

**Non-Profit Association
END FGM European Network**

Articles of associations

(The French version of the articles of association is considered to be the original version)

Preamble

Female genital mutilation (FGM) is a human rights violation affecting women and girls. Although a practice originally associated with African, Middle Eastern and Asian countries, FGM is a practice which is also widespread in Europe.

The End FGM European Network (End FGM EU) will build on the success of the END FGM European Campaign. The purpose of the Association is to create an enabling environment for coordinated and comprehensive action by European decision makers to end FGM and other forms of violence against women and girls (VAWG) globally. The End FGM European Network will ensure that the commitments taken by the European institutions are implemented. The Association will facilitate the synergy of diverse organisations to end FGM, involving actively women, girls and affected communities. By ending FGM, the Association seeks to bring sustainable change in the lives of women and girls.

Female Genital Mutilation comprises all procedures involving the removal of the external female genitalia or other injury to the female genital organs for non-medical reasons. On average girls are subjected to FGM between birth and age 15. FGM is not prescribed by any religion and has no health benefits. On the contrary the practice can cause life-lasting physical and psychological trauma.

200 million girls and women alive today have undergone FGM. At current rates, an additional estimated 68 million girls face being cut by 2030. In Europe there are 600,000 women and girls living as survivors of FGM.

End FGM EU was established in 2014. The establishment of the Association was due to founding members all participating in a high successful cross-European project - the End FGM Campaign. The Association was to build on the success of this project and to sustain European action to ending FGM by connecting grassroots communities with non-government organisations. The Network strives to build bridges and cooperation's with all relevant actors in the field of FGM both in Europe and globally. Platforming community voices to influence European governments and policy makers to work towards the elimination of FGM.

End FGM EU operates as a meeting ground for communities, NGOs, CSOs and EU level stakeholders to engage, interact and cooperate with one another by sharing experiences and exchanging knowledge. Through these exchanges, the Network pinpoints key areas in need of attention and address that can further develop the efforts to end FGM whilst securing opportunities for members' to best support them in their work.

Title 1 Name, registered office, aim and duration

Article 1 Name

The name of the non-profit association is "End Female Genital Mutilation-European Network", in abbreviated form "End FGM EU" and in these articles of association referred to as "the Association".

The Association's acronym is derived from the English name, i.e., End FGM European Network.

All deeds, invoices, announcements, letters, websites and any other documents, irrespective the format, conducted on behalf of the non-profit association will mention the following data: name of the Association, followed by "association sans but lucratif" or its abbreviation "ASBL", the

registered office of the Association, the legal entity number as mentioned in the Belgian Crossroads Bank for Enterprises, the word “Register for Legal Entities” or its abbreviation “RLE” followed by the court competent for the registered seat of the Association, the e-mail address and the website of the Association, and – if applicable – the fact that the Association is in the course of liquidation.

Any person acting on behalf of the ASBL without referring to the abovementioned might be considered personally responsible for any actions taken.

Article 2 Registered office and contact details

The registered office is located in the Brussels Capital Region, currently at Rue d’Edimbourg 26, 1050 Ixelles.

It may be transferred to any other location by decision of the Board, as long as this change of location does not lead to a requirement to draft the articles of association in another language. This decision does not require a modification of the articles of association.

If the change of location requires a change in language of the articles of association, the change can only be validly decided upon by the General Assembly.

The Association has an official website: <https://www.endfgm.eu>

The Association has an official e-mail address: info@endfgm.eu and/or board@endfgm.eu
Any communication done to this address by members are considered to be valid.

The Board can change the address of the website or the official e-mail address without changing the articles of association.

Article 3 Statutory goal

The Association envisions a world where women and girls are empowered and free from all forms of gender-based violence in particular female genital mutilation, where their voices are heard, where they can enjoy their rights and make informed choices about their lives.

The Association creates an enabling environment for coordinated and comprehensive action by European decision-makers to end FGM and other forms of VAWG. The Association facilitates the synergy of diverse organisations and the active participation of rights holders and affected communities. By ending FGM and VAWG, the Association seeks to make sustainable change in the lives of women and girls.

The Association is established:

- To lobby the European institutions and decision-makers for comprehensive and resourced action on FGM and VAWG in Europe and beyond.
- To ensure that communication on FGM promotes a human rights based approach, uses empowering and non-stigmatising language and seeks the same from its target audience
- To facilitate the exchange of good and promising practices to develop innovative approaches to end FGM in Europe and beyond
- To develop the capacity of organisations working on FGM in Europe and in countries with high prevalence to contribute to a stronger worldwide movement

The Association shall strive to achieve these aims by acquiring the appropriate resources, appointing members of staff, organizing European campaigns, coordinating activities, sharing good practices, publishing reports and by any other means it deems appropriate.

The Association aims for all the above-mentioned goals besides any religious, philosophical or political belonging and from any discrimination of any kind.

The Association can perform all acts or activities that are directly or indirectly related to its statutory goal. The Association can, therefore, develop and exercise economical activities of industrial or commercial nature, even as its main activity, on condition that the profits thereof are intended to be used fully to support its not-for-profit statutory goal.

The aims of this network are exclusively and directly non-profit making.

Article 4 Duration

The duration of the Association will be unlimited. The Association can be dissolved at any time.

Article 5 Internal rules

The Association has to date not adopted internal rules.

Article 6 Communication

A member can inform the Association about the use of his personal e-mail address for future communication. All communication to this e-mail address is considered valid. The Association can use this e-mail address until notification by that member of a new e-mail address or its wish not longer to communicate via e-mail.

Also members of the Board or the auditor have this right.

If the Association does not (longer) have an e-mail address, all communication will be done by regular mail, which will be send out on the same day as the communications done by e-mail.

Title 2 Members

Article 7 General Membership criteria

The Association will have two membership categories *and one category of affiliation*:

- Full members
- Associate members
- Friends of END FGM EU (*Affiliation*)

Eligibility condition:

- Work on the issue of female genital mutilation or other issues relevant to FGM: violence against women and girls, women's rights, gender-based violence, sexual and reproductive health and rights, migrant rights
- Adhere to the vision, mission statement and values of the Association
- Sign and respect the principles set out in the Association Charter
- Engage in transnational work, advocacy and campaign to end FGM in Europe (defined by the member states of the Council of Europe)

All members commit to:

- Highlight the interests of the Association and avoid any action that could discredit or harm the Association or even interfere with the achievement of its objectives
- Support the objectives and activities of the Association described in the strategic plan and the annual work plans
- Adhere to the rights and responsibilities that membership gives them

Each category of membership has distinct rights and responsibilities according to the membership policy. Criteria for eligibility as a member will be assessed on an ongoing basis after membership is granted. This is motivated by the need to maintain the legitimacy and credibility of the Association.

Article 8 Full Members

Eligibility: are Full members:

- civil society organizations working on FGM that meet the following criteria:
 - they are legally constituted and recognised in their country of origin and within Europe as a non-profit association
 - they have a board of directors
 - their statements and positions reflect the views and opinions of their members, and the consultation procedures of their members are in place
 - a significant part of their annual activities focus on FGM, within the country of Europe in which they are legally registered.

Rights:

- With regard to the right to vote, full members are entitled to one vote per organization.
- They have the right to propose a candidate for the elections of the Association's body (only one candidate per organization).
- They are entitled to participate in all events organised by the Association. Expenses related to the participation in events of the Association (travel and living expenses) are borne by the Association, after explicit approval by the Association within the limits of the available funding and in so far, the expenses are reasonable and fair.
- They can nominate candidates for the Association Ambassadors program.
- They have the right to participate in working groups.
- They receive all communications and information produced by the Association.

Responsibilities: they must:

- Invest time and actively participate in the work of the Association (respond to consultations, provide information and advice)
- Send updates about their activities and developments in their country.
- Participate in joint actions at European level, in advocacy and communications
- Allow access to national policy makers and intelligence services on national developments
- Share tools and resources (explanatory notes, guides, toolkits, training and advocacy materials)
- Provide access and / or assistance to the participation of Association members' representatives in training opportunities and events
- Support the achievement of common actions in the local context
- Attend the Annual General Meeting
- Participate in the events organised by the Association, as regards the 'Capacity-Building'
- Promote the Association
- Pay the annual fee

The procedure for applying to become a Full member includes a written request to the Board and an absolute majority vote (half of the votes plus one vote) of the general meeting of the Association.

The application of the legal person shall indicate the natural person responsible for representing it, in accordance with the provisions of the statutes of that legal person and the national law by virtue of which it was established.

The number of Full members is unlimited and cannot be less than three. In all cases, the number of effective members is greater than the number of directors. Only full members enjoy the full rights granted to members by law and these statutes.

The Association accepts maximum three full members per country in line with the membership policy approved by the General Assembly. Any subsequent request for membership by an organisation from the same country, shall always be considered a request for an Associate

membership. If more than one organization from the same country wish to become full members of the Association at the same time and already two full members of that country are present, the Board will seek to determine if the organisations meet the Associations affiliation criteria, and will make a recommendation to the General Assembly who will decide.

Article 9 Associate members

Eligibility: To become associate members, you must:

- be a formal or informal EU organisation of the civil society / research organization / private entity working on FGM
- be a formal or informal European civil society / research organization / private entity organization working on FGM
- Be a formal or informal international civil society / research organization / private entity organization working on FGM
- be a national civil society organization that works on FGM and fulfils all the criteria for being an effective member, but cannot be in compliance with the imposed quota of country representation provided in article 8.

Rights: Associate members have the right:

- To attend general meetings as observers
- To participate in certain events organized by the Association (at their own expense). However, their travel and living expenses will be borne by the Association if they participate in events as a speaker / facilitator.
- To participate in Association working groups.
- To receive certain communications and information from the Association

Responsibilities: Associate members must

- Invest their time and actively participate in the work of the Association (respond to consultations, provide information and advice)
- Provide updates on their activities and development in their country / region and at a global level /
- Participate in joint advocacy and communication actions at European and international level.
- Share - tools and resources - explanatory notes, guides, toolkit, exercise and advocacy materials
- Provide access and / or assistance to Association representatives' participation in training opportunities and events
- Bring their expertise to workshops, conferences, seminars, webinars, and other activities initiated by the Association
- Promote the Association
- Pay the annual fee

An association can become an associate member of the Association by sending a written request to the Board and by decision of the General Assembly by an absolute majority.

Associate members do not have the right to vote or have the right to stand for elections to the Association concerning organisational structures.

Article 10 Friends of End FGM EU

Eligibility: To become a friend of End FGM EU, you must:

- be a civil society organization with a human rights approach, and legally registered in a European country that:
 - o does not conduct any work on FGM
 - o works on other relevant areas such as violence against women and girls, women's rights, gender-based violence, sexual and reproductive health and rights, migrant rights (non-exhaustive list)

- might be interested in initiating and developing work on FGM in the European country where it is legally registered
- whose expertise is considered valuable by the Association
- be an individual who resides within the Europe (as defined by the Council of Europe member states), whose expertise is considered valuable to the Association
- Be any organisation or individual approved by the Board, concerned with furthering the objectives of End FGM EU;

Rights: Friends of End FGM EU can:

- Benefit from the wealth of expertise of the Association and their members
- Gain access to a network of contacts within the field of FGM
- Receive certain communication, resources and information from the Association
- Participate in certain events organized by the Association (at their own expense), apart from the formal Annual General Meeting which is only for members
- Share their own expertise and participate to knowledge exchange moments

Responsibilities:

- Share the Association's tools, campaigns and information, explanatory notes, guides, toolkits;
- Pay the membership fee;

An association or an individual may become a Friend of End FGM EU by sending a written request to the Board and by decision of the General Assembly by an absolute majority.

Friend of End FGM EU do not have the right to vote or have the right to stand for elections to the Association concerning organizational structures.

Article 11 Resignation, and exclusion procedure

Any member may withdraw from the Association with immediate effect, provided the member has notified such withdrawal to the president of the Board by written statement.

The following is considered as a resignation:

- Member that no longer meets the admission conditions
- A full member which has not taken part or been represented in three meetings of the general assembly in a row

Any member which violates or is no longer in compliance with the provisions of this articles of association or the charter, or which acts in a way that is detrimental to the interests of the Association or its members, may be excluded from the Association.

Exclusion occurs after a hearing by the General Assembly for a full member and the Board for adhering members.

The exclusion of a full member can be pronounced upon recommendation of the Board after a vote by secret ballot vote, with a majority of 2/3 of delegates and proxy from the General Assembly. The exclusion of adhering member can be pronounced by the board after a vote by simple majority.

The Board may suspend, until the decision of the General Assembly, Full members who are guilty of serious infringements of the Articles of Association or laws.

The resigning, suspended or excluded member, as well as the heirs or assigns of the deceased member, shall have no rights to the capital of the Association. They may not claim or request any statements, inventories or reimbursement of contributions paid.

Article 12 Register of members

The Association must keep a register of its full members at the registered office, under the responsibility of the board. This register contains the name, surname and address of members, when it is a morale personality the social name, the legal entity and the registered office's address.

Any decision to admit, resign or expel effective members shall be entered in the register at the request of the Board within eight days of the Board's knowledge of the changes that have occurred.

All members may consult the register of members at the registered office of the Association, upon a simple written and reasoned request addressed to the Board of the Association, but without moving the register.

Article 13 Fees

Membership fees vary according to the membership category. The General Assembly will determine a maximum amount for the membership fees for full members and associate members. Within the limits set by the General Assembly the Board will decide on the fees to be paid by the members.

A member organisation that has not paid its membership fees for the previous calendar year, or that has any debts towards End FGM EU, loses its membership rights until the debts have been restored.

Any member that has not paid its membership fees for two years in a row, without providing a sound justification, will be put up for revision of their membership status. The Board will investigate and review the individual cases and will make a recommendation to the General Assembly who will decide.

Title 3. Bodies

The bodies of the Association are:

- **The General Assembly**
- **The Board**
- **The Secretariat**

Section 1 The General Assembly

Article 14 Composition

The General Assembly is constituted of all full members of the Association. Associate and Friends of End FGM EU may attend as observers. If the General Assembly convenes on a report drafted by the auditor, the latter will participate in the meeting.

Full Members will designate delegates to the General Assembly and fully inform and support them in their role. Each full member should appoint a delegate and an alternate delegate. This information will be given in writing to the board of the Association.

It is presided over by the President of the Board and in the case of their absence, the Vice-president, and in their absence by the eldest of the members of the Board present.

Article 15 Powers

The General Assembly is the highest authority in the Association; it will have all the powers necessary to achieve the Association's aims.

These powers include:

- Adoption of the Association's budget and accounts;
- Setting the Association's strategic priorities;
- *Election and dismissal of members of the Board and the determination of their remuneration (if any);*
- discharge of the members of the Board and, where applicable, to the auditors;
- review of the Association's work;
- creation of working groups;
- election and dismissal of full members;

- admission and exclusion of Full members and Associate members;
- modification of the articles of association and/or change of the legal nature of the Association;
- adoption of internal rules (if any);
- dissolution of the Association;

Article 16 Ordinary and Extraordinary General Assembly

The ordinary General Assembly meets at least every year on the initiative of the Board within the first semester after the closing of the account of the previous year.

The extraordinary General Assembly meets on initiative of the Board or upon formal request of at least 20% of the full members. In this case, the board should send convocation for the assembly within 21 days following the request, the extraordinary GA must meet at the latest on the 40th day following the formal request.

Article 17 Convocation and agenda

Notification of the ordinary General Assembly will be sent to full Members in line with article 6 at least 2 months in advance when the General Assembly convenes physically or at least 1 month when the meeting is held online. The notification will include the draft agenda, location, date and time of the General Assembly.

The General Assembly can validly meet through modern technical means existing such as conference call, video-conference or any other technical means allowing the General Assembly to validly deliberate and vote.

All proposals signed by 1/20 of full members must be added to the agenda if it is communicated to the Board at least 8 days in advance of the General Assembly.

The General Assembly cannot deliberate on points that are not on the agenda except if the majority of represented full members consider that this is an emergency point. This shall never include modifications of the articles of association or any decisions requiring a specific quorum of attendance or vote such as exclusion of member or dissolution of the Association.

Full members, members of the Board and the auditor can request – free of charge – a copy of the documents which are legally required to be presented to the General Assembly.

Article 18 Proxy

Each Full member can take part in the General Assembly and shall have one vote. If they are unable to attend they may give proxy to another Full member, but no Full member may hold more than one proxy.

Full members can validly participate through modern technical means existing such as conference call, video-conference or any other technical means allowing them to participate in full in the General Assembly (including deliberation, ask questions and vote). This participation is equal to being physically present in the General Assembly.

Article 19 Quorum of attendance

The ordinary General Assembly is considered to be validly constituted if at least 50% of the Full members are present through their representatives or represented by a written proxy in line with article 18.

Whether the General Assembly validly convoked does not reach the quorum of attendance, the Board can hold within the 15 days following the aforementioned General Assembly a new General Assembly with the same agenda. The new General Assembly is validly constituted even if the quorum of attendance is not reached.

Article 20 Quorum of vote

It is the Association's intention to make decisions by consensus. If no consensus can be reached then the General Assembly decides at the absolute majority of the votes (50% + 1), except if the present articles of association provide otherwise.

In exceptional cases and when the urgency of the matter so requires, the General Assembly may make decisions by written procedure, including electronic communication. To that effect, the Board will send by means of electronic communication the proposed decisions with an explanatory note to the General Assembly. The Board will deem the proposed decision adopted if, within ten working days following the dispatch of such communication, 50% plus one response from full members have been received by the Board, and a simple majority is reached. Decisions adopted in this way will be subject to ratification at the next General Assembly.

The this procedure is excluded in the case of decisions to amend the articles of Association and other decisions for which the law provides for specific attendance quorums and majorities.

Article 21 Specific quorums

The quorum for the General Assembly shall be two-thirds of the Full members present through their representatives or by proxy when a proposal for modification of articles of association, a change of statutory goal, exclusion of a Full member, the dissolution of the Association or any other cases provided by law, is voted.

Quorum of vote for the modification of the articles of association or the exclusion of a Full member is 2/3 of members. Quorum of vote for the dissolution of the Association or the change of the statutory goal is 4/5 of members.

For the calculation of the votes, abstentions are not taken into account both in the numerator and denominator.

Voting can be via show of hands or – if at least one Full member requests to – by secret ballot.

Article 22 Minutes

The decisions of the General Assembly will be recorded in the formal minutes of the meeting which will be kept in a file specifically for this purpose at the Association's office, and which without being moved from the office, may be consulted by any full member, who must offer a brief explanation for their request.

The Full members will be provided with a copy of the minutes.

Decisions relating to amendments to the articles of association, the appointment and dismissal of Board members, delegates for day-to-day management and commissioners, as well as the dissolution or transformation of the association are deposited without delay at the clerk's office of the Commercial Court and published in the Belgian Official Gazette.

Section 2 Board

Article 23 Composition

Board members are elected by the General Assembly.

To be eligible as a Board Member the following conditions apply:

- Every candidate board member needs to have a direct link with a Full member of the Association,
- Only one board member per country is allowed to be nominated as member of the board of the Association. In the case of multiple candidates running that represent the same or

different full members from the same country, the candidate with the highest number of votes, will be nominated. In case of equality of votes between multiple candidates, a second vote – in which only these candidates run, and all full members can vote – will be organised to appoint the new board member. If after two voting rounds, there is still an equality of votes, the newly established Board will consult with the relevant parties and take a final decision by majority on the nomination.

Apart from a formal decision of the General Meeting to dismiss a Board Member, the mandate of a member of the Board of the Association will automatically end when:

- The Board Member does not longer have a direct link with a full member of the Association,
- The Board Member becomes subject to any formal public or criminal investigation or is formally charged in the framework of any legal proceedings which might have a direct or indirect material impact on the Association,
- The Board Member has breached the conflict of interest policy or procedure applicable in line with the law, the articles of association or internal rules.

The Board is composed of minimum three and up to seven members, all natural persons.

The Board consists of the President, (the Vice President), the Treasurer and the Secretary. The members of the Board agree their roles at the first Board Meeting.

Each member of the Board has one vote.

Board Members will serve a two-year term. The term of office of elected Board members begins at the first Board meeting following the General Assembly at which the member has been elected and finishes two years later during the General Assembly. The term of office may be renewed once only. A Board Member who has served a full four years cannot stand for election to the Board again until a further two-year period has elapsed.

Members of the Board will undertake to serve at least one full two-year term. A member of the board who wishes to resign has to send a letter of resignation to the Board indicating the exact reasons for their resignation; the resigning board member must remain in post until their replacement has officially taken on her role.

They will be replaced for the remaining term of office by the representative next on the voting list from the original election to the Board of Administration by the General Assembly. This replacement will be ratified during the next General Assembly.

Article 24 Powers

The Board has the powers to manage the Association except the powers expressly given by law or the present articles of association to the General Assembly and will have, in particular, the following powers:

- approval of the draft of the Association's annual work plan
- approval of the Association's draft annual budget and accounts in preparation for the General Assembly
- adoption of policy statements and position papers
- setting up of working groups, sub-committees and ad-hoc committees
- preparation of recommendations to the General Assembly in relation to the requests for membership of the association
- ensuring the effective management of the Association
- *ensuring* co-operation between the Association and third parties
- *ensuring good* external relations of the Association
- making decisions on the representation of the Association on the occasion of external meetings and events
- work closely with the Secretariat of the Association for supervision and continuity of the Associations strategy

- regular communication with and management of the Secretariat
- *the Board may delegate, under its responsibility, the day-to-day management of the Association, with the use of relevant signature, to one or more members of the secretariat.*

The Association will be validly represented towards third parties by:

- 2 persons, either board members and/or the managing director, signing together, of which one is the President or the Vice-President.
- 3 persons, board members and/or managing director together, which include at least the Vice-President, Treasurer and Secretary.

The responsibility of the Association is limited to its net assets.

Article 25 Quorum of attendance

The Board will be validly constituted if 50% of the members of the Board are present or duly represented. No members of the Board can represent by proxy more than one other Board member. The proxies must be given in writing.

Members of the Board can validly participate through modern technical means existing such as conference call, video-conference or any other technical means allowing them to participate in full in the Board (including deliberation, ask questions and vote). This participation is equal to being physically present in the Board.

The Board is presided over by the President and in the case of their absence, the Vice-president, and in their absence by the eldest of the members of the Board present.

Article 26 Quorum of vote

It is the Association's intention to make decisions by consensus. If no consensus can be reached, then decisions of the Board will be validly adopted if they are approved by a simple majority of the votes cast, except if the present articles of association provide otherwise.

In exceptional cases and when the urgency of the matter so requires, the Board may make decisions by written procedure, including via electronic communication/signing.

Other rules applicable to the organisation and meetings of the Board will be set forth in the internal rules, which simply complement the articles set out in this articles of association and cannot contravene them.

Article 27 Convocation, minutes

The President will convene a meeting of the Board at least three times each year.

Furthermore, the President will convene a meeting of the Board at any time if the interest of the Association requires to do so. Furthermore, any individual member of the Board can request to the President to organise a Board meeting.

Invitations are sent to the members of the Board by means of written and/or electronic communication, two weeks in advance and this in line with article 6.

The convocations contain the agenda, the place, the date and time of the meeting.

The decisions of the Board will be recorded in the minutes which will be kept in a file specifically for this purpose at the Associations office, and which, without being moved from the office, may be consulted by any member, who must offer a brief explanation for their request. The minutes will be signed by the President and by the other members that wish to sign the minutes.

The Board will be provided with a copy of the minutes.

In case the Board needs to take a decisions or consults on a topic which might be a conflict of interest for one or more members of the Board, the relevant member(s) of the Board need to inform the other members of the Board before the Board takes any decisions on this topic. The explanation of the relevant member(s) needs to be recorded in the minutes of the meeting. The relevant member cannot participate in the discussion nor in the voting in this respect.

If the majority of the members of the Board has a potential conflict of interest, the topic will be presented to the General Assembly for decision.

This procedure does not apply to decisions that are generally accepted actions which are concluded under market conditions.

Article 28 President, Vice-President, Treasurer

The President will be accountable to the members of the Association. They will have the following powers and tasks:

- Presiding the meetings of the General Assembly and Board
- representation of the Association at external meetings and events

If so required by the urgency of the matter, the President may moreover take any appropriate measure, having first consulted with the members of the Board. They will report such action to the next Board meeting who will be asked to ratify this decision. The President will always act in the interest of the Association and in accordance with its policies.

The President has the decisive vote when there are an equal number of votes cast on a point of the agenda. This applies to all statutory meetings governed by the internal rules and articles of association, chaired by the President, or Vice President if she is replacing her, as set out in this statute or the internal rules.

The Vice-President will have the following powers and tasks:

- perform the tasks of the President when the President is absent or unable to act
- assist the President in the performance of her duties

The Treasurer will have the following powers and tasks:

- monitoring and supervision of the work of the secretariat regarding financial matters
- presentation of the necessary financial interim reports to the Board
- check and supervision of the financial statements to be submitted to the European Commission

Article 29 Expiry of the mandate

The term of office of directors shall expire only by death, resignation or dismissal.

If death results in the number of board members falling below the legal and statutory minimum, an extraordinary general meeting shall be convened to replace the deceased Board member.

Any Board member who wishes to resign must notify the other members of the Board of Directors in writing, stating the reasons for his resignation. Such resignation may not be untimely. If the resignation results in the number of directors falling below the legal and statutory minimum, the director shall remain in office until replaced.

A director who is absent from more than three Board meetings without justification is presumed to have resigned. However, they shall remain liable as a director until their resignation has been recorded by the general meeting.

A director may be dismissed at any time by a decision of the General Assembly, without having to justify its decision. If necessary, the general meeting shall provide for the replacement of the dismissed director.

In the event of a vacancy, the director shall be replaced for the remainder of the term by the next candidate on the list of those elected to the Board of Directors at the General Meeting.

Section 3 Secretariat

Article 30 Managing Director

The Secretariat is the Association's executive office.

The Board will appoint a Managing Director to assume the daily management of the Association and the operational and administrative responsibility of the latter, including the representation of the Association to third parties, in accordance with the decisions of the Board.

The Managing Director is responsible for the hiring of staff after consultation with the Board. The staff are accountable to the Managing Director. Dismissal decisions can only be validly taken after consultation of the Board. The Managing Director will participate in the meetings of the Board and the General Assembly.

For information, the daily management includes all actions and decisions within the limits of the daily life of the Association, but also acts and decisions that, either due to their limited importance or due to their urgent nature, do not justify the intervention of the Board. Non-exhaustively, the following actions are to be considered as daily management:

- sign correspondence
- take all measure necessary or useful to the implementation of the decisions of the Board
- sign any receipt for recommended letter, documents or parcels addressed to the Association
- preparation of any amendments to the internal rules for recommendation to the General Assembly
- preparation of the Association's draft annual work plan
- preparation of the Association's draft annual budget and accounts
- daily management of the Association
- preparation of policy statements and position papers
- ongoing and effective supervision of the finances of the Association in conformity with the budget of the Association
- conclude any contract with any service provider independent or supplier of the Association
- enter into contracts for the purchase, alienation, the transfer of which must be registered publicly

The Managing Director is appointed by the Board.

The Managing Director will in principle be appointed for an indefinite term.

Upon resignation, the Managing Director, will inform the Board in due time

Title 4 Budget and accounts

The association's financial year begins on 1 January and ends on 31 December.

As an exception, the first financial year will begin on the day of the foundation and end on 31 December 2015.

The Board of Directors draws up the accounts for the past year in accordance with the provisions of article 17 of the law of 27 June 1921 as well as the budgets for the following year and submits them to the General Assembly for approval.

The assets of the Association consist mainly of:

- Donations, subsidies, testamentary dispositions and inheritances
- contributions from registered charities and philanthropic organizations, European Union and national funds
- proceeds from its activities

- proceeds from the annual membership fees
- interest from its funds

The Association must ensure the proper management of its funds.

Title 5 Liquidation of the Associations' funds

Article 31

Except in the case of judicial dissolution, only the General Assembly may pronounce the dissolution of the association in accordance with Article 20 of the law of 27 June 1921.

In this case, the General Assembly shall appoint one or more liquidators, determine their powers and their possible remuneration, and indicate the use to be made of the net assets, which may only be for disinterested purposes.

Article 32

In all cases of voluntary or judicial dissolution, after the discharge of debts, the net assets shall be allocated to another organisation pursuing a similar non-profit-making aim.

Title 6 Additional provisions

Article 33

The language used for all official documents will be in English and in French when required by Belgian law. English will be the working languages of the Association and where possible other languages will also be made available through translation of documents or interpretation of meetings.

Article 34

All the aspects which are not within the present statute or internal rules, included the publication to the appendix of the Moniteur belge shall be ruled by the Companies and Associations Code of 28 February 2019 on *les associations sans but lucratif*.