

Draft statute for the E.MAlumni Association ASBL

Preamble

We, the Graduates of the European Master's Degree in Human Rights and Democratisation, Aspiring for the establishment of a lasting and fruitful dialogue between the Graduates, Acknowledging the crucial role of civil society in promoting Human Rights and Democratisation,

Stressing the importance of the European Inter-University Centre for Human Rights and Democratisation with respect to education and research, in particular the organisation of the European Master's Degree in Human Rights and Democratisation,

Acknowledging the important role of civil society organisations, the academic institutions and international organisations in promoting the European Master's Degree in Human Rights and Democratisation,

Stressing, in this regard, the importance of networking and cooperation and to promote human rights and democracy in Europe and throughout the world,

Confident that our common academic background and our professional experience can enable us to contribute to the above-mentioned endeavour,

Decide to create the Alumni Association of the European Master's Degree in Human Rights and Democratisation in accordance with the following Statutes. This Association is the successor of the E.MAlumni Association registered on 5 April 2006 in Italy and represents the continuation of its work and its values.

Title I. Name, Registered Office, Nature, Duration and Language

Article 1. Name

The association is named "E.MAlumni Association", hereinafter the "Association". The Association is formed as a non-profit making association pursuant to the provisions of the Act dated 27 June 1921 on non-profit making associations, international non-profit making associations and foundations.

The name of the Association shall always be immediately preceded or followed by the words "association sans but lucratif" or the initials "ASBL".

Article 2. Registered Office

The registered office of the Association shall be at Rue d'Edimbourg 26, 1050 Ixelles, in the judicial district of Brussels.

The registered office can be transferred by decision of the General Assembly to any other place in Belgium. Any modification of the registered office must be published in the Annexes of the Moniteur Belge.

Article 3. Duration

The duration of the Association is not limited.

Article 4. Working Languages

Working languages of the Association are English and French.

Title II. Aims and Fields of Activity

Article 5. Aim and Fields of Activity

1. The aims of the Association are to promote and reinforce contacts between its members, at a professional as well as at an informal level, to support the activities of the European Inter-University Centre for Human Rights and Democratisation and to promote human rights and democracy in Europe and throughout the world.
2. The Association shall work towards these aims through the development and implementation of appropriate activities, including:

- Promote and facilitate exchange and knowledge sharing among Members,;
- Provide regular updates on the activities of Members, EIUC, the Global Campus other human rights institutions including through the Association's website;
- Organise / facilitate activities and events focused on the professional development of Members as human rights professionals;
- Participate in the Global Campus Association;
- Represent the Members at regional and international human rights fora;
- Build relations with relevant stakeholders such as other alumni associations, academic organisations and human rights NGOs;
- Contribute to the development of EUIC;
- Raise funds singularly or in collaboration with Members to allow the Association to conduct its work and carry out its objectives.

Title III. Membership of the Association

Article 6. Categories of Membership

The Association shall have four categories of members: Basic Members, Full Members, Associate Members and Honorary Members.

A register of all Basic and Full Members of the Association is kept by the Board at the registered office of the Association. The register includes the name, surname and address of the Full Members. All the decisions concerning the admission, resignation and exclusion of Full Members shall also be kept in this register. This register shall be open to consultation by the members of the Association. The Board shall establish the modalities of consultation in accordance with the Law.

Article 7 Basic Members

Toshiba 29/4/2015 20:55

Comment [1]: On advice of our pro-bono lawyer, we have included a non-exhaustive list of activities which is new in the statute.

Toshiba 29/4/2015 20:04

Comment [2]: This register of members is new and is required by Belgian legislation (article 10 of the Act on non-profit making associations of 27 June 1921)

1. All graduates of the European Master's Degree on Human Rights and Democratisation of the European Inter-University Centre may apply for basic membership in the Association at any time. A written, non-formal request (including in the form of website registration) addressed to the Board suffices in this respect. The Board will confirm admission within 20 days from the reception of the request. Basic membership becomes effective upon notification by the Board.
2. All Basic Members have the right to:
 - a. Receive all information concerning the Association and be invited to participate in activities of the Association as established by the General Assembly;
 - b. Consult the documents of the Association listed in Article 10 of the Act of 27 June 1921 on non-profit making associations, international non-profit making associations and foundations.

Additional rights may be granted by the General Assembly.

Any Basic Member may, at any time, resign from the Association, by expressing this intention in writing to the Board. The resignation shall be effective upon confirmation of receipt of the resignation letter by the Board.

Article 7. Full Members

1. The number of Full Members of the Association is at least three.
2. All graduates of the European Master's Degree on Human Rights and Democratisation of the European Inter-University Centre may apply for full membership in the Association at any time. A written, non-formal request addressed to the Board suffices in this respect. The Board will confirm admission within 20 days from the reception of the request. Membership becomes effective upon payment of the annual full-membership fee established by the Board.
3.
 - a. The payment of the full-membership fee is annual and gives right of membership until the 31st of December of the same year in which the payment was made. This right expires on the 1st of January of the following year and is renewed with the payment of the full-membership fee corresponding to the new year.
 - b. Any Full Member who fails to pay the yearly membership fee will be considered to have withdrawn his/her full membership. The Board will notify the individual concerned of the change in status. He/she may lodge a complaint to the Board, which shall answer the complaint. Appeal is possible to the General Assembly, which shall be the last instance. The possibility for the individual to apply for full membership again remains open.
4. The full-membership fee is established by the Board. Decisions concerning the amount of the fee shall never be retroactive. The maximum amount that can be established by the Board is 100 euros.
5. All Full Members shall have the rights and obligations provided under the Act dated 27 June 1921 on non-profit making associations, international non-profit making associations and foundations and under the present Statutes. In particular, all Full Members have the right to:

Toshiba 29/4/2015 19:54

Comment [3]: This is a new addition which clarifies the duration of membership and merely reflects current practice.

Toshiba 29/4/2015 20:08

Comment [4]: The specification of a maximum membership fee is required by Belgian legislation (article 2.8° of the Act). This does not reflect an intention of the Board to raise the fee to 100 euros. In fact, this year the contribution was reduced from 30 to 20 euros.

- a. Receive all information concerning the Association and be invited to participate in all activities of the Association;
- b. Participate and vote in the General Assembly if they have paid their full membership fee;
- c. Stand for election to the Board and to all other committees, Sub-Organs and functions within the Association;
- d. Consult the documents of the Association listed in Article 10 of the Act of 27 June 1921 on non-profit making associations, international non-profit making associations and foundations.

Additional rights may be granted by the General Assembly.

Any Full Member may, at any time, resign from the Association, by expressing this intention in writing to the Board. The resignation shall be effective upon confirmation of receipt of the resignation letter by the Board.

Article 8. Associate Members

1. Professors and other lecturers having taught at the European Master's Degree in Human Rights and Democratisation, participants of other academic activities and events of the European Inter-University Centre, teaching fellows and former teaching fellows of the European Master's Degree in Human Rights and Democratisation, and staff and former staff of European Inter-University Centre have the possibility to apply for associate membership.
2. A written, non-formal request addressed to the Board suffices to apply for associate membership. The Board will confirm admission within 20 days from the reception of the request. Membership becomes effective upon payment of the annual associate membership fee established by the Board.
3.
 - a. The payment of the associate membership fee is annual and gives right of membership until the 31st of December of the same year in which the payment was made. This right expires on the 1st of January of the following year and is renewed with the payment of the associate membership fee corresponding to the new year.
 - b. Any Associate Member who fails to pay the yearly fee will be considered to have withdrawn his/her associate membership. The Board will notify the individual concerned of the change in status. He/she may lodge a complaint to the Board, which shall answer the complaint. Appeal is possible to the General Assembly, which shall be the last instance. The possibility for the individual to apply for membership again remains open.
4. The associate membership fee is established by the Board. Decisions concerning the amount of the fee shall never be retroactive. The maximum amount that can be established by the Board is 100 euros.
5. All Associate Members have the right to:
 - a. Receive all information concerning the Association and be invited to participate in all activities of the Association;
 - b. Participate in the General Assembly without vote;
 - c. Consult the documents of the association listed in Article 10 of the Act of 27 June 1921 on non-profit making associations, international non-profit making associations and foundations.

Toshiba 29/4/2015 19:55

Comment [5]: The status of associate member is the only novelty in the statute concerning the membership structure. It will allow us to involve more people in the association which have also been related to EIUC and its activities and are active in human rights.

Additional rights may be granted by the General Assembly.

6. Associate members cannot serve on the Board. Nor can an Associate Member chair any Organ and Sub-Organ of the Association, unless the General Assembly decides otherwise.
7. Any Associate Member may, at any time, resign from the Association, by expressing this intention in writing to the Board. The resignation shall be effective upon confirmation of receipt of the resignation letter by the Board.

Article 9. Honorary Members

1. Any physical or legal person of high moral standing and integrity may be appointed as Honorary Member of the Association by the General Assembly, with his / her consent.
2.
 - a. Honorary Members may receive information concerning the Association and may be invited by the Board or the General Assembly to participate in the meetings and activities.
 - b. Honorary Members cannot vote in the General Assembly, but they enjoy a consultative role and they may be invited to express their opinions and ideas in the framework of the General Assembly.
 - c. Honorary Members cannot serve on the Board. Nor can an Honorary Member chair any Organ, committee and Sub-Organ of the Association, unless the General Assembly decides otherwise.
3. Honorary Members can withdraw from the Association at any time, by expressing this intention to the Board. The resignation shall be effective upon confirmation of receipt of the resignation letter by the Board.

Article 10. General Provisions

1. Basic Members, Full Members, Associate Members and Honorary Members are bound to respect the Statutes and the decisions taken by the Board and the General Assembly.
2.
 - a. A Basic Member, a Full Member, an Associate Member or an Honorary Member may be excluded from the Association when he/she:
 - a.I. Refuses to act in accordance with the Statutes, with the decisions of the Board acting within its mandate, and/or with the resolutions adopted by the General Assembly;
 - a.II. Causes a material damage to the Association or brings the Association into disrepute.
 - b. The Board, after offering the individual concerned the possibility to bring forward arguments for the disputed behaviour, and having informed the individual concerned, may propose his/her exclusion to the General Assembly. During this procedure, the Basic Member, the Full Member, Associate Member or Honorary Member is suspended.
 - c. The General Assembly will decide on the exclusion of the Basic Member, Full Member, Associate Member or Honorary Member. The exclusion needs a two-thirds (2/3) majority of the votes of the Full Members present and represented.

Toshiba 29/4/2015 20:18

Comment [6]: The 2/3 majority is imposed by Article 4.7° of the Belgian Act.

The excluded member has no right to the resources of the Association and cannot claim reimbursement of the membership fee.

3.

- a. Any member is free to withdraw from the Association by submitting his / her resignation to the Board.
- b. The member who resigned has no right to the resources of the Association and cannot claim reimbursement of the membership fee.

Title IV. Organisational Structure

Article 11. Structure and Organs

1. The Organs of the Association are:

- the General Assembly;
- the Board; and
- the President

2. To the extent permitted by the Law and the Statutes of the Association, the General Assembly and the Board may appoint specific persons or create committees or Sub-organs to carry out certain parts of the tasks under their responsibility.

Article 12. The General Assembly

1. The General Assembly is the supreme decision-making body of the Association. Its decisions are binding on all the members, the Board, the President, the Secretary General, the committees and the Sub-Organs of the Associations. A General Assembly decision can only be overturned by a subsequent General Assembly decision.
2. The General Assembly shall consist of all Full Members.
3. The General Assembly is convened by the Board in the cases provided by the Law or the Statutes or upon request of at least one-fifth (1/5) of the Full Members.
4. Basic Members, Associate Members, Honorary Members, the Secretary General, the *vérificateurs aux comptes*, and any person appointed by the General Assembly or the Board to carry out specific tasks or to be a member of any committee or Sub-Organ of the Association may be invited to the General Assembly meetings. The General Assembly may decide to invite other persons to attend the meeting.
5. Only Full Members who are not suspended and who have paid their full membership fee have the right to vote in General Assembly meetings. Each Full Member has one vote. Resolutions are passed by simple majority of the Full Members present or represented, with the exception of the cases envisaged by the Law or by the Statutes. The General Assembly can only decide validly on points that appear in the agenda. Decisions on points not included in the agenda can only be validly taken if the General Assembly approves this by a majority of the Full Members.

Toshiba 29/4/2015 20:19

Comment [7]: The specific role of the treasurer has been suppressed, as it was not required by Belgian legislation. The function will be performed within the Board.

Toshiba 29/4/2015 20:22

Comment [8]: 1/5 required by Article 5 of the Belgian Act.

Toshiba 29/4/2015 20:24

Comment [9]: Auditors in the terminology of the Belgian Act.

Invitations shall be sent by mail, facsimile, email or any other written or electronic means. The invitation shall include the date, venue and time, as well as the agenda, of the meeting. Invitations shall be sent at least eight (8) days before the General Assembly meeting. In cases where the General Assembly is convened upon request of at least one-fifth (1/5) of the Full Members, invitations shall be sent within eight (8) days of the request and the General Assembly meeting shall be held at the latest on the fortieth (40th) day following the request.

6. Any Full Member of the Association who cannot participate in the General Assembly can appoint another Full Member to vote for him/her subject to having a proxy.
7. General Assembly meetings shall be deemed validly organized if at least half (1/2) of the Full Members are present or represented. If the presence quorum is not met, a second date shall be proposed. This second General Assembly meeting will be validly held irrespective of the number of members in attendance.
8. The Assembly is chaired by the President of the Association. In case of absence or impediment, the President shall be replaced by the Vice-President of the Association. If no Vice-President was appointed or in case of absence or impediment, the Vice-President shall be replaced by the longest serving Full Member personally present.
9. The resolutions of the General Assembly are recorded in minutes. These minutes are signed by the Chairperson of the General Assembly meeting and the Secretary General. They shall be personally communicated to all Basic Members, Full Members, Associate Members and Honorary Members by mail, facsimile, email or any other written or electronic means and shall be published on the Association's website.
10. The General Assembly may perform its duties, debate and take resolutions by way of audio modes of communications (such as teleconference) or by visual modes of communications (such as videoconference or Skype), provided that all the participants (i) can be identified by the Chairperson of the General Assembly meeting and by all the other Members in attendance and (ii) are allowed to follow and take part in the discussion of the items of the agenda and to review any documents related thereto. All the above shall be recorded in the minutes of the General Assembly meeting.
11. The following powers are restrictively reserved to the General Assembly:
 - a. Discussing about and deciding upon any question or matter within the scope of the present Statutes and the general directions of the Association;
 - b. Amendments to the Statutes of the Association;
 - c. Appointment and dismissal of the Board members;
 - d. Election of the President of the Association;
 - e. Appointment and dismissal of the *vérificateurs aux comptes* and determination of their compensation in cases compensation is awarded;
 - f. Review of the activities of the Board, approval of the Board report to the General Assembly on the status and activities of the Association, and discharge to the Board members;
 - g. Discuss and approve general directives for the Association;

- h. Approval of the annual accounts and the budget;
- i. Approval of the reports of the *vérificateurs aux comptes*, as long as the *vérificateurs aux comptes* are elected in accordance with paragraph 13 of the present article;
- j. Discharge of the Board and the *vérificateurs aux comptes*;
- k. Deciding upon the financial means by which the activities of the Association shall be funded;
- l. Dissolution of the Association and allocation of the Association's remaining assets;
- m. Expulsion of a Member;
- n. Adoption and amendment to the Internal Rules of the Association;
- o. All other decisions as set out in the Statutes of the Association.

The competences listed here are without prejudice of Article 4 of the Act of 27 June 1921 on non-profit making associations, international non-profit making associations and foundations.

12. The General Assembly can also hold extraordinary meetings if requested by the Board or by at least one-fifth (1/5) of all Full Members. The reason for convening an extraordinary General Assembly meeting shall be clearly stated in the invitation.

13. The General Assembly may appoint up to two *vérificateurs aux comptes*. The duration of the mandates of the *vérificateurs aux comptes* shall be the same as that of the Board. The *vérificateurs aux comptes* shall be responsible for keeping the financial accounts in order and for monitoring the proper financial management of the organisation.

Article 13. The Board

1. The Association shall be managed by the Board. The Board shall consist of the President of the Association, and eight (8) other Full Members of the Association elected by the General Assembly.

Among these eight (8) Full Members, the President will appoint a Vice-President who will stand for him/her in case of absence or impediment.

The mandates of the Board members shall not be remunerated.

Board members act individually as they carry out particular projects and tasks specifically entrusted to them. When taking decisions as a Board, Board members act collegially.

The Secretary General participates in the Board meetings with consultative status.

2. The Board members shall be elected by the General Assembly for a period of two years. Elections will take place yearly. A half of the Board will be elected each time, while the other half will continue its two-year mandate. Any member of the Board may be re-elected after his/her first term of office has expired, for no more than two more terms. In the composition of the Board, the General Assembly shall have due regard to the representation of graduation years of the European Master. Their appointment will be formalised in accordance with Article 9 of the Act of 27 June 1921 on non-profit making associations, international non-profit making associations and foundations.

Toshiba 29/4/2015 20:33

Comment [10]: This new competence of the Assembly is required by Article 4.5° of the Belgian Act

Toshiba 29/4/2015 20:33

Comment [11]: This new competence of the Assembly is required by Article 4.4° of the Belgian Act.

Toshiba 29/4/2015 20:28

Comment [12]: Again, the role of the treasurer is not specified.

Toshiba 29/4/2015 20:31

Comment [13]: This specification is required by Article 2.7° of the Belgian Act.

Toshiba 18/4/2016 19:53

Comment [14]: Staggered elections are the second novelty proposed.

3. If a Board member resigns or is unable to pursue her/his mandate, the other members of the Board will be collectively responsible for the activities of the vacant Board post or may collectively appoint an interim replacement to hold office until the next General Assembly meeting, at which a new Board member shall be elected. The replacement will be sought preferably among the candidates to the last board election who were not elected to the board according to the result of the election.

4. A Board member may be dismissed by the General Assembly by a majority of two-thirds (2/3) of the Full Members if either:

- a. the Board member does not satisfactorily perform his/her tasks; or
- b. the Board member violates the Statutes or acts against the interest of the Association.

5. Meetings of the Board shall be called by the President of the Board. Invitations shall be sent to the Board members, at least seven (7) days before the meeting. The invitations shall include the date, venue and time, as well as the agenda, of the meeting. Minutes shall be kept of each meeting of the Board.

6. The Board can validly deliberate when the majority of its members are present. The decisions of the Board shall be validly adopted by a simple majority of the votes of the members present.

7. The Board may perform its duties, debate and take decisions by way of audio modes of communications (such as teleconference) or by visual modes of communications (such as videoconference or Skype), provided that all the participants can be identified by the President and by all the other members in attendance and are allowed to follow and take part in the discussion of the items of the agenda and to review any documents related thereto. All the above shall be recorded in the minutes of the Board meeting.

8. The Board is the executive body of the Association. It shall be vested with the widest powers to perform all the acts of management and administration necessary or useful to achieve the purpose and objectives of the Association, except for those powers that the Law or the Statutes reserve to the General Assembly.

The tasks of the Board are in particular to:

- a. Execute and implement the resolutions adopted by the General Assembly;
- b. Adopt an annual operational plan for the implementation of the resolutions adopted by the General Assembly;
- c. Prepare the agenda of the General Assembly meetings including in it any proposal signed by at least one-twentieth (1/20) of the Full Members and, if deemed relevant and appropriate, any proposal by the President of the Association, an Associate Member or an Honorary Member, a Sub-organ of the association or a person appointed by the General Assembly or the Board for a specific task;
- d. Prepare the budget of the Association, in accordance with the directions given by the General Assembly and present it to the General Assembly for approval;

Toshiba 18/4/2016 19:52

Comment [15]: This addition reflects the practice followed by the Board in the last years.

Toshiba 29/4/2015 20:37

Comment [16]: This is new and is imposed by Article 6 of the Belgian Act.

- e. Prepare the financial statements and the annual accounts and present them to the General Assembly for approval;
- f. Prepare a report on the status on the activities of the Association for presentation and approval by the General Assembly;
- g. Appoint and dismiss the Secretary General;
- h. Appoint and dismiss all the employees and members of staff of the Association, in consultation with the President and Secretary General; Fix, in consultation with the President, the duties, salaries and emoluments of the Secretary General, the employees and members of staff of the Association;
- i. Determine the membership fee for the various categories of membership;
- j. Discuss and decide on the acceptance of contributions and/or donations from public entities or organisations and from the private sector;
- k. Represent the Association towards third parties in judicial and non-judicial matters. This representation can be delegated to the President of the Association or to one or several persons;
- l. Ensure that the powers delegated to the Secretary General, the committees and Sub-Organs are properly exercised.

The Board shall be accountable to the General Assembly for its actions and decisions.

- 9. To the extent permitted by the Law and by the Statutes, the Board may, on its own authority, delegate the powers of daily management or specific parts of its own powers to one or more Board members, to the **President** or to the Secretary General. The Board may also create committees and Sub-Organs or appoint any person to carry out some tasks.

The composition, objectives and operating procedures of these committees and Sub-Organs shall be fixed by the Board. These persons, committees and sub-Organs shall carry out the specific tasks under the responsibility of the Board. The Board shall be accountable to the General Assembly for the activities of these persons, committees and Sub-Organs.

Those delegations shall be formalised in accordance with Article 9 of the Act of 27 June 1921 on non-profit making associations, international non-profit making associations and foundations.

Article 14. The President of the Association

- 1. The President of the Association is elected by the General Assembly.
- 2. The President shall convene the Board. He/she normally acts as Chairperson of the Board. The President of the Association supervises the implementation of the directions and decisions of the General Assembly and the activities of the Board, including within the context of the operational plan.
- 3. The President of the Association supervises the proper functioning of the staff, committees and Sub-Organs
- 4. The President of the Association shall ensure that the Association operates in conformity with the Law and the Statutes of the Association.

Toshiba 29/4/2015 20:39

Comment [17]: Rules on representation follow Article 13 of the Belgian Act.

Article 15. The Secretary General

1. Subject to the availability of funds, the Board may appoint a Secretary General. The Secretary General receives a remuneration determined by the Board for his/her functions in accordance with Belgian labour legislation. His/her appointment will be formalised in accordance with Article 9 of the Act of 27 June 1921 on non-profit making associations, international non-profit making associations and foundations.

The Secretary General can be dismissed, in accordance with Belgian law, when he/she:

- a.I. Refuses to act in accordance with the Statutes of the Association, with the decisions of the Board acting within its mandate, and/or with the decisions taken by the General Assembly;
- a.II. Causes a material damage to the Association or brings the Association into disrepute;
- a. III. Fails to comply with his/her contractual duties or acts beyond his/her mandate or fails to follow the instructions of the Board or the President.

The Secretary General also ceases his/her functions by resignation, inability to exercise his/her functions or death.

2. Upon delegation by the Board and subject to the instructions given by the President, the Secretary General may be responsible for the daily management of the Association and represent the Association in its day-to-day business.

The Secretary General shall in particular:

- a. Participate in the Board meetings with consultative status;
- b. Assist the Board in the drafting of the annual operational plan for the implementation of the resolutions adopted by the General Assembly;
- c. Assist the Board in preparing and presenting the annual accounts and the budget of the Association;
- d. Control and co-ordinate the activities of the Association's employees and members of staff;
- e. Perform any other specific task conferred to him/her by an ad hoc decision of the Board.

Title V. Resources of the Association

Article 16. Financial resources

1. The resources of the Association consist of (i) annual membership fees, and (ii) donations, subsidies, funds or grants received from private and public bodies or organisations, whether in cash or in kind, provided however that such funds are authorized by law and are not tied to conditions contrary to the aims and object of the Association. These amounts shall be paid into the Association's account.

2. Full and Associate Members of the Association shall pay an annual membership fee, whose amounts shall be fixed by the Board.

3. All the financial resources of the Association shall be properly and accurately accounted for by the Board and supervised by the *vérificateurs aux comptes*.

Article 17. Fiscal Year and Annual Accounts

1. The fiscal year of the Association runs from 1st January to 31st December.

2. The Board shall submit the accounts of the year ended and the budget for the following financial year to the General Assembly for approval. The General Assembly shall decide on these at the upcoming meeting of the General Assembly, no later than six months after closing the financial year.

Title VI. Final Provisions

Article 18. Internal Rules

The General Assembly may adopt Internal Rules, which will regulate the implementation of these Statutes in detail.

Article 19. Amendments to the Statutes

Amendments to the Statutes of the Association shall be approved by the General Assembly.

Amending the Statutes is only possible if the proposed modification has been mentioned in full details on the agenda of the General Assembly meeting.

The General Assembly can only decide on the modification of the Statutes if at least two-thirds (2/3) of the Full Members are present or represented. A two-third (2/3) majority of the votes of these Full Members is required to amend the Statutes. However, if the amendment relates to the aims of the Association, a four-fifth (4/5) majority of the votes of the Full Members present and represented is required.

If the two-thirds (2/3) quorum is not met, another General Assembly meeting shall be convened no earlier than fifteen (15) days after the first meeting. At this second meeting, the General Assembly can validly decide on the amendments to the Statutes regardless of the number of Full members present or represented. Amendments to the Statutes require a two-third (2/3) majority of the votes of the Full Members present or represented. Amendments to the aims of the Association require a four-fifth (4/5) majority of the votes of the Full Members present and represented.

Article 20. Dissolution

Toshiba 29/4/2015 20:44

Comment [18]: Requirement on majorities and formalities are imposed by Article 8 of the Belgian Act.

Toshiba 29/4/2015 20:44

Comment [19]: Requirements on majorities and formalities are imposed by Article 8 of the Belgian Act.

The dissolution of the Association can only be pronounced by the General Assembly if at least two-thirds (2/3) of the Full Members are present or represented. A four-fifth (4/5) majority of the votes of the Full Members present or represented is required.

Deciding upon the dissolution of the Association is only possible if the proposed dissolution has been mentioned in full details on the agenda of the General Assembly meeting.

The General Assembly may validly proceed if at least two-thirds (2/3) of the Full Members are present or represented. If this quorum is not met, another General Assembly shall be convened no earlier than fifteen (15) days after the first meeting. At this second meeting, the General Assembly can validly decide on the dissolution of the Association regardless of the number of Full Members present or represented. A four-fifth (4/5) majority of the votes of the Full Members present or represented is required to decide on the dissolution of the Association.

In the event of the dissolution of the Association, the General Assembly shall appoint one or more liquidators. The General Assembly shall decide upon the allocation of the Association's remaining assets. The assets shall be allocated to one or more non-profit making associations, whose purposes are as akin as possible to the purpose for which the Association was incorporated.

Transitory provisions

Composition of the Board

After the election of the first Board, its members will determine by lot four Board members whose mandates will expire after one year in order to ensure the yearly partial renovation of the Board established in Article 13(2). The President will be excepted from the drawing of lots. After that first year, the General Assembly will hold elections for four Board members.

Toshiba 18/4/2016 19:54

Comment [20]: This transitory provision is added to regulate the system of staggered elections.