

Free English Translation of FAIB new statutes 2021

TITLE I NAME, SEAT AND DURATION

Article 1 The name of the association, hereinafter referred to as (the "Association" or the "FAIB"), is:

- in French: Fédération des Associations Européennes et Internationales établies en Belgique
- in Dutch: Verbond van de Europese en Internationale in België gevestigde Verenigingen;
- in German: Verband der in Belgien niedergelassenen Europäischen und Internationalen Vereinigungen
- in English: Federation of European and International Associations established in Belgium.

The FAIB acronym will be used in all four languages.

All acts, invoices, announcements, publications, letters, order forms, websites and other documents, whether in electronic or non-electronic form, issued by the Association must contain the following information

- 1° the name of the Association;
- 2° its legal form, in full or in abbreviated form, i.e. "association sans but lucratif" or "vereniging zonder winstoogmerk" or "Vereinigung ohne Gewinnerzielungsabsicht" or the abbreviation "ASBL", "VZW" or "VoG".
- 3° the precise indication of its registered office;
- 4° its company number;
- 5° the words "register of legal persons" or the abbreviation "RPM", followed by the name of the court where the Association has its registered office.

Article 2 The Association shall have its registered office in the Brussels Capital Region.

Article 3 By decision of the Board of Directors, the Association may set up offices, sections, representations and correspondences, both permanent and temporary, in Belgium and abroad.

TITLE II - AIMS AND ACTIVITIES

Article 4 The FAIB is an association of European and International Associations established in Belgium. It is apolitical and does not seek any profit. Its aims are:

- 1° to study, promote and defend the collective interests - moral and material - of its members, without involvement in their own activities. The FAIB represents its members against third parties, in particular against all public or private bodies, to defend their general interests.

2° to obtain all provisions, to take and promote all initiatives tending to favour the establishment and maintenance in Belgium of European and international associations.

3° to obtain and promote through collective action the official and representative statutory recognition of the associative movement as such and of associations by the European and international bodies and to help obtaining any measure in view of facilitating the exercise of their activities by its members.

4° to assist its full members in the organisation of their activities, in particular by the joint establishment of study bodies, administrative and auxiliary services, the fitting out and equipping of premises, etc.

The Association may also carry out commercial activities in an ancillary manner, provided that the income generated by these activities is allocated to the non-profit-making purpose of the Association.

TITLE III - MEMBERS

Article 5 - 1° Full members: Non-profit organisations whose composition, object or activity is of a European and/or international nature and which are permanently or temporarily established in Belgium may be admitted as full members. The number of such members may not be less than 3. Only full members have the right to vote.

2° Associate members: natural or legal persons may be admitted as associate members who, by their membership, show their interest in the Association and give it their support by actively contributing to its activities.

3° Honorary members: may be admitted as honorary members personalities to whom the General Assembly confers this title in consideration of their high competence or in recognition of the eminent services they have rendered to the Association.

4° Corresponding members: non-profit organisations whose membership, object or activity is of a European and/or international nature and which are based outside Belgium may be admitted as corresponding members. These associations will have access to information disseminated by FAIB to its full and associate members.

The rights and obligations of full members contained in the Act do not apply to other categories of members. The rights and obligations of other categories of members are determined solely by the statutes and can be changed without their agreement. Any applicant member must be able to demonstrate that it is validly constituted and/or validly exists under the laws and customs of its country and that it has legal personality.

Membership is individual. It may not be assigned or transferred to a third party and shall automatically lapse in the event of the death or dissolution of a member.

The Board of Directors shall keep a register of full members at the registered office of the Association. This register shall contain the surname, first name and domicile of the full members, or in the case of a legal person, the name, legal form and address of the registered office. The Board of Directors shall enter all decisions on the admission, resignation or exclusion of full members in this register within eight days of learning of the decision. All full members may consult the register of full

members at the registered office of the Association under the conditions laid down by law.

Article 6 Admission as a member is subject to a decision of the Board of Directors in a sovereign capacity, and no reasons need be given.

Article 7 Full members and corresponding members shall pay an annual membership fee, the amount of which shall be fixed by the General Assembly on the proposal of the Board of Directors. This amount may not exceed 10,000 Euro.

Article 8 Any member may withdraw at any time by written notice to the Secretary General. Such resignation will only become effective at the end of the fiscal year in which it has been notified.

A member shall also be deemed to have resigned if it fails to pay its financial obligations in full following a second reminder to that effect from the Secretary General, without prejudice to the Association's right to claim from it all sums due to the Association up to the end of the current financial year.

Article 9 Upon proposal by the Board of Directors, a member may be expelled by the General Assembly acting by a two-thirds majority of the votes cast.

A member may only be excluded after having been informed of the reasons for its exclusion at least one month before the date of the meeting of the General Assembly called to vote and after having had the opportunity to present its defence before the General Assembly.

Members may be excluded if they fail to comply with the Statutes, the internal rules or the decisions of the Association's bodies, or if they significantly damage the interests or reputation of the Association.

The Board of Directors may suspend, until a decision is taken by the General Assembly, a member (including any voting rights) on whom there is serious and consistent evidence of serious infringements or breaches of the rules as referred to in Article 9, without prejudice to the suspended member's obligation to fulfil its financial obligations.

Article 10 Members who resign, are deemed to have resigned or are excluded, as well as the creditors, heirs or assigns of the said members, may not claim any right on the social fund and may not claim reimbursement or compensation, in part or in full, of contributions paid, contributions or other benefits.

A member who resigns, is deemed to have resigned or is excluded may not, under any circumstances, request the consultation, communication or copy of the annual accounts, nor the sealing of the Association's assets, nor an inventory.

TITLE IV - ORGANS

A. General Assembly

Article 11 The General Assembly shall be composed of all full members and, where appropriate, of other members if they have been invited to the meeting of the General Assembly.

The General Assembly may decide to admit third parties to its meetings on the proposal of the Board of Directors. Such third parties shall not have the right to vote.

Decisions taken by the General Assembly shall be binding on all members, including absent, dissenting or abstaining members.

The General Assembly shall have such limited powers as are expressly assigned to it by these Statutes or by law. Its powers are:

- 1° to amend the statutes;
- 2° the appointment and dismissal of directors and the fixing of their remuneration in cases where remuneration is granted to them
- 3° the appointment and dismissal of the auditor and the fixing of his remuneration
- 4° the discharge to be granted to the directors and the auditor and, if necessary, the institution of proceedings by the Association against the directors and the auditors;
- 5° the approval of the annual accounts and the budget;
- 6° the fixing of subscriptions for full and corresponding members;
- 7° the dissolution of the Association;
- 8° the exclusion of a [full] member;
- 9° the transformation of the ASBL into an AISBL, or into another legal form;
- 10° to make or accept the contribution of a universality free of charge;
- 11° all other cases where the law or the Articles of Association so require.

Article 12

The General Assembly shall meet at least once a year, at a place and date determined by the Board of Directors, to approve the budget and the annual accounts and to grant discharge to the directors, at the latest six months after the closing date of the financial year.

An extraordinary General Assembly shall be convened either on the initiative of the Board of Directors or at the written request of at least one fifth of the Full Members. In the latter case, the Board of Directors shall be obliged to convene the General Assembly within one month of the date of the request made to the Board of Directors.

The full members making the request must state the items on the agenda for which they wish a meeting.

The notices shall contain the place, date, time and agenda of the General Meeting and shall be sent by letter, email or other written means at least fifteen days before the General Meeting by the Secretary General or, where appropriate, by another director designated for this purpose. The agenda shall be attached to the notice of meeting.

The regularity of the convocation cannot be contested if all the full members are present or validly represented.

Full members shall be represented at the General Assembly by their President, Secretary General, Director or by another person delegated for this purpose. Each full member may be represented at the General Assembly by another full member.

The General Assembly shall be chaired by the Chairperson of the Board of Directors or, in case of impediment or absence, by a Vice-Chairperson or by another member of the Board of Directors designated by the General Assembly.

Article 13 At the General Assembly, only full members are entitled to vote; other members have an advisory capacity. Each full member has one vote.

Article 14 - Meetings of the General Assembly may be validly held by telephone conference, video conference or any other electronic means of communication allowing members to communicate with each other.

The Board of Directors, according to the terms it determines, may also authorise full members to vote remotely before the General Assembly meeting, in electronic form. The general meeting may deliberate on items which are not on the agenda, unless a majority of the full members present or represented at the meeting object.

Without prejudice to legal or statutory provisions to the contrary, decisions of the General Assembly shall be taken by a simple majority of the votes cast. Abstentions and blank or irregular votes shall not be counted in the votes cast (neither in the numerator nor in the denominator). In the event of a tie, the chairperson of the meeting shall have the casting vote.

The full members may, unanimously and in writing, take all decisions which fall within the powers of the General Assembly, with the exception of the amendment of the statutes. In this case, the formalities for convening the meeting need not be fulfilled. The members of the Board of Directors and, if applicable, the auditor, may, at their request, take cognisance of these decisions.

The resolutions of the general meeting shall be recorded in the minutes of the meeting and shall be brought to the attention of the members by ordinary or electronic correspondence.

B. Board of Directors

Article 15 The Association is managed by a Board of Directors acting collectively, composed of at least seven persons, who may be natural or legal persons. The directors shall be elected by the General Assembly on the proposal of the Board of Directors. The term of office of the directors is four years. Unless otherwise decided by the general meeting, their term of office shall begin and end at the end of the general meeting which approves the annual accounts. Directors whose term of office has expired shall remain in office as long as the general meeting has not, for whatever reason, provided for their replacement.

A director's term of office is renewable. A director who is absent from three meetings of the Board of Directors during the same calendar year without having given a mandate to another director to represent him/her shall be deemed to have resigned. The General Assembly may dismiss a director at any time.

In the event of a vacancy in the office of a director before the end of his or her term of office, for whatever reason, the remaining directors shall have the right to co-opt a new director.

The first subsequent general meeting must confirm the mandate of the co-opted director. In case of confirmation, the co-opted director completes the term of office of his predecessor, unless the general meeting decides otherwise. If there is no confirmation, the mandate of the co-opted director shall end at the end of the General Assembly, without prejudice to the regularity of the composition of the Board of Directors until that time.

Article 16 - The Board of Directors shall elect from among its members a President, one or more Vice-Presidents, a Secretary General and a Treasurer. Their mandate has the same duration as their term on the Board of directors. They are re-eligible to the same or another position. At the initiative of the President, these directors may meet in a restricted committee to discuss current affairs and prepare the meetings of the Board.

Article 17 - The Board of Directors shall meet at the places and dates it determines. Notices of meetings shall contain the place, date, time and agenda of the Board of Directors and shall be sent by letter, email or other written means at least ten days before the Board of Directors meeting by the Secretary General. Each director may be represented at meetings by another director. The Board of Directors may only validly decide if at least half of the directors are present in person, by telephone or any other electronic means of communication or are validly represented. If this attendance quorum is not reached, a new meeting must be convened with the same agenda.

The Board of Directors may also authorise directors to vote remotely before the Board of Directors meeting, in electronic form, in accordance with the terms and conditions it determines.

Unless otherwise provided for in the Articles of Association, the Board of Directors shall decide by a simple majority of the votes cast. In the event of a tie, the Chairman shall have the casting vote. Blank or irregular votes shall not be counted as votes cast. When it deems it necessary or at the request of a director, the Board of Directors may invite a person who is not a member of the Board of Directors to a meeting of the Board of Directors. This person shall have no voting rights.

Decisions may also be taken by unanimous written resolution. Decisions shall come into force on the date mentioned on the written resolutions and shall be deemed to be taken at the seat of the Association.

Decisions taken by the Board of Directors shall be recorded in draft minutes.

When the Board of Directors is called upon to take a decision or to decide on an operation within its competence in which a director has a direct or indirect interest of a proprietary nature which is opposed to the interests of the Association, the legal procedure must be followed.

Article 18 The Board of Directors has the broadest powers for the management of the Association. Everything that is not reserved by law or the statutes for the General Assembly shall be the responsibility of the Board of Directors. The Board of Directors may delegate powers to one or more of its members, or to a third party of its choice, under its responsibility.

The Board of Directors may set up or dismiss committees or working groups with an advisory role. The composition and functioning of such committees or working groups may be defined in internal rules.

The Board of Directors may, under its responsibility, delegate part of its powers to a third party of its choice or to a director for special and determined purposes.

The mandate of a director shall be exercised free of charge. However, expenses relating to travel supported by appropriate vouchers shall be reimbursed.

Article 19 - The Association shall be validly represented in all its acts, including legal proceedings, by two directors acting jointly, who need not provide proof of a prior decision by the Board of Directors.

The Secretary General shall represent the Association individually within the limits of day-to-day management, including in court, and shall not be required to provide proof of a prior decision by the Board of Directors.

The Association shall also be validly represented by a proxy appointed by the Board of Directors, within the limits of his mandate.

TITLE V - BUDGET AND ANNUAL ACCOUNTS

Article 20 The Board of Directors shall submit the annual accounts for the past financial year to the General Assembly for approval. The financial year begins on the first of January of each year and ends on the thirty-first of December.

TITLE VI - DAILY MANAGEMENT

Article 21 - The Board of Directors may delegate the day-to-day management of the Association to an administrator or to another person who holds the title of Secretary General.

Only the Board of Directors is competent to revoke this delegation and to determine the conditions under which it may be terminated.

The mandate of the Secretary General is exercised free of charge, unless the General Assembly decides otherwise on a proposal from the Board of Directors. Expenses incurred in the course of his duties, supported by appropriate supporting documents, shall be reimbursed.

Article 22 - The Secretary General may, under his responsibility, delegate part of his powers to a third party.

TITLE VII - DISSOLUTION AND LIQUIDATION

Article 23 - The Association may be dissolved by a judicial decision or a decision of the General Assembly. A decision to dissolve is only valid if at least two thirds of the full members are present or represented.

If this quorum is not reached, a new meeting of the General Assembly shall be convened, which may not be held within fifteen days after the first meeting. The second meeting of the general assembly may validly take decisions, regardless of the number of full members present or represented.

The decision to go into liquidation shall be taken by a majority of four fifths of the votes cast.

The decision is published in the Annexes to the Moniteur belge.

In the event of voluntary dissolution, the general meeting or, in the event of judicial dissolution, the court, shall appoint the liquidator or liquidators. The general meeting or the court shall determine their powers and, where appropriate, their remuneration, as well as the method of liquidation.

After settling all the Association's debts, the liquidator shall transfer the assets of the Association free of charge to one or more non-profit legal entities whose social aims are similar to those of the Association.

TITLE VIII - INTERNAL REGULATIONS AND COMPETENT COURTS

Article 24

The General Assembly may adopt or amend, on the proposal of the Board of Directors, internal regulations of the Association. These internal rules shall regulate the functioning of the Association and its bodies in general, without being contrary to the Statutes.

The Board of Directors is authorised to adapt the reference in the Articles of Association to the latest approved version of the internal rules and to publish the coordinated version of the Articles of Association following this amendment. The latest approved version of the Rules of Procedure is dated 7 June 2018.

Any dispute relating to the Association's Articles of Association, its internal rules or any decision of one of its bodies shall be governed by Belgian law and shall fall exclusively within the jurisdiction of the courts of Brussels (French-speaking chambers)."

FREE TRANSLATION