duration

2 Article 1 – Name and mentions

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

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

13 Article 2 – Registered office

14 The registered office of the association is established on the territory of the
15 Brussels-Capital Region. The administrative board has the power to move the
16 registered office of the association within the same language region in Belgium.

17 If, as a result of the move of the registered office, the language of the
18 present statutes has to be changed, only the General Assembly shall have the
19 power to take the decision to move the registered office of the association,
20 taking into account the requirements for a modification of the statutes. The
21 competent courts are the courts of Brussels.

22 Article 3 – Duration of the association

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

25 Title II – Disinterested goal pursued and activities constituting the object

26 Article 4 – Disinterested purpose and object

27 The association aims to:

- 28 ● Build a just, feminist, diverse, inclusive, democratic and sustainable Europe;
- 29 ● Advocate for and support youth participation in democratic processes and

30 civil society at all levels;

31 ● Empower and support young people to bring forward their perspectives and
32 solutions;

33 ● Provide a forum where young people with green sympathies from all over
34 Europe can engage in meaningful dialogue and cultural exchanges.

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

37 ● Statutory and operational activities necessary to the functioning of the
38 organisation,

39 ● Network activities dedicated to growing and strengthening the federation;

40 ● Capacity building, training and support for its members, their members and
41 other young people in Europe;

42 ● Educational activities such as workshops, seminars, study session, summer
43 camps, intercultural exchanges, etc. targeting its members, their members and
44 other progressive youth;

45 ● Political exchanges amongst its members, with its partners and other
46 stakeholders;

47 ● Communications and campaigns to raise awareness, propose solutions, influence
48 behaviours, legislation and European policies that affect young people, etc.;

49 To achieve its purpose, the association may receive any material or financial
50 assistance or contribution from legal, public or private persons, or from
51 natural persons. The funds and materials thus collected must be used exclusively
52 for the achievement of the disinterested goal. The association can lend its
53 support and take an interest in all activities similar to its purpose.

54 The association may also carry out profit-making activities. The profit made
55 shall at all times be used entirely for the above-mentioned non-profit and
56 disinterested goal. The association may not, directly or indirectly, distribute
57 or provide any financial benefit to members, founders, administrators or any
58 other person, except for the above-mentioned disinterested goal. Economic
59 activities are incidental.

60 Title III – Membership

61 Article 5 – Categories of members and general conditions of admission

62 The association is made up of member organisations only and has three categories
63 of member:

64 Full members

65 Candidate members

66 Associate members

67 The association has at least five full members.

68 General criteria for membership, are as follows:

- 69 • be active on a regional or national level,
- 70 • consist mainly of young people,
- 71 • subscribe to the statutes and political platform of FYEG,
- 72 • function based on democratic principles.

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

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

79 Article 6 – Register of members

80 The administrative board maintains a register of members at the registered
81 office of the association. This register includes the denomination, legal form
82 and address of the registered office of the members. The administrative board
83 records all decisions of admission, resignation, suspension or exclusion of
84 members in this register within 8 days of becoming aware of the decision. The
85 administrative board may decide that the register will be kept in electronic
86 form.

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

90 Each member communicates an email address to the association for the purpose of
91 communicating with it.

92 Any communication to this email address is deemed to have taken place validly.
93 The association may use this address until the member concerned provides another
94 email address.

95 Article 7 - Liability

96 Members are not held responsible for commitments made in the name of the
97 association, insofar as all the provisions mentioned in these statutes and also
98 in other agreements between the association and that member were thereby
99 complied with.

100 Article 8 – Conditions of admission of full members

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

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

- 104 • Comply with the general criteria for membership,
- 105 • Have been a candidate member for at least one year,
- 106 • Send an official application to the secretariat of the association. This
107 can be done by ordinary mail or by e-mail sent to the (electronic) address
108 of the association. This application shall include its statutes, the
109 number of individual members, age limits for its members, list of
110 activities, budget, a signed letter of intent to become a full member
111 including a declaration by which it undertakes to respect the
112 disinterested purpose and the statutes of the association, and all other
113 possibly relevant information.

114 Before applying for full membership, Candidate members should be visited by at
115 least one member of the Executive Committee or the Secretary-General. After the
116 visit and upon reception of the official application, the Executive Committee
117 will review the application for full membership and advise the General Assembly
118 about the application.

119 The General Assembly then votes on the membership at the next General Assembly.
120 A candidate member is accepted and thus authorised to join the association as a
121 full member if an absolute two-thirds majority of the votes cast is obtained.
122 This decision of the General Assembly does not have to be motivated.

123 As soon as the decision concerning the candidate member is known, the
124 secretariat of the association shall inform it of this decision by e-mail. No
125 appeal is possible against this decision.

126 Article 9 – Conditions of admission of candidate members

127 Candidate members can participate in the General Assembly, they have speaking
128 rights but do not have voting rights.

129 Candidate members are organisations who have the ambition, within a certain time
130 frame, to apply for full membership. To become a Candidate member an
131 organisation should fulfil the following criteria:

- 132 • comply with the general criteria for membership
- 133 • send an official application to the secretariat of the association. This
134 can be done by ordinary mail or by e-mail sent to the (electronic) address
135 of the association. This application shall include its statutes,
- 136 • the number of individual members, age limits for its members, list of
137 activities, budget, the intention to become a candidate member and all
138 other possibly relevant information.

139 The Executive Committee will examine the application and will present the
140 application at the next General Assembly, together with a recommendation on the
141 admission of the organisation as Candidate member. The General Assembly then
142 votes on granting the candidate membership.

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

146 As soon as the decision concerning the candidate member is known, the
147 secretariat of the association shall inform it of this decision by e-mail. No
148 appeal is possible against this decision.

149 Article 10 – Conditions of admission of associate members

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

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

160 The decision to grant an associate membership must be taken by the General
161 Assembly by an absolute majority of the votes cast. This decision of the General
162 Assembly does not have to be motivated. As soon as the decision concerning the
163 associate member is known, the secretariat of the of the association shall
164 inform it of this decision by e-mail. No appeal is possible against this
165 decision.

166 Article 11 - Resignation of members

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

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

173 If as a consequence of one of the above events, the number of full members of
174 the association would fall below the number stipulated in article 5 of the
175 present statues, the board will immediately call an extraordinary General
176 Assembly, with as sole agenda item to nominate additional full members to re-
177 establish the number of full members mentioned in article 5 of the present
178 statutes. In this case the board has the power to suspend the termination of the
179 full membership until a replacement is found within a reasonable period of time.

180 Article 12 - Suspension of members

181 The administrative board may propose the temporary suspension of a member to the
182 General Assembly. The suspension of a member is pronounced by the General
183 Assembly by a simple two-thirds majority. In its decision to temporarily suspend
184 a member, the General Assembly also determines the duration of the suspension. A
185 suspended member loses its voting rights.

186 Suspended members may request the cancellation of their suspension at the next
187 General Assembly by sending a signed motivation letter sent by email to the
188 administrative board at the latest one month before the General
189 Assembly. Suspended members cannot in any way claim the assets of the association
190 or the reimbursement of the contributions or membership fee paid.

191 Article 13 - Exclusion of members

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

- 195 • the proposal for exclusion is explicitly indicated in the convocation of
196 the General Assembly,
- 197 • the member in question was heard if they so wished,
- 198 • the assembly brings together at least two-thirds of the full members,
199 whether they are present or represented.

200 If this last condition is not met, a second convocation of the General Assembly
201 will be necessary, and the new assembly deliberates and rules validly,
202 regardless of the number of full members present. The second meeting cannot be
203 held within fifteen days after the first meeting. The exclusion is pronounced
204 only if it gathers a two-thirds majority of the votes cast.

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

207 Article 14 - Membership fee

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

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

215 Titre IV – General Assembly

216 Article 15 - Composition

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

220 Article 16 - Powers

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

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

224 the modification of the statutes,

225 the approval of the annual financial report and the budget,

226 the appointment and dismissal of administrators,

227 the appointment and dismissal of the Secretary-General,

228 the appointment and dismissal of the executive committee,

229 the decision on the compensation of the administrators for their mandate in the
230 cases where a compensation is allocated to them,

231 Admission, suspension and exclusion of members,

232 the discharge to be granted to the administrators as well as, if necessary, the
233 introduction of an action by the association against the administrators,

234 the voluntary dissolution of the association,

235 the transformation of the AISBL into an ASBL, into a cooperative company
236 approved as a social enterprise and into a cooperative company,

237 make or accept the free contribution of a universality,

238 the adoption and amendment of the IRP,

239 the adoption and amendment of the Political Platform,

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

241 Article 17 - Convocation and functioning

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

245 The association may convene an additional general assembly at any time by
246 decision of the administrative board or at the request of at least one fifth of
247 the full members. This request is sent via email to the electronic address of
248 the association and includes a statement signed by one fifth or the full
249 members. In the latter case, the administrative board convenes the general
250 assembly within 30 days of the convening request. The general assembly is held
251 no later than 45 days following the convening request.

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

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

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

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

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

275 Full members can also vote remotely, either by letter or via the website, using
276 a form made available by the association, or via an online voting platform. In

277 the latter case, the voting results must be saved.

278 Article 18 – Attendance and voting quorums

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

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

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

- 289 • decisions are taken by a simple majority of votes present or represented,
- 290 • simple majority means a majority of votes cast excluding null votes, blank
291 votes and abstentions
- 292 • absolute majority means a majority of the number of votes present or
293 represented, including null votes, blank votes and abstentions.
- 294 • the vote is made in a public manner, unless a simple majority of the full
295 members present request that the ballot be secret or unless the
296 administrative board request that the ballot be secret, when the vote
297 relates to decisions concerning individuals, the ballot is always secret,

298 In addition to the cases provided for in these statutes or by law, a simple two-
299 thirds majority is needed to:

300 change the political platform

301 change the IRP,

302 change the strategic plan,

303 allow a candidate to run without the support of their Member Organisation

304 dismiss a member of the Executive Committee

305 dismiss the Secretary-General

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

308 ● vote on immediately implementing changes to the IRP

309 Article 19 – Amendments to the statutes

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

315 However, the modification which relates to the disinterested goal or the object
316 of the association can only be adopted by a majority of four fifths of the votes
317 of the full members present or represented. If two-thirds of the full members are
318 not present or represented at the first meeting, a second meeting must be
319 convened that may deliberate validly, regardless of the number of full members
320 present or represented, and adopt the modifications by a majority of four-fifths
321 of the votes of the full members present or represented for the modifications
322 concerning the disinterested goal or the object of the association, and with a
323 two-thirds majority of the votes of the full members present or represented for
324 all the other modifications to the statutes. The second meeting cannot be held
325 less than fifteen days after the first meeting.

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

329 Article 20 - Dissolution, free contribution of universality, transformation

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

333 The General Assembly can only decide on a free contribution of universality or
334 on the transformation of the association into an ASBL, into a cooperative
335 company approved as a social enterprise and into a cooperative company, in
336 accordance with the rules prescribed by the Belgian CAC. By default, those
337 decisions are taken by the General Assembly in accordance with article 18 of the
338 statutes.

339 When the General Assembly decides on the dissolution of the association, a free
340 contribution of universality or the transformation of the AISBL association,
341 into an ASBL, into a cooperative company approved as a social enterprise and
342 into a cooperative company, the null votes, blanks votes and abstentions are not
343 taken into account for the calculation of majorities.

344 Article 21 – Register of minutes and publications

345 The decisions of the General Assembly are recorded in a register of minutes,
346 signed at least by the Secretary-General, as well as by all the full members and
347 administrators who wish. This register is kept at the registered office where
348 members can consult it by a simple written and motivated request addressed to
349 the administrative board, but without moving the register. The administrative
350 board might also decide to maintain the register electronically and provide
351 online access to all members or provide an excerpt of the register at the
352 registered office.

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

360 Titre V – Administrative Board

361 Article 22 - Composition

362 The association is administered by an administrative board composed of at least
363 three administrators, appointed by the General Assembly amongst the Secretary-
364 General and members of the Executive Committee, preferably the co-spokespeople
365 and the treasurer. Administrators can only be natural persons.

366 Article 23 - Duration and end of the mandate

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

369 An administrator may be dismissed at any time by decision of the General
370 Assembly, without it having to justify its decision. If necessary, the General
371 Assembly provides for the replacement of the dismissed administrator.

372 Besides dismissal, the mandate of an administrator only terminates by the

373 resignation or death of an administrator. If the death of an administrator has
374 the effect of bringing the number of administrators to a number lower than the
375 legal or statutory minimum, an extraordinary General Assembly is convened to
376 provide for the replacement of said administrator.

377 As long as the General Assembly has not provided for the replacement of the
378 dismissed or resigned administrator, the latter shall remain in office pending a
379 decision of the General Assembly concerning the appointment of a new
380 administrator.

381 Article 24 - Resignation

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

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

390 Article 25 - Functioning

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

394 The administrative board meets minimum once per year, convocation for this
395 meetings shall be sent by letter or electronic mail at least one day prior to
396 the date of the meeting and shall contain the date, time and, insofar as the
397 meeting does not take place online, the location of the meeting as well as the
398 agenda thereof.

399 The administrative board can also meet whenever convened by the Secretary-
400 General, whenever the needs of the association so require or at the request of
401 any administrator.

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

406 Decisions can also be taken remotely, as long as the decision is taken in

407 writing and adopted unanimously. The meetings of the administrative board are
408 chaired by the administrator designated for this purpose.

409 Article 26 - Presence and voting quorums

410 The administrative board can only rule if an absolute majority of administrators
411 are present or represented.

412 Decisions are taken by a simple majority of votes present or represented. Null
413 and blank votes as well as abstentions are not taken into account for the
414 calculation of majorities. In the event of a parity of votes, the item is put on
415 the agenda of the next meeting of the Executive Committee. An administrator can
416 decide to be represented by another administrator, without the latter being able
417 to hold more than one proxy.

418 Article 27 – Conflicts of interest

419 An administrator who, within the framework of a decision to be taken, has a
420 direct or indirect interest of a patrimonial nature that is opposed to that of
421 the association, must inform the other administrators before the administrative
422 board takes the decision. Their declaration and explanations on the nature of
423 this conflicting interest must appear in the minutes of the meeting of the
424 administrative board that must take this decision.

425 The administrative board is not allowed to delegate this decision.

426 The administrator affected by the conflict of interest described in the
427 preceding paragraph may not take part in the deliberations of the administrative
428 board concerning these decisions or these operations, nor take part in the vote
429 on this point. If the majority of administrators present or represented are in a
430 position of conflict of interest, the decision or the operation is submitted to
431 the General Assembly. In the event of approval of the decision or the operation
432 by the latter, the administrative board may execute them. This article does not
433 apply when the decisions of the administrative board relate to usual
434 transactions entered into under normal market conditions and guarantees for
435 transactions of the same nature.

436 An administrator who, within the framework of a decision to be taken, has an
437 interest of a moral nature that is opposed to that of the association, must
438 inform the other administrators before the administrative board takes the
439 decision. If they neglect to do so, any other administrator who is aware of this
440 conflict must communicate it to the administrative board before the debate takes
441 place. The administrative board decides, by a vote in which the administrator in
442 question cannot take part, whether or not the latter can participate in the

443 debate and the vote. The decision of the body must be mentioned in the minutes
444 of the meeting. The administrative board is not allowed to delegate this
445 decision.

446 Article 28 - Register of minutes

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

454 Article 29 - Powers

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

459 Notwithstanding the obligations arising from functioning as a collegial board,
460 namely consultation and supervision, the administrators may share the management
461 tasks amongst themselves. This division of labour cannot be invoked as against
462 third parties, even after the same has been made public.

463 However, non-compliance with the same shall jeopardise the internal liability of
464 the administrator(s) concerned.

465 Article 30 – General representation of the association

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

471 Without prejudice to the general power of representation of the administrative
472 board as a college in the previous paragraph, the association is also
473 represented in court, both as plaintiff and defendant, by at least one
474 administrators, without it being necessary to demonstrate a prior decision of
475 the administrative board. The administrative board can also delegate this task
476 to a lawyer. Out of court, the association can be represented¹¹ by two
477 administrators, who aren't daily management delegates, without it being

478 necessary to demonstrate a prior decision of the administrative board.

479 The administrative board can also appoint authorized representatives of the
480 association. Only special and limited powers of attorney for specific or a
481 series of specific acts are permitted. The authorized representatives must then
482 rely on the power of attorney to make known their power of representation. The
483 authorised representatives shall bind the association within the limits of the
484 power of attorney granted to them, the limits of which shall be enforceable
485 against third parties.

486 The administrative board is responsible for the appointment and dismissal of the
487 authorized representatives of the association. The term of appointment of the
488 authorized representatives is indefinite. The following reasons can lead to
489 their dismissal: non-compliance with the statutes, the internal rule of
490 procedure, decisions of the General Assembly and of the administrative board.
491 This list is not exhaustive.

492 Article 31 - Daily management

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

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

501 In case of delegation, the daily management delegates will be appointed by the
502 administrative board by a simple majority of votes. The resignation or
503 termination procedure of the daily management delegate is governed by Belgian
504 law, in accordance with the employment or cooperation agreement between the
505 association and the daily management delegate. The daily management delegate is
506 entitled to a remuneration insofar this is stipulated in the agreement. The
507 duration of the mandate of the daily management delegate is linked to the term
508 of the agreement between the association and the daily management delegate.

509 The daily management delegate is responsible for operations related to, but not
510 limited to,:

511 implementation of the decisions of the General Assembly and the administrative
512 board;

513 reporting on activities;

514 recruiting and firing staff;

515 communications;

516 signing agreements related to the day-to-day operation of the association;

517 executing payments;

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

521 Article 32 - Publications

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

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

527 Article 33 - Liability of administrators

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

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

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

535 The administrative board is in principle jointly and severally liable unless an
536 administrator proves that he has reported the alleged error to the
537 administrative board, in which case the administrator concerned is relieved of
538 liability.

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

541 Title VI – Executive Committee

542 Article 34 - Composition

543 The administrative board is advised and supported by an executive committee
544 composed of at least three people, appointed by the General Gssembly. Executive
545 committee members can only be natural persons.

546 Article 35 - Format, role and functioning

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

550 Title VII – Internal Rules of Procedures

551 Article 36 - Adoption and modification

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

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

561 Title VIII – Accounts and budgets

562 Article 37 - Financial year and account management

563 The financial year begins on January 1 and ends on December 31. The
564 administrative board prepares and closes the accounts for the past financial
565 year in accordance with the provisions of Book 3 of the CAC and Book III, Title
566 3, Chapter 2 of the Code of Economic Law, as well as the budget of the following
567 year and submits them for approval to the annual General Assembly.

568 After approval of the financial statements by the annual General Assembly, the
569 latter decides in a separate vote on the administrator's discharge. This
570 discharge is only legally valid if the true state of the association is13 not
571 obscured by any omission or incorrect statement in the annual accounts, and,

572 with regard to the additional transaction under the articles of association or
573 contrary to the law, if these are specifically indicated in the convening
574 notice.

575 Title IX – Dissolution and liquidation

576 Article 38 - Liquidation

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

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

584 Article 39 - Allocation of remaining net assets

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

588 Title X – Final Provision

589 Article 40 - Application of the Companies and Associations

590 Code

591 Everything that is not explicitly provided for in these statutes is regulated by
592 the CAC or any changes, any replacements or (future) implementatio