

**Centre Européen du Volontariat (The Centre for European Volunteering)
Association internationale sans but lucratif**

Avenue des Arts 7/8, 1210 Bruxelles

Numéro d'entreprise : 0446.777.248

Registre des personnes morales Tribunal de l'entreprise Francophone de Bruxelles

STATUTES

I. Name – Legal Form – Duration – Registered Office – Purpose and activities

Name, legal form and duration

Art 1

The Association is called 'Centre Européen du Volontariat', in English 'The Centre for European Volunteering', (hereinafter referred to as the 'Association' or 'CEV'). The Association may also use the abbreviation 'CEV'.

The Association is an international not-for-profit association ('association internationale sans but lucratif') governed by the provisions of Book 10 and other applicable provisions of the Code of Companies and Associations dated 23 March 2019 (published in the Belgian Official Gazette on 4 April 2019), as may be amended from time to time (hereafter 'CCA').

All deeds, invoices, announcements, publications, websites and other documents, whether or not in electronic form, originating from the Association, shall contain the Association's name, immediately preceded or followed by the words 'international not-for-profit association' ('association internationale sans but lucratif') or the abbreviation 'INPA' ('AISBL'), the address of the Association's registered office, the enterprise number, the words 'register of legal entities' or the abbreviation 'RLE', followed by a mention of the court of the registered office of the Association, the email address and website of the Association, if applicable, and, the fact that the Association is in liquidation, if applicable.

The Association is founded for indefinite time.

Registered Office

Art 2

The Association has its registered office in the Brussels Capital Region. It can be transferred to any other place in Belgium by decision of the Board, provided such transfer does not require a change of the language of the Association. In the event that the transfer of the registered office would necessarily imply a change of the language of the Association, a decision of the General Assembly is required according to the quorum and majority requirements applicable to a modification of the Statutes.

Purpose and activities

Art 3

The non-profit purpose of international use of the Association is:

1. To be a representative voice for volunteering in Europe;
2. To strengthen the infrastructure for volunteering in the countries of Europe;
3. To promote volunteering as an expression of solidarity and European values, and make it more effective.

In order to achieve these purposes, the Association:

- A. Represents the volunteering sector and defends the interests of volunteers vis-à-vis the European institutions
- B. Promotes volunteering as an expression of active citizenship to the general public, the media, businesses and policy-makers, especially at European level
- C. Supports existing European, national, regional and local volunteer organisations, associations and centres throughout Europe and supports the development of new volunteer entities through the dissemination of good practice
- D. Strengthens networking between volunteer centres and other voluntary bodies throughout Europe, especially through the organisation of conferences and seminars
- E. Stimulates the realization of European projects and research on the value of volunteering in European civil society

The Association may also develop and implement all means and undertake all actions and activities that may contribute to the realization of the purposes.

II. Members

Membership

Art 4

The Association is composed of full members and associate members.

Full members are organisations formally registered in countries that are members of the Council of Europe, dedicated to the promotion of, and support to, volunteers and volunteering in Europe at European, national or regional level.

Full members must be not-for-profit and non-governmental organisations. They comprise inter alia the following types of organisations:

- National volunteer centres, volunteer development agencies and other entities, whose mission includes the promotion of volunteering;
- Regional volunteer centres, volunteer development agencies and other entities, in countries with devolved governmental institutions;
- European networks of no fewer than 10 organisations across at least 8 European countries that involve volunteers and actively promote and support volunteers and volunteering.

Associate members are volunteer-involving organisations formally registered in countries that are members of the Council of Europe, that promote and develop volunteering in a specialized field or a specific type of volunteering. Associate members act on a local, regional, national or international level. They comprise inter alia the following types of organisations from the voluntary, business, civil society or governmental sector:

- Local volunteer centres;
- Specialist volunteer organisations promoting volunteering in one specific area;
- Volunteer involving organisations with a main mission other than the promotion of volunteering (e.g. human rights, civil or environmental protection) but who work with and for volunteers;
- Any other civil society organisation.

All members must be legal entities legally established under the law of their respective countries and must subscribe to the purposes of the Association and commit to actively supporting its vision and mission as well as the implementation of its strategic plan and respect the values and principles of the EU treaties and conventions of the Council of Europe.

There is no maximum number of members, but the Association must have a minimum of three full members. The initial full members are the founding members.

Admission

Art 5

Candidates for membership apply by a written request addressed to the Secretariat according to the rules stipulated in the Internal Rules. The applications for membership are examined by the Membership Accreditation Committee, composed of at least two members of the Board. The Membership Accreditation Committee will then, in cooperation with the Executive Director, prepare advice to the Board on whether or not to accept the candidates. The Board decides on the admission of the candidates. In case of doubt regarding the admission, the Board can ask for more extensive information about the candidates.

Acceptance or non acceptance will be communicated by email to the candidates concerned, within a delay of maximum one month after the decision taken by the Board.

Changes in the membership category (up or downgrading) can be requested at any time by member organisations, by filing a written request to the Executive Director. Requests for changes in membership category are treated in the same manner as applications for membership. Upgrading to full membership shall however only have an effect on the voting rights of the organisation three months after the acceptance as full member.

The Board can on the basis of new information and upon advice thereto from the Member Accreditation Committee decide to upgrade the membership status of an organisation to full membership. It shall consult the member organisation regarding this change and request the necessary documentation and consent. The procedure will take no longer than six months. A decision to downgrade the membership status of a member organisation from full to associate membership shall be taken by the General Assembly in accordance with the quorum and majority requirements applicable to the exclusion of a member set out in Article 6 of these Statutes.

Founding members of CEV may choose to alter their membership status but will never be required to do so.

Resignation – Exclusion

Art 6

Membership of the Association ends with voluntary resignation, with the exclusion, with the dissolution of the member organisation or at the end of the second calendar year for which a membership fee has not been paid.

Resignation of a member organisation shall take place in writing addressed to the President or the Executive Director by any means of communication as set forth in the Internal Rules and shall be

communicated to the Board and the General Assembly and shall be reflected in the Annual Report. The resignation of a member organisation takes effect on the date on which the President or the Executive Director has received the resignation in writing.

Any member organisation that violates or is no longer in compliance with the provisions of these statutes, or who acts in a way that is detrimental to the interests of the Association or its members may be excluded from the Association. The exclusion of a member must be proposed to the General Assembly by the Board after the member to be excluded has been notified to enable them to present their defense. The exclusion can only be decided upon by the General Assembly, by a majority of 2/3 of the full members present or represented. In the case that a concern about violation or non-compliance of a member is raised, and the Board considers the concern to be of a credible nature, the Board may suspend the membership to allow time to develop a fully informed proposal for any potential action.

The membership fee of the year in which the resignation or the exclusion becomes effective remains due. No member will have any right to any reimbursement of the membership fees or other contributions. No member can utter or execute a claim on the assets of the Association in its capacity as a member. The exclusion of rights on any reimbursement of the membership fees or other contributions or on the

Association's assets are imperative at all times: during the membership, after the termination of the membership for any reason whatsoever, when the Association is dissolved, etc.

Rights and Responsibilities of full and associate members

Art 7

Full members have all rights "Members" have according to the CCA.

Full and associate members can also expect the services of the Association as stated below. A fair use policy shall hereby apply limiting those services to capacities and resources of the Secretariat.

Rights of full members

1. To participate in and vote at the General Assembly
2. To be represented at the General Assembly in accordance with article 13 of the Statutes.
3. To propose items for the agenda of the General Assembly
4. To propose candidates for the Board and for the position of President of the Association
5. To submit proposals to the Board, and to participate, in accordance with regulations established by the Board, in task committees/working groups established by it.
6. To receive timely and accurate information on the work of CEV and its bodies, to consult all minutes and decisions of the governing bodies, as well as all accounting documents of the Association in accordance with article 3:103 CCA
7. To use published CEV knowledge resources
8. To receive information provided by members to the wider membership, especially in the CEV newsletters and website
9. To participate in joined projects with the priority status for choosing partners for transnational projects applied for centrally by CEV in Brussels
10. To receive responses to inquiries concerning the areas covered by the CEV procedures, reports, work plan and the actions
11. Public visibility of their membership on the CEV website, social networks and in CEV's publications
12. To receive up to date information and reporting on developments in EU policy impacting on volunteering and the opportunity to contribute to CEV's policy positions in these areas.

The responsibilities of full membership

1. To comply with the provisions of the Statutes
2. To respect the decisions of CEV's bodies
3. To support CEV in the implementation of its vision and mission as well as achieving its strategic goals and work plan
4. To promote CEV values, principals and public statements
5. To give visibility to CEV on own communication materials and methods
6. Timely payment of membership fees
7. To inform the Executive Director and Treasurer of any change of annual budget that would impact on the membership fee rate in a timely manner before the start of the year in question or as soon as possible
8. To provide information and updates about volunteering developments to the Secretariat and to other members of the network.
9. To support their nominees who are elected to CEV's governing bodies.

The rights of associate members:

1. To participate without voting rights in the General Assembly
2. To propose items for the agenda of the General Assembly
3. To receive equally with Full Members all notices, documents, reports and records.
4. To consult all minutes and decisions of the governing bodies, as well as all accounting documents of the Association in accordance with article 3:103 CCA
5. To submit proposals to the Board, and to participate, in accordance with regulations established by the Board, in committees established by it, but they are not eligible to nominate candidates for membership of the Board.

The responsibilities of associate membership:

1. To comply with the provisions of the Statutes
2. To support CEV in the implementation of its vision and mission as well as achieving its strategic goals and work plan
3. Timely payment of membership fees
4. To inform the Executive Director and Treasurer of any change of annual budget that would impact on the membership fee rate in a timely manner before the start of the year in question or as soon as possible.

Membership Fees

Art 8

The members pay an annual membership fee, decided on by the General Assembly on the proposal of the Board. The calculation of the membership fee is based on the budget of the members, as set out in detail in the Internal Rules.

The rules regarding the payment of the membership fees are further explained in the Internal Rules. Only full members who have paid their membership fees are eligible to vote or present candidates for election at the General Assembly.

III. Governing bodies of the Association

Art 9

The governing bodies of the Association are:

- 1) The General Assembly
- 2) The Board
- 3) The Executive Committee
- 4) The President
- 5) The Executive Director

They may be assisted in carrying out their tasks by a Secretariat of the Association.

IV. General Assembly

Composition

Art 10

The General Assembly is composed of all full and associate members.

Each full member has one vote. Associate members can participate in the General Assembly without the right to vote, but with the right of voice.

Competence

Art 11

The General Assembly has the powers that are attributed to it by virtue of the Statutes or applicable legislation.

More specifically, the General Assembly is exclusively competent for:

- a) Amendment of the Statutes
- b) Election and dismissal of Board Members
- c) Appointment and dismissal of statutory auditors and the determination of their remuneration
- d) The exclusion of a full and associate member organisation
- e) Election and dismissal of the President
- f) Approval of the annual strategic plan prepared by the Board
- g) Approval of the Annual Report, budget and accounts
- h) Discharge from liability of the Board and of the statutory auditors
- i) The fixing of the amount of the annual membership fees
- j) The dissolution of the Association

- k) The approval and modification of Article 10 of the Internal Rules concerning the voting procedure and election process, without prejudice to the power of the Board to adopt, modify and cancel the Internal Rules as set out in Article 18 of the Statutes
- l) Transfer the registered office to another place in Belgium, provided such transfer necessarily implies a change of the language of the Association, as set out in Article 2 of the Statutes
- m) The powers attributed to the General Assembly by virtue of the Statutes or applicable legislation.

Meetings, Notices of the meetings

Art 12

At least once a year, in the first half of the financial year, an ordinary General Assembly meeting shall be convened. The notice of the meeting is sent by email or any other means of written or electronic communication from the Secretariat at least one month before the date of the meeting, signed by the President, or, in duly justified cases, by a person delegated to do so. The notice states the day, the time, the venue and the items on the agenda. A provisional draft agenda set up by the Board will be joined to this invitation. All demands to add an item to the draft agenda should be delivered to the Executive Director not later than two weeks before the holding of the General Assembly meeting. The final draft agenda including possible additional items suggested by members shall be sent to all the members at least one week prior to the General Assembly meeting. At the start of the General Assembly meeting, the final agenda will be approved.

At this ordinary General Assembly meeting, the General Assembly shall at least resolve upon the budget of the current financial year, the annual accounts of the previous financial year, and the release of liability to be granted to the members of the Board, and, if applicable, to the statutory auditor(s).

An additional meeting of the General Assembly must be convened upon the request of one fifth of the full members or every time that the interests of the Association so require. In the event that one fifth of the full members requests an additional meeting of the General Assembly, this meeting shall be convened at the latest one month following the receipt of the aforementioned request.

The President or, in their absence, the longest serving Vice-President, shall preside over the General Assembly. In the event that both Vice-Presidents have served equally long as Vice-Presidents, the elder Vice President shall preside. If neither of the aforementioned persons is present, the General Assembly shall elect a chair with a simple majority of the votes cast.

The Board keeps the right to invite third parties, notably its partners and experts, to the General Assembly. They have no right to vote.

A meeting of the General Assembly shall be held in person, or, upon a decision of the Board, a meeting of the General Assembly may be held via any electronic means of communication, or in a hybrid way, i.e. a physical meeting with the possibility to participate via any electronic means of communication. The bureau of the meeting shall, however, not be allowed to participate in the General Assembly meeting remotely. In case it is allowed to participate in the meeting via any electronic means of communication, such electronic means of communication shall, at a minimum, enable full members to directly, simultaneously and uninterruptedly follow the discussions at the meetings and to exercise their right to vote. The electronic means of communication must also enable full members to participate in the deliberations and ask questions.

The way in which the meeting will be held and the procedures for remote participation shall be clearly and precisely indicated in the convening notice of the meeting.

If the Association has an association website, the procedures for remote participation shall also be published on the website.

Any technical problems or incidents that may have prevented or hindered the participation in the General Assembly meeting or the voting need to be included in the minutes of the General Assembly

meeting.

If so provided in the convening notice, full members of the General Assembly can be given the possibility to cast their vote on all or a limited number of the agenda items electronically in advance of the General Assembly meeting.

Votes expressed by electronic correspondence prior to the General Assembly meeting will be included in the quorum (if applicable) and majority provided these votes are received by the Association at 7 days prior to the meeting and provided any other conditions set out in the convening notice are complied with. In case the convening notice provides that only on a limited number of agenda items a vote can be cast in advance of the General Assembly meeting, the votes cast in advance shall evidently only be taken into account for the purpose of the calculation of the quorum and majority requirements in relation to the agenda items for which a vote in advance is possible. The Association shall need to be able to verify the capacity and identity of the member concerned. To this end, certain identifying information as determined by the Board, will be requested from the members.

When the General Assembly deliberates on the basis of a report drawn up by the statutory auditor, they shall participate in the meeting.

Representation

Art 13

Each full member may be represented at the General Assembly by another full member bearing a written proxy. Each member can hold a maximum of two proxies. For General Assembly meetings that, by virtue of applicable law, need to be held in front of a notary public, a proxy can be granted to a third party and no limitation on the number of proxies will apply.

Votes

Art 14

Except if otherwise provided by applicable law or these Statutes, decisions are taken by a simple majority of the votes of the full members present or validly represented. The General Assembly can only deliberate validly if at least the majority of the full members are present or represented. If the meeting of the General Assembly is held remotely, the online voting system should guarantee the possibility to cast a secret vote.

Amendments to the statutes are adopted in accordance with the quorum and majority requirements set out in Article 23 of these Statutes.

Abstentions, blank and invalid votes shall not be taken into account in the calculation of the votes cast, irrespective of the nature of the decision.

Art 15

The decisions taken by the General Assembly are recorded in minutes and signed by one Board member and shall be entered into a register. This register is kept at the Secretariat where it can be consulted by the members. Draft minutes shall be prepared by the Executive Director in consultation with the Board and shall be distributed, within six weeks after the General Assembly meeting, to all member organisations. Member organisations may submit corrections to the Secretariat. In case of disagreement on such corrections, the Board shall decide on the matter. Final draft minutes will be sent to the members by email or any other means of written or electronic communication in advance of the next General Assembly meeting to be approved at that General Assembly meeting. In case of urgency, the minutes or the excerpt of the minutes can be approved at the end of the General Assembly meeting to which the minutes or the excerpt relate(s).

V. The Board

Composition, nomination and dismissal

Art 16

The Association is managed by a Board composed of at least 3 members.

The members of the Board are physical persons.

Each candidate must send a letter of nomination by way of letter, email or registered letter from a CEV Full member organization, as well as an application document to the members of CEV in which they present themselves, indicate the position for which they are applying as well as their abilities and intentions to contribute to the Board.

Candidates are elected by the General Assembly by way of secret vote, for a period of four years.

After the election of the President by secret vote, the other Board members are elected individually and by secret vote. The candidates that receive the highest amount of votes and more than 50% of the votes cast shall be elected.

The numbers of mandates in the Board shall depend on the total number of full member organisations at the moment of the election, according to the following table:

Number of full member organisations Number of mandates

4 – 7	2+President
8 – 13	4+President
14 – 21	6+President
22 – 31	8+President
32 – 43	10+President
44 and more	12+President

When electing the Board members, the General Assembly shall take into account as much as possible an equal regional spread of representation as well as a gender balance.

No country shall be represented by more than two members on the Board. In the event that more than two candidates of the same country are elected, only the two candidates with the most votes are elected. The limitation on representatives per country shall not apply to the members of the Board which have been elected upon nomination by European Networks, i.e. organisations which have members in more than one country. A European Network can only be represented by one representative on the Board and the total number of representatives of all European Networks cannot exceed more than 33% of the Board.

In case of resignation of the President during its mandate, the longest serving Vice-President replaces the President taking over all their functions and their title, duly informing the General Assembly. In the event that both Vice-Presidents have served equally long as Vice-Presidents, the elder Vice-President replaces the President. The following General Assembly, convened according to the Statutes, confirms this succession or elects a new President.

In the event that the number of full members rises above one of the aforementioned thresholds during a mandate of a Board member, the Board may call for candidatures in the General Assembly following the event of passing the threshold. This General Assembly cannot be held earlier than 6 months after this event. Board members filling one of these newly vacant positions during an ongoing mandate term shall finish the mandate terms of the Board members whose mandate term will terminate first and may seek re-election thereafter.

Mandates of the Board members, the President and the Vice-Presidents may be renewed once. The term of office of the Board members, the President and the Vice-Presidents shall be maximum eight (8) years. If a Board member fills a newly vacant position as set out in the previous paragraph, the term of the mandate of this new Board member is taken into account to calculate the maximum mandate term. After this period of 8 years, a Board member may not reapply for a mandate until after a period of four calendar years.

Members of the Board fulfill their tasks and duties as stipulated in a role description established by the Board and described in the Internal Rules.

The Board members can be dismissed by the General Assembly by a simple majority of the present or represented full members.

The dismissal of a Board member, a Vice-President, the Treasurer and of the President can be proposed by the member organisation that has put the candidate forward before election, by one fifth of the full members or by the Board with a simple majority.

A proposal by the Board for dismissal has to be especially motivated on the basis of non-fulfillment of the tasks as described in the role description. Specific reasons for dismissal can be non-attendance of more than 3 consecutive meetings or of more than 50% of the meetings over the previous 12 month period, except where there is a good reason, e.g. related to health or parental leave, activities that go against the vision and mission of CEV and the loss of the link with the full member organisation that has proposed the Board member. If there is any doubt as to what is considered a good reason for absence, this determination will be made by the other Board members based on the 50% majority of the remaining Board members present or represented at the meeting. Attendance at a Board meeting is defined as having been present for 75% or more of the meeting time. These reasons shall be notified to the Board member concerned at least one month before the General Assembly deliberating on the proposal.

Meetings, notices of the meetings

Art 17

The Board meets at least twice a year and on special request of 1/3 of its members. Meetings of the Board are convened by the President by email or any other means of written or electronic communication. Notice must be given at least one week prior to the meeting.

The Board can only deliberate validly if at least the majority of its members are present or validly represented.

The decisions are taken by a simple majority. In the event that no majority can be reached, the President, or in their absence, the person chairing the meeting, has the casting vote. Abstentions, blank and invalid votes shall not be taken into account in the calculation of the votes cast. Board members who cannot attend a meeting, can be represented by another Board member. Every Board member can hold a maximum of one proxy.

The Board may invite persons as advisers with the right to speak.

The Board members shall not be remunerated for the performance of their duties. The organisations of the members of the Board will carry the financial expenses of their own representatives. Exceptional costs related to the exercise of a President or Board member's mandate may be covered by the Association in accordance with the provisions in the Internal Rules.

A meeting of the Board may be held either in person, either via any means of telecommunication allowing an effective and simultaneous deliberation between all participants, such as a telephone or video conference, or via a combination of these two methods.

Resolutions of the Board can also be approved by unanimous written consent of all members of the Board.

The decisions taken by the Board are recorded in minutes and signed by one Board member. The minutes are kept by the Secretariat and made available to the Board members upon request.

Competence

Art 18

The Board has all the powers of management and of administration, except for those powers that have been accorded to the General Assembly by the current Statutes or the law.

Without prejudice to the power of the General Assembly to approve and amend Article 10 of the Internal Rules concerning the voting procedure and election process, the Board has the power to adopt, modify and cancel the Internal Rules determining the conditions and procedures for carrying out the present Statutes and will present them for information to the General Assembly. The most recent version of the Internal Rules dates of [March 2023].

VI. The Executive Committee

Art 19

The Board elects amongst its members two Vice-Presidents. The Board also elects one of its members as Treasurer or, in duly justified cases, appoints an external person as Treasurer.

The Treasurer is responsible for overseeing the preparation of financial budgets and reports, presenting them to the Board and the General Assembly, and signing the accounts and financial reports as required by applicable legislation.

Together with the President, the Vice-President(s) and the Treasurer form the Executive Committee. All members of the Executive Committee fulfill their tasks as stipulated in their role description included in the Internal Rules.

The Executive Committee has the power to take urgent and necessary decisions between regular meetings of the Board. The Executive Committee works under the supervision of and reports to the Board.

VII. The President

Art 20

The President is a member of the Board and steers and supervises the implementation of the annual work program of the Association. They preside over the meetings of the Board and the General Assembly. In the case of their absence, the longest serving Vice-president takes over their duties.

The general representation powers vis-à-vis third parties as well as in legal proceedings belong to the Board as a whole. Without prejudice to the general representation powers of the Board as a whole, the Association shall be validly represented vis-à-vis third parties as well as in legal proceedings by the President. For acts within the scope of the daily management, the Association is also validly represented vis-à-vis third parties and in legal proceedings by the Executive Director. For acts within

the scope of their specific powers, the Association is also validly represented by special attorneys-in-fact appointed by the Board, the President or by the Executive Director.

VIII. Daily Management

Art 21

The Board can delegate the daily management internally as well as externally to the Executive Director of the Secretariat.

The Executive Director may assume the daily management of the Association including full operational and administrative responsibility over the Secretariat, as set forth in the Internal Rules. The Executive Director works under the supervision of and reports to the Board.

The Executive Director is not a member of the General Assembly, nor of the Board, but may participate in meetings of both the General Assembly, the Board, and the Executive Committee without the right to vote.

They may: Sign grant income contracts of any value; Sign expenditure for the organisation with a single value of up to 50,000 EUR (VAT not included) within the annual budget provision adopted by the General Assembly.

The "daily management" includes all actions and decisions that fall within the scope of the day-to-day needs of an Association, as well as all actions and decisions that, for reasons of their minor importance or their urgent character, do not justify a decision of the Board.

IX. Budget and Accounts – Statutory auditor

Art 22

The financial and fiscal year starts on 1 January and ends on 31 December of each calendar year. The accounts of the previous financial year and the budget for the current financial year shall be adopted by the Board and approved by the General Assembly within six months of the closing of the previous financial year.

The accounts shall be filed, as the case may be, with the clerk's office of the competent Enterprise Court or with the National Bank of Belgium.

In the event that the Association does not qualify as a small association in accordance with the CCA, the General Assembly shall be required to appoint one or more statutory auditors in charge of auditing the financial situation, the annual accounts and the regularity of the transactions to be reflected in the annual accounts in light of the law and these Statutes.

X. Amendments to the Statutes

Art 23

Any proposal concerning an amendment to the Statutes shall emanate from the Board or from at least 1/5 of the full members. The invitation is sent by the Board to all full members at least one month prior to the date of the General Assembly, and will mention the aforesaid proposal as well as the time, date and place of the General Assembly.

The amendment to the Statutes requires a deliberation by a meeting that holds a quorum of 2/3 of the full members present or represented. In the event that the first meeting carries less than 2/3 of the members present or represented, a second meeting can be called. This second meeting can deliberate, take decisions and make amendments in a valid way when the majorities as stated hereafter are respected, if at least the majority of the full members are present or represented. The decision is taken from the moment that it is accepted by 2/3 of the votes cast by the full members present or represented.

According to applicable provisions of the Code of Companies and Associations:

Amendments to the Statutes relating to the statutory purpose or the activities by which such purpose is pursued must be approved by Royal Decree;

Amendments to the Statutes relating to the powers and functioning of the General Assembly must be recorded in a notarial deed;

Amendments to the Statutes relating to the conditions for amendments to the Statutes or dissolution or allocation of the assets must be recorded in a notarial deed.

XI. Dissolution and liquidation of the Association

Art 24

The General Assembly is called to discuss the proposals concerning the dissolution of the Association by the Board or by at least 1/5 of all full members. The notification and the agenda are made in accordance with the relevant provisions of article 23 of these Statutes.

The deliberation and decision concerning the dissolution respects the quorum and the majority of the modification of the Statutes put forward in article 23 of these statutes. As soon as the decision to dissolve the Association is taken, the Association will always mention that it is an "INPO in liquidation" in accordance with applicable law.

In the event that the proposal concerning the dissolution of the Association is accepted, the General Assembly will designate one or more liquidators. The General Assembly will describe their mission.

In the event of the dissolution and liquidation of the Association, the General Assembly will decide upon the destination of the net assets of the NPO. These assets must be designated to another non profit organisation with an aim that will be as close as possible to the aims of the Association. All decisions concerning the dissolution, the liquidation requirements, the appointment and the termination of office of the liquidators, the closure of the liquidation and the destination of the assets of the Association will be deposited at the registry and published in the Annexes of the Belgian State Gazette in accordance with the relevant provisions of applicable law and the relevant implementation decrees.

In case of dissolution and liquidation, the applicable reporting obligations set out in the CCA shall be complied with. Besides, in those cases where this is required in accordance with the CCA, confirmation will be requested from the court.

XII. General provisions

Art 25

All that is not regulated explicitly in the present Statutes shall be regulated in accordance with applicable law.