

# STATUTES of CONCORD a.i.s.b.l.

## English translation

### I. NAME, LEGAL FORM, TERM, REGISTERED OFFICE

#### Article 1 Name, legal form, term

- 1.1 The international non-profit association named CONCORD, the European Confederation of NGOs working on Sustainable Development and International Cooperation, (hereinafter “the Confederation”), is constituted for an indefinite period under the provisions of the Belgian Companies and Association Code of March 23, 2019.
- 1.2 All acts, administrative and legal documents issued by the Confederation shall contain the name of the Confederation, immediately followed or preceded by the mentions “association internationale sans but lucratif” or by the abbreviation “AISBL”, the address of the registered office of the Confederation, the enterprise number and the mention “registre des personnes morales” or abbreviated “RPM”, followed by the court with jurisdiction in the district where the Confederation has its registered office.

#### Article 2 Registered office

The registered office of the Confederation shall be located in the Brussels-Capital Region. It may be transferred to any other location in Belgium by a decision of the Board, subject to compliance with the legal provisions governing the use of official languages in Belgium.

### II. NON-PROFIT PURPOSES - OBJECT

#### Article 3 Non-profit purposes

The non-profit purposes of international utility of the Confederation shall be, within the European Union and worldwide, to transform systems and power structures and build equal, just and inclusive societies in a sustainable world by (i) influencing and challenging EU decision makers, (ii) fostering a vibrant civil society and (iii) forging synergies and alliances across the world.

#### Article 4 Object

- 4.1 To that effect, the Confederation may develop, alone or in collaboration with third parties, directly or indirectly, all activities related, directly or indirectly, to its purposes. The Confederation may, in particular, develop the following non-exhaustively listed activities for the general or specific account of its Members and/or third parties:
  - (a) Organise and arrange summits, congresses, exhibitions, conferences, workshops, meetings and other programmes, at international and national levels, on any subjects of interest;
  - (b) Collect and analyse statistical data and to conduct studies;
  - (c) Produce studies, reports and articles presenting the results of research studies on specific subjects;

- (d) Take part in projects and in technical and policy debates in the area of International Cooperation;
- (e) To facilitate and support the cooperation between Members and/or stakeholders by:
  - Exchanging, collecting and distributing information;
  - Addressing issues;
  - Coordinating joint projects of Members; and
  - Communicating on the activities and achievements of the Confederation;
- (f) Exchange, collect, distribute and disseminate information on all matters relating to its non-profit purposes;
- (g) Communicate to decision-makers, the media and other interested and concerned bodies and persons the official position papers on any subjects of interest in the field of its activities;
- (h) Promote the interests of its Members;
- (i) Draft or have drafted, print or have printed, reproduce, disseminate and circulate papers, books, periodicals, pamphlets or other documents, videos, films or recorded tapes (whether audio or visual or both) with regards to its non-profit purposes;
- (j) Cooperate with and assist other initiatives and/or organisations having a purpose similar to the purpose of the Confederation, as well as other regional and/or international initiatives and/or organisations;
- (k) Organise and arrange training courses and workshops.

**4.2** In pursuing its non-profit purposes, the Confederation may represent its Members in their relations with the Institutions of the European Union.

### **III. MEMBERS**

#### **Article 5 Membership categories**

**5.1** The Confederation shall have two membership categories: Full Members and Associate Members. An adequate balance between the two membership categories shall be maintained, with Associate Members not exceeding one-third of the total number of Members.

**5.2** Unless otherwise indicated, the term 'Member' or 'Members' herein refers to both the Full Members and the Associate Members.

#### **Article 6 Full Members**

The category of Full Membership is subdivided in two subcategories:

- National Platform Members (hereinafter referred to as 'NP Members');
- Network Members (hereinafter referred to as 'NW Members').

##### **6.1 Criteria**

All Full Members must meet the following general criteria:

- Must be recognised as a non-profit civil society organisation established in a Member State or former Member State of the European Union, of EFTA or a candidate country to the EU;
- Have a purpose and activity that focuses on European international cooperation for sustainable development;

- have democratic governance and a transparent management and accountability structure;
- agree with and contribute to the non-profit purposes of the Confederation as formulated in Article 3.

Full Members shall enjoy all membership rights, including voting rights.

## **6.2 NP Members**

The NP Membership category is open and accessible to any national organisation representing the CSO community that cumulatively meets the criteria set out in Article 6.1, it being however specified that only one organisation per Member State or former Member State of the European Union, or EFTA or an EU candidate country, is eligible to become a NP Member.

## **6.3 NW Members**

The category of NW Members is open and accessible to any network organisation that cumulatively meets the criteria set out in Article 6.1 and

- Has at least five member organisations in at least five different countries from: Member States of the EU, former Member States of the EU, Members States of EFTA and EU candidate countries;
- Of which at least five of its members have at least three years of existence.

## **Article 7 Admission**

- 7.1** Any applicant to Full Membership shall submit an application for admission to membership via regular means of communication to the Board.
- 7.2** The Board, after having verified that all conditions for membership are complied with, shall submit this application for admission to the next Statutory General Assembly.
- 7.3** The General Assembly, after having verified that all conditions for membership are complied with shall decide on the admission to membership.
- 7.4** The detailed procedure for the admission to Full Membership shall be determined in the Internal Regulations.

## **Article 8 Resignation – Suspension - Exclusion**

### **8.1. Resignation**

Full Members may at any time resign from the Confederation by registered letter addressed to the President. The resignation will be effective three months after the date of receipt of the letter. However, the resigning Full Member will be required to participate in agreed costs for the year in which the resignation is submitted.

### **8.2. Suspension**

If a Full Member fails to pay its membership fee six months after due date, the Board may decide to suspend its membership in accordance with the suspension procedure defined in the Internal Regulations, which means that all rights attached to its membership are suspended until the fee is paid.

### **8.3. Exclusion**

- 8.3.1.** A Full Member that (i) ceases to satisfy the definition of the membership category it belongs to, or (ii) is not duly or timely or fully complying with the Statutes, the Internal Regulations, and/or any decision validly taken by any statutory body of the Confederation, or (iii) does not pay all its membership fee within the stated period, or (iv) infringes the interests of the Confederation, or (v) has substantially modified its activities, or (vi) for any other reasonable

cause, may be excluded from membership, upon a proposal of the Board or at the request of one-third of the Members.

- 8.3.2. The General Assembly can validly decide on the exclusion of a Full Member only if (i) at least two-thirds (2/3) of the Members are present or represented and (ii) the decision to exclude a Member obtains a majority of two-thirds (2/3) of the votes cast by secret ballot by the Members present or represented. If the quorum requirement is not met at a first meeting, a second meeting must be convened, at which the decision can be taken regardless of the quorum. The decisions of the General Assembly regarding the exclusion of a Full Member are final and sovereign.
- 8.3.3. All membership rights of the Full Member concerned by the above-mentioned exclusion procedure shall be suspended (i) until the decision of the Board not to recommend the exclusion to the General Assembly, or (ii) if the Board decides to recommend the exclusion of the Full Member concerned to the General Assembly, the decision of the General Assembly. The President shall notify the decision of the General Assembly, via special means of communication, to the excluded Full Member within fifteen (15) days from the decision of the General Assembly.
- 8.3.4. A Full Member that has been excluded from the Confederation shall remain liable for all its obligations towards the Confederation, including for the payment of the membership fee, for the financial year during which its exclusion occurred.

## **Article 9 Entitlements**

- 9.1 No Full Member shall claim or exercise any right whatsoever on the assets of the Confederation at any time: during the period of membership, in case of resignation, suspension or expulsion for any reason whatsoever or in case of dissolution of the Confederation.
- 9.2 A Full Member that, in whatever way and for whatever reason, ceases to be a Full Member shall (i) have no claims for compensation on the Confederation, (ii) forthwith cease to hold itself out as a Full Member in any manner, and (iii) upon decision of the President, promptly deliver to the Confederation all material, equipment, software, and documents, in written, electronic or magnetic form, in its possession that have been provided by the Confederation.

## **Article 10 Associate Members**

Associate Members shall have the right to participate in all activities of the Confederation, but have no voting rights. Except for decision-making and governance, Associate Members can fully participate in the operational work of the Confederation.

### **10.1 Criteria**

The category of Associate Membership is open and accessible to any non-profit civil society organisation or network that cumulatively meets the following criteria:

- Does not meet the criteria to be eligible as Full Member;
- Agrees to subscribe to the non-profit purposes of the Confederation described in Article 3 and have a significant involvement or interest in the achievement of these purposes.
- Has democratic governance and a transparent management and accountability structure;
- Is established within Europe as defined by the United Nations;

- If an applicant is established in a country where there is a National Platform already member of CONCORD, the opinion of that National Platform will be requested.

#### **10.2 Admission, resignation, suspension, exclusion and entitlements**

For admission, resignation, suspension, exclusion and entitlements of an Associate Member, the same rules as set out in Article 7, Article 8 and Article 9 shall apply *mutatis mutandis*.

#### **10.3 Time-limited Associate Membership**

Exceptionally, on the advice of the Board and in accordance with the procedure laid down in the Internal Regulations, the admission of an Associate Member may be limited in time and be subject to a single renewal by decision of the General Assembly, without the total duration of this Associate Membership exceeding five years.

#### **10.4 Change of Membership Category**

In the event that an Associate Member fulfils the criteria for Full Membership, then that Associate Member must apply as a Full Member, according to the procedure set out in Article 7, complemented by the Internal Regulations.

### **Article 11 Representation of Members**

- 11.1 Each Full Member shall appoint two (2) natural persons and each Associate Member shall appoint one (1) natural person, each time referred to as “Delegates”, with the powers to represent it in the General Assembly.
- 11.2 If a Delegate ceases to be employed by or is no longer otherwise linked to the Member they represents, (i) they shall as of right lose their capacity as Delegate and (ii) the said Member shall immediately replace them.
- 11.3 Each Member shall inform, via regular means of communication, the Secretariat of the identity, and contact details of its Delegate(s).
- 11.4 No natural person shall be the Delegate of more than one (1) Member.

## **IV. GENERAL ASSEMBLY**

### **Article 12 Composition**

- 12.1 The General Assembly shall consist of all Full Members. Each Full Member shall be represented at the General Assembly by its appointed Delegate(s).
- 12.2 Associate Members shall have the right to attend the meetings of the General Assembly without voting rights.

### **Article 13 Powers**

- 13.1 The General Assembly shall have such powers as are specifically vested in it by law and by these Statutes.
- 13.2 In particular, the General Assembly shall have the following powers:
  - a) The determination of the main strategic orientations in conformity with Article 3 of the Statutes which will be presented in the form of a multi-annual strategy on the basis of which the Board and the Secretariat shall frame the annual budget and work plan;
  - b) The election and dismissal of the President and the other Board Members and the determination of the terms and conditions (including the financial conditions) upon which

- their term of office will be granted and exercised, as well as the conditions under which such term of office can be terminated;
- c) If applicable, the appointment and dismissal of a statutory auditor and the determination of their remuneration;
  - d) If applicable, the appointment and dismissal of an external accountant and the determination of their remuneration;
  - e) The discharge to be given to the Board Members, to the President and, if any, to the statutory auditor, or to the external accountant;
  - f) The approval of the annual report and accounts;
  - g) The approval of the amount of the membership fee and the calculation method of the membership fee, upon a proposal of the Board;
  - h) The admission and exclusion of Full Members and of Associate Members;
  - i) The amendment of the Statutes;
  - j) Instructions for actions to be undertaken by the Board;
  - k) The dissolution of the Confederation, the allocation of the Confederation's net assets in case of dissolution, and the appointment of one or more liquidator(s);
  - l) The restructuring or transformation of the Confederation pursuant to any of the procedures provided for under applicable law.

## **Article 14 Meeting**

- 14.1** The General Assembly shall meet at least once a year, upon convening by the Secretariat on behalf of the President, at the registered office or at such place as determined in the convening notice. A meeting of the General Assembly entrusted with the approval of the annual accounts and the budget shall be held within six (6) months following the end of the financial year (hereafter: "Statutory General Assembly"). Each year, the Board shall determine the exact date of the Statutory General Assembly.
- 14.2** An extraordinary General Assembly may be convened at any time by the President whenever required by the interests of the Confederation. An extraordinary General Assembly shall also be convened by the President at the written request of at least one-third of the Members. In this latter case, the President shall convene the General Assembly within twenty (20) working days after the request to convene of the Members. The General Assembly shall take place at the latest on the fortieth (40th) working day following this request.
- 14.3** The General Assembly shall be chaired by the President and if the President is unable to chair the meeting, by the Vice-President or, in the absence of the Vice-President, by any other Board Members agreed upon by the Board.
- 14.4** The General Assembly can be held either physically or virtually (meaning that all Members are invited to be physically present at a physical meeting or virtually present at a virtual meeting), as decided by the Board. In the event of a virtual meeting, the Members shall be given the opportunity to participate in the deliberations via any means of telecommunications that allow the Members to directly hear each other and directly speak to each other, such as telephone, video or web conference. The Secretariat shall set up the practical procedures to organise this in practice.
- 14.5** In the event referred to in Article 14.4, the Full Members must be granted the possibility to vote via electronic means. The Secretariat shall set up the practical procedure for the electronic voting and shall ensure that the system used for electronic voting allows for (i) the

identification of the Full Members having expressed their vote, (ii) the control of compliance with the prescribed time limit and (iii) if applicable, the respect of the secret ballot.

## **Article 15 Convening notice – agenda**

- 15.1** Without prejudice to Article 17 and Article 18 of these Statutes, convening notices for a General Assembly shall be notified to the Members and the Members of the Board by the Secretariat on behalf of the President, via regular means of communication, at least thirty (30) days before the meeting.
- 15.2** The convening notices shall include the agenda and mention the date, time and place of the meeting of the General Assembly
- 15.3** Any proposal of additional item(s) on the agenda of the General Assembly signed by at least one-third of the Full Members and notified to the President and the Secretariat within five (5) calendar days after receiving the agenda of the meeting must be included in the agenda. An updated agenda will be sent to the Delegates and Board Members by the Secretariat within five (5) calendar days following the expiration of the aforementioned deadline.
- 15.4** No vote shall be cast regarding an item that is not listed on the agenda, except if all Full Members are present or represented at a meeting of the General Assembly and vote to proceed with such vote.

## **Article 16 Proxies**

- 16.1** Each Member shall have the right, via regular means of communication, with copy to the Secretariat and the President via similar means, to give a proxy to another Member of its membership category to be represented at a General Assembly meeting. No Member may hold more than two (2) proxies.
- 16.2** In the event a General Assembly has to adopt amendments to the Statutes to be recorded in a notarial deed, proxies can also be given to a third party and the proxyholder may hold an unlimited number of proxies, provided that these amendments have been approved by a previous General Assembly according to the presence quorum and voting majority stipulated in Article 17.

## **Article 17 Voting rights – Quorum – Majority – Votes**

- 17.1** At the General Assembly, each Full Member shall have one (1) vote. In the event of a Full Member sending two (2) Delegates to a General Assembly, they must inform the Secretariat two weeks in advance which Delegate will hold voting power.
- 17.2** Unless otherwise stipulated in the Statutes, the General Assembly shall be validly constituted when at least half (1/2) of the Full Members are present or represented.
- 17.3** If at least half of the Full Members are not present or represented at the first meeting, a second meeting of the General Assembly may be convened pursuant to Article 15, at least fifteen (15) calendar days after the first meeting of the General Assembly. The second meeting of the General Assembly shall validly deliberate, irrespective of the number of Full Members present or represented, in accordance with the voting majority stipulated in article 17.4.
- 17.4** Unless otherwise stipulated in the Statutes, decisions of the General Assembly shall be validly adopted if they obtain a simple majority (i.e. at least fifty percent (50%) plus one (1) vote) of

the votes cast by the Full Members present or represented. Blank votes, invalid votes and abstentions shall not be counted.

- 17.5** The votes are issued by raised voting papers. However, they shall be issued by secret ballot at the request of at least one third (1/3) of the Full Members present or represented or for following decisions: (i) election of the President, (ii) election of the other Board Members of the Board, (iii) admission or new Members, and (iv) exclusion of Members.

## **Article 18 Written procedure**

- 18.1** Except for (i) the amendment of the Statutes, and (ii) the dissolution and liquidation of the Confederation, in exceptional cases and when the urgency of the matter so requires, the General Assembly may take decisions via written procedure.
- 18.2** For this purpose, the President, upon request of the Board, and with the assistance of the Secretariat, shall send the proposals for the decisions to be taken, by any regular means of communication, to all Full Members, requesting them to approve the proposals and to send their approval, by any regular means of communication, within the time limit mentioned in the request, to the registered office of the Confederation or any other place mentioned in the request.
- 18.3** If the approval of at least fifty percent (50%) plus one (1) vote of all the Full Members, regarding the items on the agenda is not received within this period, the decisions are deemed not to be taken. In the event of a tie, the decisions are also deemed not to be taken.
- 18.4** Decisions taken by written resolutions are deemed to come into force on the date mentioned on the letter sent to the Members and the Board Members.

## **Article 19 Register of minutes**

Minutes shall be drawn up at each meeting of the General Assembly. They shall be approved and signed by both the President and the Secretary of the Board and kept in a register of minutes by the Secretariat of the Confederation. The register of minutes shall be kept at the registered office of the Confederation where all Members may consult it, without, however, displacing it.

# **V. AMENDMENTS TO THE STATUTES – DISSOLUTION**

## **Article 20 Amendments**

- 20.1** Upon decision of the Board or at the request of at least one-third (1/3) of the Full Members, the President shall convene a General Assembly that shall decide on the amendment to the Statutes.
- 20.2** The General Assembly may only validly decide on amendments to the Statutes if (i) at least two-thirds (2/3) of the Full Members are present or represented and (ii) the decision to amend receives at least a two-thirds (2/3) majority of the votes cast by the Full Members present or represented or, if the amendment relates to the non-profit purposes or the object of the Confederation, at least a four-fifths (4/5) of these votes. Blank votes, invalid votes and abstentions shall not be counted.
- 20.3** If at least two-thirds (2/3) of the Full Members are not present or represented at the first meeting, a second meeting of the General Assembly may be convened pursuant to Article 15 of the Statutes, at least thirty (30) calendar days after the first meeting of the General



Assembly. The second meeting of the General Assembly shall validly deliberate, irrespective of the number of Full Members present or represented, in accordance with the voting majority stipulated in article 20.2, and decide on the amendments.

- 20.4** The main terms of any proposal to amend the Statutes shall be explicitly mentioned in the agenda or in a separate document that shall be sent to the Full Members at the latest within the deadline for convening the General Assembly, as referred to below. Without prejudice to Article 15 of the Statutes, convening notices to the General Assembly which shall resolve on the amendments to the Statutes shall be notified to the Members and the Board Members by the Secretariat via regular means of communication at least sixty (60) calendar days before the meeting of the General Assembly.
- 20.5** Any decision of the General Assembly relating to the amendments of the Statutes is subject to the additional requirements imposed by applicable law. In particular, when the law requires it, the amendments to the Statutes must be acknowledged by a Royal Decree or recorded in a notarial deed.

## **Article 21 Dissolution - liquidation**

- 21.1** Upon the request of the Board or at least half (1/2) of the Full Members, the President shall convene a General Assembly that shall resolve on the dissolution of the Confederation.
- 21.2** The General Assembly may only validly pronounce the dissolution of the Confederation if (i) at least two-thirds (2/3) of the Full Members are present or represented and (ii) the decision receives at least a two-thirds (2/3) majority of the votes cast by the Full Members present or represented. Blank votes, invalid votes and abstentions shall not be counted.
- 21.3** If at least two-thirds (2/3) of the Full Members are not present or represented at the first meeting, a second meeting of the General Assembly may be convened pursuant to Article 26 of the Statutes, at least thirty (30) calendar days after the first meeting of the General Assembly. The second meeting of the General Assembly shall validly deliberate, irrespective of the number of Full Members present or represented, in accordance with the voting majority stipulated in Article 15 and decide on the dissolution. However, the General Assembly shall always be composed of at least two (2) natural persons present.
- 21.4** Any proposal to dissolve the Confederation shall be explicitly mentioned in the agenda included in or attached to the convening notice to the Members and the Board.
- 21.5** Upon the dissolution and liquidation of the Confederation, the General Assembly shall decide upon: the appointment of one or more liquidator(s), the decision-making process of the liquidators if several liquidators are appointed, and the scope of their powers. Failing the appointment of one or more liquidator(s), all the Board Members shall be deemed to be jointly in charge of the liquidation.
- 21.6** The General Assembly shall also decide upon the allocation of the net assets of the Confederation, provided however that the net assets of the Confederation shall be allocated to such other organisation having similar disinterested purposes.

## **VI. BOARD**

## **Article 22 Composition of the Board**

- 22.1** The Confederation shall be governed by a Board composed of ten (10) members, including a President, all of whom shall be natural person, elected by the General Assembly for a three-year term of office, starting from the date of the General Assembly during which they were elected.
- 22.2** Their term of office is renewable once only. However, a former Member of the Board may be re-elected to this function if at least three years have elapsed since the end of their second term of office.
- 22.3** The Board nominates its Secretary, its Treasurer and its Vice-President(s) from among its members by common agreement for a term not to exceed their term of office as Board Members. If a common agreement is not reached, the Board will vote by secret ballot.
- 22.4** Each Board Member, including the President, shall be employed by or otherwise linked to a NP Member or to a NW Member.
- 22.5** The term of office of any Board Member, including the President, shall expire automatically and with immediate effect, (i) at the end of the period for which she or he has been appointed, or (ii) by death or permanent incapacity, or (iii) if said Board Member ceases to be employed by or is no longer otherwise linked to a NP Member or to a NW Member.
- 22.6** The term of office of a Board Member also terminates upon dismissal by the General Assembly deciding by a two-thirds majority of the votes cast. The General Assembly may dismiss a Board Member at any time without any compensation or cost becoming due by the Confederation, and does not need to motivate its decision, provided that the Board Member concerned is convened at the meeting and has received the possibility to defend their position during the meeting of the General Assembly and prior to the voting on the dismissal. When a Board Member does not engage with the management and the activities of the Confederation, including failure to fully attend at least four (4) consecutive meetings of the Board, the General Assembly may resolve to exclude the Board Member concerned.
- 22.7** The Board Members are also free to resign from their office at any time, subject to a prior notice period of thirty (30) calendar days, by submitting, via special means of communication, their resignation to the President.
- 22.8** If the mandate of a Board Member ceases before its term, for whatever reason, the Board may freely appoint (by co-option) a new Board Member for the remainder of the term.
- 22.9** The first upcoming meeting of the General Assembly following the co-option shall decide on the appointment of the co-opted Board Member if they choose to stand for election, for a full term of office as of their appointment by the General Assembly. If the General Assembly does not appoint the co-opted Board Member, the mandate of said Board Member will come to an end immediately after the meeting of the General Assembly, without prejudice to the regularity of the composition of the Board until that date.
- 22.10** In case of termination of the mandate of a Board Member for whatever reason, said Board Member shall have no claims for compensation on the Confederation or for its assets, without prejudice to the mandatory labour law provisions and the services agreement provisions, if applicable.
- 22.11** The Board shall be chaired by the President. If the President is unable to chair the Board, the Board shall be chaired by the Vice-President. If the President and the Vice-President are both unable to chair the Board, the Board shall be chaired by the longest-serving Board Member.

**22.12** The Board may invite one or more third party(ies) to attend without voting rights one or more meeting(s) or part(s) of meeting(s) of the Board.

## **Article 23 Powers**

**23.1** The Board shall have all powers necessary to accomplish the purposes of the Confederation, except for the powers that are specifically granted to other bodies of the Confederation by law or by these Statutes. The Board shall act as a collegial body.

**23.2** The Board shall, in particular, have the following powers:

(a) The transfer of the Confederation's registered office when it does not imply a change of language of the Statutes according to the legal provisions governing the use of official languages in Belgium;

(b) The determination of the Confederation's policies;

(c) The overall management and administration of the Confederation;

(d) The monitoring of the budget expenditures and the proposal for the allocation of the budget;

(e) The execution of the decisions of the General Assembly;

(f) The acknowledgement of the automatic resignation of a Full Member pursuant to Article 8.1;

(g) The proposal to exclude a Member to the General Assembly;

(h) The nomination of the Vice-President, Secretary and Treasurer;

(i) The delegation of daily management and administration of the Confederation to an Executive Director;

(j) The proposal of the amount of the membership fee and the calculation method of the membership fees to the General Assembly;

(k) The drafting of the annual working plan, annual accounts and budget to be submitted for approval to the General Assembly;

(l) The adoption, the amendment and the revocation of the Internal Regulations;

(m) The adoption of propositions to be submitted to the General Assembly.

**23.3** Each year, before the approval of the annual accounts by the Statutory General Assembly, the Board shall report to the Statutory General Assembly on the annual activity of the Confederation, which includes at least information regarding (i) the use of the budget, (ii) the setting of the calculation method and the amount of the annual membership fees, and (iii) the activities of the Confederation.

**23.4** At any time, the Board may delegate specific powers to one or more Board Member(s) or other persons or bodies, with or without sub-delegation powers to the legal extent possible.

## **Article 24 Meeting**

**24.1** The Board shall meet every time the interests of the Confederation so require and at least twice a year, upon convening by the Secretariat on behalf of the President, and at such time and place as determined in the convening notice. The Board must be convened if at least two of its Members require it.

**24.2** Provided that the possibility to participate in the meeting via electronic means of communication is mentioned in the convening notice, a duly convened meeting of the Board shall be validly held even if all or some of the Board Members are not physically present or

represented, but participate in the deliberations via any means of telecommunications that allow the Board Members to directly hear each other and directly speak to each other, such as telephone, video or web conference. The Secretariat shall set up the practical procedures to organise this in practice.

- 24.3 In the event referred to in article 24.2, the Board Members must be granted the possibility to vote via electronic means during a meeting. The Secretariat shall set up the practical procedure for the electronic voting, and shall ensure that the system for electronic voting used allows for (i) the identification of the Board Members having expressed their vote, (ii) the control of compliance with the prescribed time limit and (iii) if applicable, the respect of the secret ballot.

## **Article 25 Convening notices - agenda**

Convening notices for the Board are shared with the Board Members by the Secretariat on behalf of the President, via regular means of communication, at least two (2) weeks before the meeting. The convening notices shall mention the date, time and place of the meeting. The agenda and the material documents necessary for the discussion shall be sent at least two (2) weeks in advance. The agenda of the meetings of the Board shall be prepared by the Secretariat and agreed by the President.

## **Article 26 Quorum – majority voting – votes**

- 26.1 Unless otherwise stipulated in the Statutes, the Board shall be validly constituted when at least half of the Board Members are present.
- 26.2 If at least half of the Board Members are not present at the first meeting, a second meeting of the Board may be convened pursuant to Article 25 of the Statutes, at least fifteen (15) calendar days after the first meeting of the Board. The second meeting of the Board shall validly deliberate irrespective of the number of Board Members present, in accordance with the majorities stipulated in articles 26.3 and 26.4.
- 26.3 The first priority shall be to reach decisions by applying the consensus rule. If a decision cannot be reached by consensus or if it is decided to call a vote, decisions shall be taken according to the voting majority stipulated in article 26.4.
- 26.4 Unless otherwise stipulated in the Statutes, decisions of the Board shall be validly adopted if they obtain at least a majority of fifty percent (50%) plus one (1) vote of the votes cast by the Board Members present, each Board Member having one (1) vote.
- 26.5 Blank votes, invalid votes and abstentions shall not be counted.
- 26.6 In the event of a tie, the President and, in their absence, the Vice-President shall have a casting vote. If both the President and the Vice-President are absent, the longest-serving Board Member present shall have the decisive vote.

## **Article 27 Register of minutes**

- 27.1 Minutes of the Board shall be entered in a register which shall be signed by the Secretary of the Board; this register shall be kept at the disposal of Board Members by the Secretariat.
- 27.2 This register will be preserved at the registered office of the Confederation.
- 27.3 The copies of minutes of the Board to be delivered to third parties shall be signed by the President or the Secretary of the Board, or by proxy-holders duly mandated by the Board.

## **VII. EXTERNAL REPRESENTATION**

### **Article 28 External representation**

- 28.1** The Confederation shall be validly represented vis-à-vis third parties and with regard to all judicial and extra-judicial deeds by the President acting alone, or by two (2) Board Members, acting jointly.
- 28.2** Within the framework of daily management, the Confederation shall also be validly represented vis-à-vis third parties and with regard to all judicial and extra-judicial deeds by the Executive Director, acting alone, if any.
- 28.3** None of the aforementioned persons must justify their powers vis-à-vis third parties.
- 28.4** In addition, the Confederation shall also be validly represented vis-à-vis third parties, within the framework of their mandates, by one or more proxy-holder(s) duly mandated by the Board.

## **VIII. FINANCIAL YEAR – ANNUAL ACCOUNTS – BUDGET - AUDITING - FUNDING**

### **Article 29 Financial year**

The financial year of the Confederation shall run from 1 January 1 to 31 December.

### **Article 30 Annual accounts – budget**

- 30.1** The Board shall establish each year the draft annual accounts of the past financial year, as well as the draft budget for the next financial year. The currency of the Confederation shall be the euro for the annual accounts and all other official accounting, tax and legal documents.
- 30.2** Each year, within six (6) months following the end of the financial year, the Board shall submit the draft annual accounts and the draft budget to the Statutory General Assembly for approval.
- 30.3** The draft annual accounts and the draft budget shall be circulated amongst all Members at least [thirty (30)] calendar days before the Statutory General Assembly.

### **Article 31 Auditing of the annual accounts**

- 31.1** If the applicable law so requires, the General Assembly shall appoint a statutory auditor, chosen between the members of the Belgian “Institut des Réviseurs d’Entreprise / Instituut der Bedrijfsrevisoren”, for a (3) three year’ term.
- 31.2** If the Confederation is not required by law to appoint a statutory auditor, the General Assembly may still appoint a statutory auditor or an external accountant to audit the annual accounts.
- 31.3** The statutory auditor or the external accountant, as the case may be, shall draw up an annual report on the annual accounts of the Confederation, which shall be submitted to the Statutory General Assembly before the approval of the annual accounts.

## **Article 32 Membership fees and other sources of funding**

- 32.1** The Confederation raises the necessary means for its operation through membership fees, grants from the European Institutions, governments, foundations, and other sources that the Board approves by simple majority.
- 32.2** Each Full Member and each Associate Member shall pay a membership fee per year, according to a membership fee system approved by the General Assembly upon a proposal of the Board, as described in the Internal Regulations.
- 32.3** The Board shall also decide on the invoicing procedure and the time for payment of the membership fees.

## **IX. INTERNAL REGULATIONS**

### **Article 33 Internal Regulations**

- 33.1** To detail and complete the provisions of the Statutes, the Board may adopt, amend and/or revoke the Internal Regulations.
- 33.2** However, such Internal Regulations cannot contain rules (i) contrary to the legal mandatory rules or the Statutes, or (ii) rules relating to matters for which the applicable law requires a statutory provision, or (iii) rules regarding the rights of the Members, the powers of the bodies and the organisation and the functioning rules of the General Assembly.
- 33.3** The last approved version of the Internal Regulations was dated 06.14.2018.
- 33.4** The Internal Regulations and any amendment to these shall be communicated to the Members via regular means of communication.
- 33.5** The Board is further entitled to adopt Board internal procedures and any other kind of statement that falls within the scope of its powers.

## **X. GENERAL PROVISIONS**

### **Article 34 General provisions**

- 34.1** Anything that is not provided for in the Statutes or the Internal Regulations, if any, shall be governed by the provisions of companies and associations Code of March 23, 2019.
- 34.2** In the event of a conflict between the Statutes and the Internal Regulations, if any, internal procedures, or any other kind of rules of the Confederation, the Statutes shall prevail.
- 34.3** Membership of the Confederation does not imply or represent any endorsement by the Confederation of a Member or of an activity undertaken by a Member. Members shall not use the Confederation's name and logo(s) in any manner unless they received a prior authorisation from the Secretariat to do so.
- 34.4** For the performance of their duties, Board Members can elect a domicile at the registered office of the Confederation.
- 34.5** The business of the Confederation shall be conducted in English, without prejudice to applicable legal obligations. The Statutes Bylaws are written in French and English, but only the French version shall be the official text.