



EUROPEAN WOMEN'S
LOBBY
EUROPEEN DES FEMMES

INTERNATIONAL NON-PROFIT ASSOCIATION EUROPEAN
WOMEN'S LOBBY STATUTES
abbreviated to "EWL"
Modification of Statutes
Adopted by the Extraordinary General Assembly of 13
January 2024

Section 1. Name, registered office, duration and e-mail address of the Association.

Article 1. Name of the Association.

The Association adopts the name: "ASSOCIATION INTERNATIONALE SANS BUT LUCRATIF LOBBY EUROPÉEN DES FEMMES - LEF / INTERNATIONAL NON-PROFIT ASSOCIATION EUROPEAN WOMEN'S LOBBY - EWL"

All official acts, invoices, announcements, publications and other documents issued by the Association shall mention its name, immediately followed by the words "Association internationale sans but lucratif" or the acronym "AISBL" as well as the Association's address of the registered office and its registration number with the Banque-Carrefour des Entreprises (B.C.E.).

Registered under company number 0446.526.137

Article 2. Registered office

The Association's registered office is in Belgium, in the Brussels-Capital Region, rue Hydraulique, 18, 1210 Brussels.

The Board may decide to move the registered office within the same municipality or to another Belgian municipality with the same linguistic regime.

On the other hand, the General Assembly alone is competent to move the registered office to another municipality with a different linguistic regime or to another country.

The decision to transfer the registered office of the Association must be published in the annexes to the *Official Belgian Gazette [Moniteur belge]*.

Article 3. Duration of the Association.

The Association is established for an unlimited period. However, it may be dissolved voluntarily or by court order at any time.

Article 4. Association e-mail address.

The Association has the following e-mail address EWL@womenlobby.org

This e-mail address may be changed by the Board. In this case, the change is immediately brought to the attention of all members and interested parties.

All communications to this address are considered to have been validly made in the context of the execution of these Statutes hereinafter referred to as the "Statutes".

Any member of the Executive Committee may, at any time, provide the Association with an e-mail address for purposes of communicating with the Association.

Any communication to this e-mail address is considered to have been validly made. The Association may use this address until the member concerned provides another e-mail address or indicates that they no longer wish to communicate by e-mail.

If circumstances so justify, communication using e-mail addresses may be substituted by another means of communication, such as video conferencing, live Internet sessions, online voting, etc.

The characteristics and implementation of these different types of electronic communication are specified in the Association's Internal Rules, hereinafter referred to as the "Internal rules".

Section 2. Aims and purpose of the Association.

Article 5. Aims of the Association.

The Association, "European Women's Lobby", represents the concerns, needs and interests of women in discussions with national, European and international institutions.

The Association aims to empower all women in their diversity, to advance equality between women and men, to combat all forms of discrimination and violence against women and to ensure that all women enjoy their full human rights through active participation in society and in the design and implementation of policies.

The Association also has the specific aim of tackling violence against women by defending the human rights and fundamental freedoms recognised in the Constitution and in the international agreements by which Belgium is bound, in particular: articles 10, 11, 11a and 23 of the Constitution, which establish the principles of equality and non-discrimination and that everyone has the right to lead a life in keeping with their own human dignity; articles 2, 3 and 7 of the International Covenant on Civil and Political Rights and article 14 of the European Convention on Human Rights, which establish the principles of non-discrimination without distinction of any kind, including gender; Article 3 of the International Covenant on Economic, Social and Cultural Rights, which requires States parties to ensure the equal right of men and women to benefit from all economic, social and cultural rights listed in the Covenant; the provisions of the Council of Europe Convention on Preventing and Combating Violence against Women and Domestic Violence ("Istanbul Convention") of 11 May 2011; the provisions of the Convention on the Elimination of all forms of Discrimination against Women dated 18 December 1979, as ratified by Belgium on 10 July 1985; the provisions of the Convention against Torture and Other Cruel, Inhuman or Degrading Treatment or Punishment of 10 December 1984; article 19 of the International Convention on the Rights of Children of 20 November 1989, which requires States parties to take all appropriate legislative, administrative, social and educational measures to protect the child from all forms of physical or mental violence, injury or abuse, neglect or negligent treatment, maltreatment or exploitation, including sexual

abuse; UN Convention on the Rights of Persons with Disabilities, in particular article 6, on Women with Disabilities.

The Association may carry out all actions relating directly or indirectly, in whole or in part, to its purpose, or which may lead to its development or facilitate its implementation.

This list is not exhaustive

Article 6. Purpose and activities of the Association.

Through its member organisations, the Association aims:

- to work within the framework of democratic, open and transparent communication, decision-making and accountability procedures, in order to support the participation and empowerment of all women;
- be regularly involved in the development and implementation of EU policies in all areas which have an impact on women's lives and on the promotion of equality between women and men;
- ensure that the development and implementation of gender mainstreaming involves the full integration of women's human rights, needs and aspirations into all areas of EU policy;
- take into account the needs and perspectives of different groups of women, as well as the multiple identities of women at all stages of their life;
- and it may also assist and take an interest in any activity similar to its purpose, carry out any activities directly or indirectly related to that purpose, and set up and manage any service or institution with a similar purpose.

Section 3. Members of the Association.

Article 7. The different categories of member

The Association is made up of women's organisations, women's sections of mixed organisations and supporting organisations which are foundations, organisations or companies committed to supporting the aims and objectives of the Association. The Association therefore comprises different categories of members whose rights and obligations are defined below.

These different categories are:

- full members;
- members of supporting organisations, hereinafter referred to as "supporting organisations";
- honorary members.

The Association reserves the right to create new categories of members or to modify existing categories in accordance with the Law.

All members, whatever category they belong to, must:

- pursue the same selfless aim as the Association and adhere to its objectives;
- meet the membership criteria set out in these Statutes,
- pay an annual membership fee.

Article 8. Full members

Full members of the Association are its founding members and any other member subsequently admitted in this capacity.

Only full members enjoy the full rights granted to members under the Law and the Statutes.

Full members are National and European coordinations of non-governmental organisations.

National coordinations of women's non-governmental organisations

National coordinations of women's non-governmental organisations from the Member States of the European Union, the United Kingdom, the countries of the European Free Trade Association and countries in the process of formally joining the European Union that meet the criteria set out below may become full members.

Members must:

- hold in their country¹/Member State the status of a non-governmental organisation representing women's non-governmental organisations and have legal capacity in their country/Member State or have signed a Memorandum of Cooperation to act as a coordinating body for the EWL with a view to acquiring legal status recognised under national or international law in their country/Member State, in accordance with the Internal Rules;
- demonstrate a commitment to gender equality based on past and current work, as well as future projects;
- demonstrate their support for the Convention on the Elimination of all forms of Discrimination against Women and its Optional Protocol, and for the Beijing Platform for Action;
- demonstrate that they have incorporated into their organisation's policies and structures, the needs and perspectives of the many women who face discrimination on the grounds of age, race, ethnic origin, religion or belief, ability and sexual orientation. This list is not exhaustive;
- pay the annual membership fee referred to in Section 4 of these Statutes;
- be representative of a wide range of women's organisations throughout the Member State/country;
- act independently of any political party, religious authority or government authority;
- adhere unreservedly to these Statutes and to the Association's Internal Rules.

A national coordinating body may be an umbrella organisation of women's organisations set up to co-ordinate the work of the Association at national level or a pre-existing umbrella organisation of women's organisations, which accepts the role of co-ordinating body for the Association. There will be a single co-ordinating body for each country, organised in an open, democratic and transparent way.

The national coordinating body will draw up its own Statutes or establish a cooperation protocol signed with a view to its constitution, including the criteria set out above. Any national coordinating body of women's non-governmental organisations which is currently a member or which wishes to become a full member and which does not comply with the criteria set out above, will be required to make the necessary changes in order to meet the said criteria, in accordance with the procedure set out in the Internal Rules.

As full members, the national coordinating bodies have:

- the right to take part in the deliberations and votes of the General Assembly;
- the right to nominate candidates for election to the Association's governing bodies;

¹ The term "country" refers to the United Kingdom and EFTA member countries (Iceland, Norway, Switzerland and Liechtenstein), and countries that have applied to become members of the European Union (currently Montenegro, Serbia, Turkey, Northern Macedonia, Albania, Ukraine, Moldova and Bosnia and Herzegovina)

- the right to determine the Association's policies, guidelines and priorities and to make an ongoing contribution to its activities;
- the right to be constantly informed and consulted about the Association's activities;
- the duty to comply with the Membership Agreement annexed to the Internal Rules;
- the duty to pay the annual membership fee.

European-wide Non-governmental organisations

European-wide Non-governmental organisations that meet the criteria set out below may be considered for full membership of the Association. These members must:

- have a legal status recognised under national or international law;
- be an umbrella organisation of European-wide women's non-governmental organisations, whose activities focus on political development within the European Union, or be the women's section of a mixed umbrella organisation with a European reach, whose purpose is to coordinate the work of the Association within their organisation;
- at the time of their application for membership of the Association, have representative organisations in at least one third of the Member States of the European Union, the countries of the European Free Trade Association and the countries in the process of formally joining the European Union and the United Kingdom;
- demonstrate a commitment to gender equality based on past and current work, as well as future projects;
- demonstrate their explicit support for the Convention on the Elimination of all forms of Discrimination against Women and its Optional Protocol, and for the Beijing Platform for Action;
- incorporated into their organisation's policies and structures, the needs and perspectives of the many women facing discrimination on the grounds of age, race, ethnic origin, religion or belief, ability and sexual orientation. This list is not exhaustive.
- pay the annual membership fee referred to in Section 4 of these Statutes
- act independently of any political party, government or religious authority;
- accept these Statutes and the Internal Rules;

Any European-wide non-governmental organisation of women's non-governmental organisations or the women's section of a mixed non-governmental organisation with a European reach which is currently a member or candidate for full membership and does not comply with the criteria set out above shall be required to incorporate the changes required to meet the said criteria, in accordance with the procedure laid down in the Association's Internal Rules.

As full members, European-wide non-governmental organisations have:

- the right to take part in deliberations and votes at the General Assembly;
- the right to nominate candidates for election to the Association's governing bodies;
- the right to define the Association's policies, guidelines and priorities and to make an ongoing contribution to its activities;
- the duty to comply with the Membership Agreement annexed to the Internal Rules;
- the duty to pay the annual membership fee.

The Association's Supporting Organisations are women's non-governmental organisations, women's sections of non-governmental organisations or mixed organisations whose main objectives include the promotion of women's rights and equality between women and men, and which adhere to the objectives and aims of the Association as defined in these Statutes.

Supporting organisations may not vote, stand for election or nominate candidates to sit on the Association's Board.

The rights and duties of supporting organisations include:

- the right to attend, on invitation, meetings of the General Assembly as observers and at their own expense in accordance with the procedure laid down in the Internal Rules;
- the right to participate, at their own expense, in seminars and conferences organised by the Association;
- the right to receive the Association's News Briefs and any useful information on the Association's activities;
- the obligation to pay an annual membership fee referred to in Section 4 of these Statutes.

The number of supporting members is unlimited.

[Article 10. Honorary members](#)

The Executive Committee may invite individuals to become honorary members on the grounds of merit or services rendered to the Association.

Honorary members may not vote or stand for election to any of the Association's organs.

Honorary members have the right to attend the General Assembly meetings as observers at their own expense, in accordance with the procedure laid down in the Internal Rules, and the right to express an advisory opinion.

Honorary members may also attend, at their own expense, seminars and conferences organised by the Association in accordance with the procedure laid down in the Internal Rules, and receive the Association's News Briefs and any useful information on the Association's activities.

Honorary members are invited to contribute their expertise to the work of the Association as and when required.

The procedures governing invitations and the functioning of honorary members will be developed in the Internal Rules.

[Article 11. Admission of new members](#)

In addition to the founding members of the Association, full members are those persons who, after their application has been analysed and validated by the Executive Committee referred to in Articles 45 and the following ones of these statutes, are admitted following a positive vote by the Board with a two-thirds majority of the valid votes cast.

The decision of the Board is recorded in the minutes and the identity of the new member is entered in the register of members referred to in Article 16 of these statutes.

In the event of a refusal to admit a candidate as a full member, the Board's decision need not be substantiated and is final.

The candidate will be notified by e-mail.

Supporting membership and honorary membership are acquired following a positive vote by the Executive Committee with a majority (half plus one) of the valid votes cast.

The Executive Committee's decision shall be recorded in the minutes and the identity of the new member shall be entered in the register of members in accordance with Article 16 of these statutes. In the event of a refusal to admit a candidate supporting member or a candidate honorary member, the Executive Committee's decision need not to be substantiated.

The candidate will be notified by e-mail.

Membership, whatever the category - except for honorary members - is subject to payment of the annual membership fee referred to in Section 4 of these Statutes.

Article 12. Resigning members

Any member may leave the Association at any time.

The resignation must be notified to the Board in the case of a full member, or to the Executive Committee in the case of a supporting member or honorary member.

The resigning member shall inform the Board or the Executive Committee, depending on the case, by registered letter.

A resignation is deemed to have occurred:

- if a member who has not paid their annual membership fee within one month of the last reminder sent by registered post for the current year;
- if a member who no longer meets the conditions for admission set out in Articles 8 to 10 of these statutes.

It is up to the General Assembly to declare that the member is deemed to have resigned after considering the recommendations made by the Board or the Executive Committee, depending on the case.

When a member's resignation is recorded, it takes effect immediately.

Notice of such resignation shall be entered immediately in the register of members in accordance with Article 16 of these statutes.

Article 13. Exclusion of a member.

The exclusion of a member, irrespective of the category to which they belong, who has undermined the interests and/or the purpose of the Association or whose official relations with the European Union have been substantially altered, may only be decided by the General Assembly of at least two thirds of the members present or duly represented and deciding by a majority of two thirds of the valid votes cast of the members present or duly represented after consideration of the recommendations made by the Board or the Executive Committee, depending on the case.

The Board or the Executive Committee, depending on the case, may suspend a member's participation in the Association's activities and meetings until the date of the General Assembly's decision if that member has adopted an attitude that is incompatible with the Association's values or has seriously harmed the interests of the Association and/or its members.

The member whose exclusion is requested shall be informed in advance in writing, at least sixty days before the General Assembly, by the Board or the Executive Committee, depending on the case, of the decision envisaged against them and shall be invited to present their arguments in their defence, either in writing or at the time of their personal appearance at the General Assembly.

At the next General Assembly, the agenda will include an item on the situation of this member with a view to either excluding them or restoring their full rights.

The member concerned is invited to attend the General Assembly by registered post.

The notice convening the General Assembly will contain the proposal to exclude them.

The member whose exclusion is requested does not take part in the vote on their exclusion.

If the member's exclusion is approved, it takes immediate effect.

Notice of such exclusion shall be entered immediately in the register of members in accordance with Article 16 of these Statutes

The excluded member shall nevertheless remain liable for all obligations it may have towards the Association at the date of its exclusion, in particular with regard to the payment of their annual membership fee.

[Article 14. Loss of membership.](#)

Membership lapses automatically on the death of the natural person or, in the case of a legal entity such as an Association, following the dissolution, bankruptcy, merger, demerger or in the event of the legal entity being declared null and void.

Notice of such loss of membership shall be entered immediately in the register of members in accordance with Article 16 of these Statutes.

[Article 15. Absence of rights to the social fund.](#)

Members who resign or are excluded, as well as any beneficiaries, have no right to the Association's assets and may not, in particular, claim reimbursement of the membership fees they have paid. In addition, they may not require or demand statements and/or rendering of accounts, the affixing of seals or the taking of inventories.

[Article 16. Register of members.](#)

The Executive Committee or its delegate shall keep a register of members at the registered office of the Association, in electronic form if necessary.

This register shows the surname, first name and address/registered address of the members, or in the case of a legal entity, the name, legal form and address of the head office.

A member's admission, resignation, exclusion or loss of membership shall be recorded in this register within eight days of learning of the decision or event.

The Executive Committee or its delegate shall keep the register of members up to date. They shall immediately transcribe any changes brought to its attention.

Unless the Board decides otherwise, members shall countersign their admission in the register.

[Article 17. Consultation of the register of members.](#)

All members, irrespective of the category to which they belong, may consult the register of members at the Association's registered office.

To this end, they shall send a written request to the Executive Committee or its delegate, with whom they shall agree on a date and time for consulting the register.

This register cannot be moved under any circumstances.

The Association must, upon verbal or written request, grant access to the register of members to the authorities, administrations and departments, including public prosecutors' offices, registries and courts, tribunals and all jurisdictions and officials legally empowered for this purpose immediately and must also provide these bodies with the copies or extracts of this register that the latter deem necessary.

Section 4. The annual membership fee.

[Article 18. Calculation of membership fees and maximum amounts.](#)

Members of the Association are required to pay an annual membership fee, the amount of which is set by the General Assembly according to the category of members concerned, but may not exceed €5,000 (five thousand euros).

This amount may be adjusted once a year on the basis of the 2013 consumer price index².

Only members who have paid the full annual membership fee for the previous year and at least half the membership fee for the current year are entitled to send delegates or observers to the General Assembly or to sit on the Association's Board. The balance must be paid before the end of the current year.

[Article 19. Failure to pay the membership fee.](#)

In the event of non-payment of membership fees by a member, depending on the case, the Board or the Executive Committee shall send two reminders by registered post.

If the member does not respond to the two reminders sent and does not ask for a delay in payment, in the absence of voluntary payment by the member, the Board or its delegate may summon the member in order to inform them of the possible consequences of non-payment, up to and including exclusion.

Section 5. Structure and organisation of the Association.

[Article 20. Structural organisation of the Association.](#)

The Association comprises:

- a General Assembly;
- a Board ;
- an Executive Committee;

² On this basis, the January 2020 consumer price index was 109.69.

- a Secretariat.

GENERAL CONSIDERATIONS

The Association's intention is to take its decisions by consensus. However, where no consensus can be reached, the Association's bodies shall validly take decisions by a simple majority of the votes cast (a simple majority means adopting the proposal that obtains the highest number of votes), subject to the cases in which these Articles of the statutes provide for qualified majorities.

Invalid votes and abstentions are not taken into account when calculating majorities.

Sub-committees, ad hoc committees and working groups, all of which are advisory and have no decision-making powers, may be set up by the Board to pursue the aims and objectives of the Association, in accordance with the Internal Rules.

They are assisted in their work by the Association's Secretariat.

Chapter 1 - General Assembly of the Association.

Article 21. Composition and powers.

The General Assembly is composed exclusively of delegates appointed by the full members of the Association in accordance with the rules set out in these Statutes. Only delegates representing full members in good standing are authorised to attend and speak at the General Assembly.

Each national coordination has the right to be represented at the General Assembly by two delegates and each national coordination, regardless of the actual number of delegates, has three votes.

Each European-wide organisation has the right to be represented at the General Assembly by one delegate. Each European-wide organisation has one vote.

When a candidate nominated by the European organisation concerned is elected to the Board in accordance with the rules established in these Statutes, this person is automatically and ipso jure a delegate to the General Assembly for the duration of their term of office as defined in Article 18 of these Statutes.

If the board member referred to in the previous paragraph is not standing for re-election at the end of her term of office, by way of derogation from the previous paragraph, the European organisation concerned will have the right to appoint a second delegate to the General Assembly. The two delegates will be entitled to speak. However, when it comes to the vote, their representatives will only have one vote.

Supporting members whose membership have been paid and honorary members may, by invitation only, attend as observers.

The General Assembly is the highest authority of the Association. Subject to the powers conferred to the other bodies and to the Secretariat in accordance with these Statutes, it has all the necessary powers to fulfil the Association's purpose.

The General Assembly has sole power:

- to define the Association's policies and priorities;
- to amend these Statutes;
- to elect and dismiss the Board or individual members;
- to the annual discharge of the Board members
- to grant the discharge of the members of the Executive Committee and of the auditor, if any;
- to take any legal action for damages against any member, any board member, any person authorised to represent the Association or any agent appointed by the General Assembly;
- to approve the annual accounts, the budget and, where appropriate, the management report;
- to determine the amount of the various fees;
- to adopt the Association's work schedule;
- to exclude a current member;
- to dissolve the Association, appoint liquidators and decide on the allocation of any liquidation surplus;
- to appoint the liquidators and decide on the allocation of any liquidation surplus;
- to merge with an association with the same aims and objectives;
- the split of the Association;
- to make or agree to the voluntary contribution of an amount ;
- to set up organisations or representative offices in other countries;
- to all other cases where required by law or the Statutes.

Article 22. Participation and representation at the General Assembly.

- All full members whose membership have been paid are entitled to attend the General Assembly, as are the board members.
- A full member who wishes to be assisted by a third party at the General Assembly (accountant, lawyer) must notify the Executive Committee at least fifteen days before the date of the General Assembly.
- Before moving on to the agenda, the General Assembly will decide on the request by a majority vote.
- Its power in this area is absolute and final.

Article 23. Frequency of the General Assembly.

The Executive Committee convenes the General Assembly at least once a year, within six months of the end of the financial year, to approve the annual accounts and budget and to grant discharge to the board members.

The Executive Committee also convenes an Extraordinary General Assembly whenever it deems it necessary, or at the request of the President of the Association (who is also the President of the Board), or of a majority of the board members, or at the request of one-fifth of the members.

In this case, the Executive Committee shall convene the General Assembly within twenty-one days of the request to do so, and the General Assembly shall be held no later than the fortieth day following the request.

Article 24. Notice of meeting and agenda

Full members and board members are invited to the General Assembly by the President of the Association, by the means of communication, electronic or otherwise, deemed most appropriate in the circumstances, at least fifteen days before the date of the Meeting.

The General Assembly will be held on the date, at the time and place specified in the notice of meeting.

The notice of meeting contains the agenda prepared by the Executive Committee in close collaboration with the President of the Association.

A full member wishing to have an item placed on the agenda of the General Assembly must send its request to the Association's Executive Committee at least thirty days before the meeting. The Executive Committee will decide by majority vote whether or not to deal with the matter at the General Assembly.

Notwithstanding the previous paragraph, any proposal or question signed by at least one twentieth of the members must be included on the agenda of the General Assembly.

If the Assembly is called to approve the accounts and the budget, these documents will be attached to the notice of meeting.

As a general rule, all documents that must be sent to the General Assembly in accordance with the Companies and Associations Code are attached to the notice of meeting. This applies in particular to the list of candidates for the Board.

In addition to the agenda, the day, time and place of the General Assembly, the notice of meeting also specifies:

- the different voting procedures;
- the agenda, date, time and place of a second General Assembly if the quorum required by Articles 26, 27 or 29 of the Statutes is not reached at the first Meeting.

Article 25. Organisation of the General Assembly.

The General Assembly is chaired by the President of the Association or, if they are unable to attend, by a Vice-President or by the board member designated by the president.

Each full member has one vote.

However, only full members who have paid their membership fees may take part in the vote.

The board members answer questions put to them by members, either verbally or in writing, before or during the General Assembly, and which are related to the items on the agenda.

However, they may, in the interests of the Association, refuse to answer questions where the disclosure of certain data or facts may be prejudicial to the Association or would be contrary to confidentiality clauses contracted by it. Votes can be cast in the following ways: by show of hands, by secret ballot, by written procedure or by electronic means (voting platform) in accordance with the principles and procedures defined by the Internal Rules.

Voting concerning individual members is done by secret ballot.

[Article 26. Ordinary attendance quorum](#)

Except where the law or the Statutes require a special attendance quorum, the General Assembly may validly deliberate as soon as half plus one of the full members are present or duly represented. Full Members voting by the written procedure referred to in Article 30 of these Statutes by electronic means as organised by Article 31 shall be included in the number of Full Members present to be counted towards the attendance quorum.

If the General Assembly is unable to validly deliberate due to the absence of more than half of the effective members, a new notice will be sent so that a second General Assembly can be held within a period of at least fifteen days.

This second General Assembly will deliberate and validly deliberate whatever the number of effective members present or duly represented.

[Article 27. Ordinary majority.](#)

Unless otherwise provided by law or by these Statutes, decisions of the General Assembly are taken by a simple majority³ of the valid votes cast by the full members present or duly represented. Invalid votes, blank votes and abstentions are not counted when calculating the majority.

In the event of a tie, the President or a Vice-President or by the designated board member replacing them shall have the casting vote.

[Article 28. Agenda.](#)

The General Assembly may only validly deliberate on the items on the agenda set out in the invitations sent to full members.

[Article 29. Special attendance quorums and special majorities.](#)

In the event of amendment of the Association's Statutes or exclusion of a member, decisions may only be validly adopted if at least two thirds of the full members are present or duly represented and if the decisions receive at least two thirds of the valid votes cast.

Invalid votes, blank votes and abstentions are not taken into account when calculating the special majority required.

If the General Assembly is unable to validly deliberate due to the absence of more than one third of the effective members, a second General Assembly will be held within a period of at least fifteen days.

This second General Assembly will deliberate and validly decide whatever the number of effective members present or duly represented, provided of course that the decisions are approved by at least two-thirds of the votes cast at this second General Assembly.

In the following cases, decisions may only be validly adopted if at least three-quarters of the effective members are present or duly represented and if the decisions receive at least three-

³ A simple majority, also known as a "relative majority", means that the proposal receiving the highest number of votes is adopted.

quarters of the votes validly cast and in accordance with the rules laid down by the Belgian Code of Companies and Associations and the Statutes.

Invalid votes, blank votes and abstentions are not taken into account when calculating the special majority required.

- modification of one or more of the Association's aims and/or objectives;
- in the event of the voluntary dissolution of the Association;
- in the event of a merger with an association with the same aims and objectives;
- in the event of a de-merger;
- in the case of a contribution of all assets,

If the General Assembly is unable to deliberate validly due to the absence of more than one quarter of the effective members, a new notice will be sent so that a second meeting can be held within a period of at least fifteen days.

This second General Assembly will deliberate and decide validly whatever the number of effective members present or duly represented, provided of course that the decisions are approved by at least three-quarters of the votes cast at this second General Assembly.

Article 30. Written procedure

Full members may unanimously, including by electronic message and in writing, take all decisions that fall within the powers of the General Assembly. In this case, the formalities for convening the meeting do not need to be completed. The principles and details of the written procedure are defined in the Internal rules.

For changes to the Statutes, the General Assembly may, in exceptional cases and where the urgency of the situation so requires, unanimously resort to the electronic and written procedure. To that end, the Executive Committee, with the assistance of the Secretariat, will send, by written and/or electronic means, the proposed decisions and an explanatory note to all full members. The Executive Committee shall consider proposed decisions to be adopted if, within ten working days of the dispatch of such a communication, 50% + 1 of the responses from full members have been received by the Executive Committee through the Secretariat, and a simple majority is reached.

The decisions thus adopted will then be subject to ratification at the next General Assembly.

Article 31. Remote participation and electronic voting procedure.

By means of an electronic facility made available by the Association, the Executive Committee may allow full members to participate in the General Assembly remotely.

For the purposes of quorum and majority requirements, full members who participate in the General Assembly in this way are deemed to be present at the place where the General Assembly is held.

The Association must be able to verify, by the electronic means used, the status and identity of the full member participating remotely in the General Assembly. Additional requirements may be imposed to guarantee the security of this means.

Without prejudice to any restrictions imposed by or under the law, the electronic means must at least enable full members to take direct, simultaneous and continuous notice of the discussions at

the General Assembly and to exercise their right to vote on all items on which the General Assembly is called upon to vote.

The electronic means of communication must also enable effective members to take part in the deliberations and ask questions, unless the Executive Committee gives reasons in the notice convening the General Assembly why the Association does not have such an electronic means of communication.

The notice convening the General Assembly contains a clear and precise description of the procedures for remote participation. Where the Association has a website, these procedures must be made available on the Association's website to those entitled to participate in the General Assembly.

The minutes of the General Assembly shall mention any technical problems or incidents that may have prevented or disrupted electronic participation in the General Assembly or voting.

The principles and precise details of the electronic voting procedure are set out in the Internal rules.

Resolutions passed in this way will only be valid if the quorum and majority required by the Statutes or the law have been reached.

[Article 32. Minutes of the General Assembly.](#)

The decisions of the General Assembly are recorded in minutes drawn up by the Secretariat.

The minutes are proofread and signed at the end of the General Assembly by the Secretary General or a member of the Secretariat. These minutes and their annexes are kept in their original form in a special register at the Association's registered office.

A copy of the invitations to attend with the names of the attendees, the attendance list, the originals of the postal votes and the various reports (reports of the Board, etc.) are appended to the minutes.

Any member may consult these minutes, but without moving the register.

The minutes of the General Assembly are sent electronically to all full members within two months of the General Assembly.

Any member with a legitimate interest may request copies or extracts of the minutes. These copies or extracts are signed by a board member.

[Article 33. Publications in the Official Belgian Gazette \[Moniteur belge\].](#)

Any amendment to the Statutes must be filed immediately with the clerk of the French-speaking Companies Court in Brussels or via the online court [e-greffe] for publication in the appendices of the *Official Belgian Gazette [Moniteur belge]*.

The same applies to any appointment or termination of office of a board member, a person authorised to represent the Association or a person delegated to carry out day-to-day management.

Chapter 2. Board of the Association.

Article 34 - Composition of the Board

Election

The number of members making up the Board is determined on the basis of a balance of three national coordinations for one European-wide non-governmental organisation. However, this number may never be less than ten or more than forty-five.

Each national coordination is allocated one seat on the Board, while the number of seats allocated to European-wide non-governmental organisations is determined by the precise ratio defined in the first paragraph of this article.

Each member of the Board has one vote.

The Board elects the President from among its members

Article 35. Election of members of the Board.

Every 2 (two) years, the General Assembly elects the members of the Board and their alternates. The number of members making up the Board is determined on the basis of a balance of three national coordinations for one European-wide non-governmental organisation.

Each national coordination is allocated one seat on the Board, while the number of seats allocated to European-wide non-governmental organisations is determined by the 1:3 ratio defined in the previous paragraph.

The General Assembly elects the members of the Board on the basis of two lists of candidates:

1. a list of the candidates put forward by the full members of the national coordinating bodies; this list also includes the name of each candidate's alternate;
2. a list of candidates nominated by full members of European-wide non-governmental organisations; this list also includes the name of the alternate member

The General Assembly will vote for or against the candidates presented on each of these two lists.

Each national coordination will have one ballot paper with a value of three votes. Each European-wide non-governmental organisation will have one ballot paper with a value of one vote.

To be elected to the Board, candidates must receive a simple majority of the valid votes cast by the full members present or duly represented.

Invalid votes, blank votes and abstentions are not counted when calculating the majority.

Article 36. Term of office as board member.

Board members undertake to serve a full term of office of 2 (two) years, commencing at the first meeting of the Board following the General Assembly at which the candidate was elected,

hereinafter referred to as the "Elective General Assembly", and ending at the end of the General Assembly which closes the end of their term of office.

This mandate may be renewed for a maximum consecutive term of 6 (six) years.

However, the term of office may be renewed for a period of less than 2 (two) years, up to a total term of 6 (six) years. Thus, a board member who has served for 5 (five) years may be re-elected for a period of 1 (one) year to reach a total term of 6 (six) years.

At the end of these 6 (six) years, the board member will resign and may not stand again as a candidate for the Board for a period of 2 (two) years.

Board members may be removed from office at any time by the Annual General Assembly.

Article 37. Resignation.

Any board member wishing to resign must submit their resignation in writing to the Board, stating the reasons for their decision.

The resigning board member is replaced by their alternate, who was elected by the General Assembly at the same time as the incumbent board member.

If the alternate board member is unable to complete the term of office of the incumbent board member, the latter must continue their term of office until their replacement is appointed by the national coordinating body or the European-wide non-governmental organisation to which they belong.

Article 38. Remuneration.

Board members carry out their duties free of charge.

They may nevertheless claim reimbursement of expenses and outlays incurred in the performance of their duties.

The terms and conditions of this reimbursement are set out in the Association's Internal rules.

Article 39. Powers.

The Board is the body responsible for managing the Association's affairs. It has the most extensive powers for this purpose, with the exception of those expressly reserved for the General Assembly or the Executive Committee by law or these Statutes.

It acts as a collective body, except where expressly provided otherwise in these Statutes, and always in the common interest of the Association and its members.

In particular, the Board is responsible for:

- approving the Association's draft annual work programme;
- submitting the Association's draft annual budget and accounts to the General Assembly for approval;
- adopting political declarations and position statements;
- approving the sub-committees, working groups and ad hoc committees proposed by the Executive Committee;
- appointing the President and members of the Executive Committee;
- deciding on applications for full membership received by the Executive Committee;

- adopting the Internal Rules and their amendments.
- The Board may enter into any contracts and agreements necessary to achieve the Association's objectives
- Legal proceedings, whether as claimant or defendant, are initiated and conducted by the Board represented by its President or by a board member appointed for this purpose by the President.

Article 40. Convening the Board.

The Board shall be convened by its President or, if the President is unable to attend, by the member of the Executive Committee designated by the President, by the means of communication, electronic or otherwise, deemed most appropriate in the circumstances.

It shall meet whenever it is necessary for the efficient running of the Association and at least twice a year, on dates proposed by the Executive Committee, including once on the eve of the General Assembly.

The Board also meets at the written request of one fifth of its members.

The notice of meeting shall be sent by e-mail with acknowledgement of receipt at least 30 (thirty) days before the date set for the meeting of the Board or, if the interests of the Association so require, within a shorter period.

The notice of meeting shall contain the agenda prepared by the President of the Association or the person delegated by her.

The meeting of the Board will be held on the day, at the time and place specified in the notice convening the meeting.

Any proposal or question signed by at least one fifth of the members of the Board must be placed on the agenda of the Board .

If the Board has to approve the accounts and the budget, these documents will be attached to the notice of meeting.

As a general rule, all documents that must be sent to the Board in accordance with the Companies and Associations Code are attached to the notice of meeting.

In addition to the agenda and the date, time and place of the meeting, the notice of meeting also specifies the various voting procedures (in person, by video-conference or in writing).

Full members may participate remotely in the Board using an electronic means of communication made available to the Association.

For the purposes of quorum and majority requirements, full members who participate in the Board in this way are deemed to be present at the place where the Board is held.

The Association must be able to check, by the electronic means of communication used, the status and identity of the full member participating remotely in the Board.

Additional requirements may be imposed to guarantee the security of this means.

Without prejudice to any restrictions imposed by or pursuant to the Law, the electronic means of communication must at least enable full members to take direct, simultaneous and continuous cognisance of the discussions within the Board and to exercise their right to vote on all points on which the Board is called upon to decide.

The electronic means of communication must also allow effective members to participate in deliberations and ask questions.

The notice convening the meeting of the Board shall contain a clear and precise description of the procedures for remote participation.

Where the Association has a website, these procedures must be made available on the Association's website to those entitled to participate in the Board.

The minutes of the Board meeting shall mention any technical problems or incidents that may have prevented or disrupted electronic participation in the Board meeting or voting.

The principles and precise details of the electronic voting procedure are set out in the Internal rules.

Resolutions thus passed will only be adopted if the quorums and majorities required by the Statutes or the Law have been reached.

[Article 41. Deliberations and representation.](#)

The President of the Association is automatically the President of the Board.

The Board operates on a collective basis and can only take valid decisions if at least half of its members plus 1 (one), including the President or her representative, are present or duly represented.

Each board member has one vote.

The Association's intention is to take its decisions by consensus. When a consensus cannot be reached, the decisions of the Board are taken by a simple majority of the votes cast by the board members present or duly represented.

Invalid and blank votes, as well as abstentions, are not taken into account when calculating majorities.

In the event of a tie, the President or the board member replacing her has the casting vote.

Any other rules applicable to the organisation and meetings of the Board are set out in the Internal Rules, which simply supplement the provisions of these Statutes without contravening them.

[Article 42. Conflicting property interests.](#)

When the Board is called upon to take a decision or decide on a transaction falling within its remit in respect of which a board member has a direct or indirect interest of a proprietary nature which is opposed to the interests of the Association, that board member must inform the other board members before the Board deliberates.

Their declaration and explanation of the nature of this conflicting interest must be included in the minutes of the meeting of the Board which has to take this decision. The Board may not delegate this decision.

[Article 43. Minutes of Board Meetings.](#)

The decisions of the Board are recorded in a special register containing minutes signed by the President and any other board members who so wish.

This register is kept at the Association's registered office and may not be moved under any circumstances.

Members may consult the register at the Association's registered office or receive, at their request, a copy of the minutes of meetings of the Board.

The Association must, upon verbal or written request, grant access to the register of minutes of the Board Meetings to the authorities, administrations and departments, including public prosecutors' offices, registries and courts, tribunals and all jurisdictions and officials legally empowered for this purpose immediately and must also provide these bodies with the copies or extracts of this register that the latter deem necessary.

[Article 44. Representation of the Association.](#)

Irrespective of the general power of representation of the Board as a collective body, the Association is validly represented in relation to third parties, including a public officer, by the President or by a member of the Executive Committee.

Such persons are not required to provide proof to third parties of a prior decision or mandate from the Board.

Chapter 3. The Association's Executive Committee.

[Article 45. Composition of the Executive Committee.](#)

The Board may delegate the day-to-day management of the Association to one or more board members, who shall form the Executive Committee.

Day-to-day management includes both actions and decisions which do not exceed the Association's day-to-day requirements and actions and decisions which, either because of the minor interest they represent or because of their urgent nature, do not justify the intervention of the Board.

The Executive Committee is made up of 7 (seven) members of the Board: the President of the Association, two Vice-Presidents, the Treasurer and 3 (three) other members from the Board. The Executive Committee must include at least one representative of a European-wide non-governmental organisations who are full members.

The members of the Executive Committee are elected and, if necessary, dismissed by the Board by a simple majority of the votes cast.

The term of office of members of the Executive Committee is 2 (two) years. This mandate is renewable twice.

In exceptional circumstances, a member may resign before their term of office has expired. In this case, a new election will be held at the next meeting of the Board and the term of office of the new member of the Executive Committee will run until the next General Assembly.

Article 46. Convening of the Executive Committee.

The Executive Committee is convened by the President of the Association or, if they are unable to attend, by one of the Vice-Presidents.

It shall meet whenever it is necessary for the efficient running of the Association and at least 4 times a year.

The notice of meeting shall be sent by e-mail at least eight days before the date set for the Executive Committee meeting or, if the interests of the Association so require, within a shorter period.

The notice of meeting shall contain the agenda and the Executive Committee may only validly deliberate on the items on the agenda.

Article 47. Deliberations.

The President of the Association is automatically the President of the Executive Committee.

The Executive Committee operates on a collective basis and can only take valid decisions if at least half of its members plus 1 (one), including the President or their representative, are present or duly represented.

The Association's intention is to take decisions by consensus. When a consensus cannot be reached, the decisions of the Executive Committee are validly adopted if they are approved by a simple majority of the votes cast by the members present or duly represented.

Each member of the Executive Committee has one vote.

Invalid and blank votes, as well as abstentions, are not taken into account when calculating majorities.

In the event of a tie, the President or the board member replacing her has the casting vote.

Article 48. Powers and responsibilities of the Executive Committee.

The Executive Committee always acts in the common interest of the Association and all its members.

The powers and responsibilities of the Executive Committee include:

- preparing the Association's draft annual work programme for submission to the Board ;
- preparing the Association's draft annual budget and accounts for submission to the Board;
- guaranteeing the efficient management of the Association;
- ongoing and effective supervision of the Association's finances in accordance with the Association's budget;
- collaborating between the Association and third parties;
- the Association's external relations;
- taking decisions on representing the Association at external meetings and events;
- receiving applications for the admission of full member organisations;
- the admission of supporting organisations and honorary members;
- the appointment of the Secretary General and their possible dismissal, on a proposal from the President and Vice Presidents;
- taking over the tasks of the Board between meetings of the Board if exceptional circumstances and urgency so require.

The Executive Committee is accountable to the Board for its actions. Any other rules applicable to the organisation and meetings of the Executive Committee are set out in the Internal Rules, which simply supplement the provisions of these Statutes without contravening them.

[Article 49. The President of the Executive Committee.](#)

The President is elected Chairperson of the Executive Committee - who is also the President of the Association and President of the Board - and represents the Association politically and defends its interests.

The President is elected by the Board, by a simple majority of the full members present or duly represented, from among the board members of the Association.

The President's term of office is 2 (two) years and is open to re-election. The term of office automatically ends at the Ordinary General Assembly that closes the third financial year.

This term of office may be renewed 2 (two) times, provided that the total term of office does not exceed 6 (six) consecutive years.

The President has the following duties:

The President shall be responsible to the members of the Association and shall perform the following duties:

- chairs meetings of the General Assembly, the Board and the Executive Committee, with a casting vote in the event of a tie;
- organises, on behalf of the Board, the representation of the Association at external meetings and events;
- supervises, on behalf of the Executive Committee, the activities of the Secretariat;
- makes proposals concerning the appointment and dismissal of the Secretary General
- if urgency requires, the President may also take all appropriate measures to protect the interests of the Association, after consulting the members of the Executive Committee, to whom she shall report. The Board will be asked to confirm this at its next meeting. The President will always act in the best interests of the Association and in accordance with its policies.

[Article 50. The Vice-Presidents.](#)

The Vice-Presidents assume the duties of the President whenever the latter is prevented from doing so and assist the President in the performance of her duties. They perform their duties under the responsibility of the Board.

[Article 51. The Treasurer](#)

The Treasurer is responsible to ensure the management of the accounts, making tax returns for legal entities and filing the annual accounts with the National Bank of Belgium.

To this end, the Treasurer:

- will verify and supervise the Secretariat's work from a financial point of view;
- will present interim financial reports to the Board ;
- will verify and supervise the financial declarations to be submitted to the European Commission;

The Treasurer, and in her absence, two members of the Board, is also authorised to receive donations made to the Association and, where applicable, to take the necessary steps to accept them validly.

The Treasurer's term of office is 2 (two) years and is open to re-election twice. She carries out her duties under the responsibility of the Board.

Chapter 4. The Association's Secretariat.

[Article 52. Assistance with the day-to-day running of the Association.](#)

In order to carry out its duties, the Executive Committee has a Secretariat consisting of a Secretary General and a number of people under her responsibility.

The Secretariat is the Association's administrative office. Their tasks and functions are defined in the Internal rules.

[Article 53. The Secretary General.](#)

The Executive Committee, acting on a proposal from its President, appoints a Secretary General to coordinate the Association's activities and oversee the Secretariat.

They participate, without the right to vote, in meetings of the Association's decision-making bodies.

At the request of the President of the Executive Committee or her delegate, the Secretary General prepares matters for discussion by the Executive Committee or the Board and is responsible for implementing the decisions arising from the discussions.

The Secretary General is responsible for the staff employed by the Association's Secretariat, to whom they may delegate certain tasks.

Section 6. Association accounts and budgets.

[Article 54. Financial year.](#)

The financial year starts on 1 January and ends on 31 December.

The accounts for the previous financial year, the budget for the following financial year and, where applicable, the management report are submitted annually to the General Assembly for approval. The budget sets out the ordinary and extraordinary income and expenditure for the following financial year.

[Article 55. Individual powers of investigation and control over Association members.](#)

Until such time as the Association is in a position to appoint a statutory auditor, all members may consult at the registered office of the Association all minutes and decisions of the General Assembly, of the Board or of persons, whether in an executive or non-executive capacity, who are entrusted with a mandate within or on behalf of the Association, as well as all the Association's accounting documents.

To this end, they shall send a written request to the Executive Committee, with whom they shall agree a date and time for consulting the documents and exhibits. These cannot be moved.

Copies to be issued to third parties are signed by one or more members of the Board with power of representation.

[Article 56. Audit of expenditure relating to certain contracts.](#)

Where certain contracts (e.g. with the European Commission) require the audit of expenditure relating to these contracts, the Executive Committee must appoint an auditor or chartered accountant of its choice to carry out this task.

Section 7. Internal Rules.

[Article 57. Adoption of the internal rules.](#)

Except in cases where the Law requires a provision in the Statutes and in matters affecting the rights of members and the powers of the bodies, the Board may issue internal rules on a proposal from the Executive Committee.

The admission of a national coordination or a European-wide non-governmental organisation as a member of the Association implies their adherence to the Internal Rules.

These rules- may not contain any provisions that are contrary to public policy or morality, to mandatory legal provisions or to the Statutes.

Amendments to these rules may only be decided by the Board acting by a simple majority of the full members present or duly represented.

Invalid, blank votes and abstentions are not taken into account when calculating the majority.

The internal rules and any amendments thereto are sent to members by e-mail with acknowledgement of receipt.

The latest version of the Internal Rules was approved on 7 June 2019

Section 8. Dissolution and liquidation of the Association.

[Article 58. Appointment of liquidators and allocation of net assets.](#)

In the event of the voluntary dissolution of the Association, the General Assembly appoints one or two liquidators, determines their powers and indicates the use to be made of the net assets of the social fund.

These net assets may only be allocated to an Association or to a private or public foundation pursuing goals similar to those of the Association.

[Article 59. Publication in the appendices of the Official Belgian Gazette \[Moniteur belge\].](#)

Decisions relating to the dissolution of the Association, the conditions of liquidation, the appointment of liquidators and their powers, the completion of the liquidation and the allocation of the net assets of the social fund are filed with the clerk of the French-speaking Business Court of Brussels and published in the annexes to the *Official Belgian Gazette [Moniteur belge]*.

Section 9. Miscellaneous provisions.

[Article 60. Companies and Associations Code, Statutes and Internal Rules.](#)

Clauses in the Statutes that are contrary to the mandatory provisions of the Companies and Associations Code are deemed to be unwritten.

Clauses in the internal rules that are contrary to the mandatory provisions of the Companies and Associations Code and the Statutes are deemed to be unwritten.

All matters not expressly provided for in these Statutes are governed by the Companies and Associations Code.

[Article 61. Applicable languages](#)

The Statutes are drawn up in French. The same applies to all official documents relating to the operation of the Association in the broadest sense.

Nevertheless, the Association's working language is French and/or English.

Where documents of interest to the Association are drawn up in French and English, only the French version shall be binding.

[Article 62. Applicable law and jurisdiction.](#)

"The Association is governed by Belgian law, and in particular by the Belgian Companies and Associations Code, these Statutes and its internal rules.

In the event of a dispute as to the interpretation or implementation of the Statutes the Association shall attempt to resolve the dispute amicably, if necessary by recourse to mediation in accordance with Articles 1723 and following of the French Judicial Code".

All matters not provided for in these Statutes shall be governed by Belgian law, including the Belgian Code of Companies and Associations.

In the event of a dispute as to the interpretation or implementation of the Statutes, the Association shall attempt to resolve the dispute amicably, if necessary by recourse to a third-party mediator.

If no amicable solution is found, the dispute will be referred to the French-speaking Business Court in Brussels.