

## **STATUTES<sup>1</sup>**

### **Article 1 · Designation <sup>2</sup>**

The body being established is an international non-profit-making association known as :

#### **EuroChild AISBL**

This association is governed by the legislation of Title III of the Belgian Law of 27th June 1921 relating to non-profit-making associations, international-non-profit-making associations and foundations.

### **Article 2. Address of Registered Office**

The registered office of the association is established in **Brussels, Belgium, at :**

#### **Avenue des Arts 1-2 B-1210 Brussels**

This office may be transferred to any other location in Belgium by decision of the Management Board, which should be published in the Annexes of the Moniteur Belge and notified to the Federal Public Department of Justice within one month of being taken.

### **Article 3. Social Objectives**

Eurochild is the active network of organisations and individuals working in and across Europe to improve the quality of life of children and young people. Eurochild's work is underpinned by the principles enshrined in the United Nations Convention on the Rights of the Child.

The association has the following non-profit-making, internationally useful objectives:

#### ***'to promote the welfare and rights of children and young people' through:-***

- producing, developing and sharing information on policy and practice;
- monitoring and influencing policy development at the European level;
- developing interest groups and partnerships between members in European countries ;
- developing partnerships with other European associations that share common goals ;
- influencing and making recommendations to international institutions such as the European Commission, the European Parliament, the Council of Europe and the United Nations ;
- supporting and developing the capacity of members ;
- empowering children and young people to make their views heard ;

The activities which the association proposes to undertake to achieve these objectives are the following :

- conduct campaigns in pursuit of the above social objectives ;
- create forums for discussion, consultation and co-operation ;
- facilitate opportunities for trans-national support and exchange ;
- arrange conferences, seminars, training and other events ;
- produce and disseminate information ;
- represent the views of members to international institutions in Europe through both formal and informal structures as well as through written material ;
- commission and carry out research ;
- obtain, collect and receive money and funds by way of contributions, fees, donations, subscriptions, legacies, grants and any other lawful methods ;
- support the development of new initiatives ;

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<sup>1</sup> Incorporating the modifications adopted by the General Assembly of 22 June 2011

<sup>2</sup> All minutes , invoices, announcements, publications and other documents issued by the international non-profit-making association should include its name, immediately preceded or followed by the words « association internationale sans but lucratif », or by the abbreviation « AISBL », as well as the address of its registered office.

- take appropriate action as is necessary for the above mentioned aims and objectives such as employment of staff, leasing or purchasing office accommodation and equipment and other services as required ;

Nothing in these declared aims and objectives should be construed or implemented in such a way as to interfere with the statutes of member organisations.

#### **Article 4. Members**

Membership is available to organisations with legal personality and individuals who can demonstrate they are able to meet the criteria laid down by the Management Board and approved by the General Assembly. The association is open to Belgians and to other nationalities.

##### ***Effective Members shall include:***

- NGO's with an interest in the welfare and rights of children and young people ;
- Statutory bodies with an interest in the welfare and rights of children and young people ;
- Academic and research institutions with an interest in the welfare and rights of children and young people ;
- Professional Associations with an interest in the welfare and rights of children and young people ;

##### ***Associate Members*** may include :

- Government Departments ;
- Any organisation or individual approved by the Management Board, concerned with furthering the objectives of Eurochild ;

##### ***Honorary Members*** may include :

- Any organisation or individual approved by the Management Board, concerned with furthering the objectives of Eurochild ;

#### **Article 5. Appointment, Resignation, Exclusion**

1. Every person or Association desiring admission as an effective member, associate member or honorary member shall make written application in such form and manner as the Management Board may for the time being prescribe. The rights and privileges of members and associates shall not be transferable.

The admission of new members is subject to the following conditions:

***Effective Members*** have full voting rights and are appointed following recommendation by the Management Board plus approval by the General Assembly.

***Associate Members*** do not have voting rights and are appointed following recommendation by the Management Board plus approval by the General Assembly.

***Honorary Members*** do not have voting rights and are appointed following recommendation by the Management Board plus approval by the General Assembly.

2. Members of all categories may give notice of their resignation from the association at any time by written notice to the Management Board in writing at least three months before the end of the year. Resignation shall be effective three months after the date of the notification letter. The membership fee for the year in which the resignation is made shall be due.

3. Exclusion of members from the association may be put forward by the Management Board, after they have heard the defence of the party concerned and, if the need arises, a majority of two thirds of the members present or represented at the General Assembly have reached this decision. The Management Board may suspend the person in question until the General Assembly issues its decision.

4. Any member who ceases to be part of the association, by death or otherwise, shall lose their right to the association's property.

## **Article 6. Subscriptions**

**Effective Members** shall pay an annual subscription of up to a maximum amount of 5000 EUR depending on size and turnover of organisation. Membership fees will be set by the General Assembly on the recommendation of the Management Board.

**Associate Members** shall pay an annual subscription of a maximum amount of 1000 EUR dependent on size and turnover of the organisation set by the General Assembly on the recommendation of the Management Board.

## **Article 7. General Instrument for Meeting (General Assembly)**

### **7.1. Remit**

The General Assembly shall have complete power to allow the aims and activities of the association to be realised.

In particular, the following fall exclusively within its scope of activity :

- a) amendment of statutes;
- b) appointment and dismissal of the Secretary General upon recommendation of the Management Board;
- c) appointment and dismissal of members of the Management Board and auditors;
- d) approval of annual budgets and accounts ;
- e) release of members of the Management Board, staff, and auditors;
- f) voluntary dissolution of the association ;
- g) admission and exclusion of a member upon recommendation of the Management Board;
- h) other competencies, e.g., the adoption of internal business policies and procedures.

### **7.2. Structure**

The General Assembly shall consist of all its members.

Only effective members have the right to vote. Each effective member has a single vote

Other categories of member (e.g., associate and honorary members) may be present in an advisory capacity.

### **7.3. Meetings and Invitations**

The General Assembly shall be held in full under the direction of the President, every year, at the registered office or at a location indicated on the invitation.

This invitation shall be made by the President and shall be sent by letter, fax, electronic mail or any other means of communication, a minimum of 15 days before the General Assembly and shall contain the agenda.

In addition, an extraordinary General Assembly may be convened by the President where it is essential to make a decision/s on matters that cannot wait until the General Assembly

#### **7.4. Decision-Making**

The General Assembly will only be able to make valid deliberations if 50 % plus one of the effective members are present or represented or, if unable to be present, are in contact by e-mail or tel/fax during the course of the meeting to express their wishes and confirm those wishes with a signed fax the same day.

Each effective member may be represented at the General Assembly by another effective member bearing a special power of proxy. Each effective member may not, however, hold more than one power of proxy.

Any item which is not on the agenda cannot be ruled upon.

Postal ballots prior to the General Assembly can be organised for matters such as election of members of the Management Board, and other resolutions, but must be ratified by the General Assembly.

Other than in exceptional circumstances provided for in the current statutes, resolutions shall be passed by a simple majority of effective members present or represented. (or if unable to be present are in contact by e-mail or tel/fax during the course of the meeting and confirm their wishes with a signed fax the same day).

Decisions shall be brought to the attention of all members through a written minute and sent by e-mail or post.

The resolutions of the General Assembly shall be recorded in the minutes of the meeting and signed by the President. They will be held by the Secretary General who shall make them available to members at the association's registered office.

#### **Article 8. Amendment of the statutes and dissolution of the international association**

Without prejudice to articles 50 §3, 55 and 56 of the law relating to non-profit-making associations, international non-profit-making associations and foundations, any proposal with the aim of dissolving the association or modifying its statutes must come from the Management Board or from at least two thirds of the association's effective members.

The Management Board must advise the association's members at least two months in advance of the date of the General Assembly which will rule on the proposal in question, as well as on any amendments put forward.

The General Assembly may only legitimately deliberate on the proposal if it contains two thirds of those members of the association who hold voting rights, whether present or represented, or in contact during the meeting via e-mail or tel/fax.

No decision shall be accepted if it is not passed by four fifths of the votes of members present or represented, or in contact by e-mail or tel/fax during the meeting if they confirm their vote with a signed fax the same day.

However, if the General Assembly does not contain, or have contact with during the meeting, two thirds of the association's effective members, a new meeting shall be convened to give a definitive and legitimate ruling on the proposal, to be passed with the same majority of four fifths of the votes, regardless of the number of members present or represented – at the earliest possible convenience in the two week period following the first meeting.

Amendments to the statutes will only take effect once approved by the competent authority, in accordance with article 50 § 3 of the law and after publication in the Annexes of the Moniteur Belge, in accordance with article 51 § 3 of the aforementioned law.

The General Assembly shall determine the method by which the association is dissolved and liquidated.

After liquidation has taken place, any potential net credit shall be allocated to a non-profit-making association which comes under private law and has a similar social objective or, failing this, to an unselfish end.

## **Article 9. Instrument for Management (Management Board)**

### **9.1. Remit**

The Management Board has all powers of management and administration, subject to the remit of the General Assembly.

### **9.2. Structure**

The association shall be administered by a Management Board consisting of at least 3 members from different countries, including the President and the Treasurer.

The main forum for implementing the work of the organisation will be the meetings of members which will be held at least once a year. The Management Board has the power to set up working groups and committees from the membership. The minutes from these groups will be sent to the Management Board.

The President, Treasurer and other members of the Management Board shall be appointed by the General Assembly for a term of three years with the possibility of re-election for one further term of three years.

Their functions will come to an end through death, resignation, civil incapacity or being placed in provisional administration, dismissal and expiry of mandate.

Members of the Management Board may be dismissed by a General Assembly ruling on a two thirds majority of the effective members present or represented.

If a position becomes vacant during a member of the Management Board's mandate, the General Assembly may appoint a temporary replacement who shall complete the mandate of the member of the Management Board s/he is replacing.

All records relating to the appointment, dismissal and cessation of functions of members of the Management Board, drawn up in accordance with the law, shall be sent to the Federal Public Department of Justice with a view to being included in the official file and shall be published, at the association's expense, in the Annexes of the Moniteur Belge.

### **9.3. Meetings and Invitations**

The Management Board shall meet at least twice a year, at the special invitation of the President. The invitation shall be sent by letter, fax, electronic mail or any other means of communication.

### **9.4. Decision-Making**

The Management Board may only be able to make valid deliberations if at least two of its members are present or represented.

A member of the Management Board may be represented by another member of the Management Board who may not, however, hold more than one power of proxy.

Resolutions passed by the Management Board shall be taken on a majority of members present or represented. If a vote is tied, the President shall have the casting vote.

#### **9.5. Management Board Register of Resolutions**

Resolutions shall be recorded in the minutes of the meeting, signed by the President and held by the Secretary General, who shall make it available to the members of the association at the registered office of the latter.

#### **Article 10. Secretary General**

The Secretary General shall be appointed by the General Assembly upon a proposal of the Management Board. The appointment shall be published in the annexes to the "Moniteur belge".

The Secretary General can be dismissed by the General Assembly upon a proposal of the management Board. The dismissal shall be published in the annexes to the "Moniteur belge".

In addition to the day-to-day management comprising the organization and administration of the registered office and its staff, the Secretary General shall be responsible for current affairs and the general coordination of the activities of the association. The Secretary General shall present a report to the General Assembly on these matters.

The Secretary General shall act upon the instructions and under the guidance of the Management Board, within the framework of the articles of association, internal rules, documented policies and budgetary provisions of the association.

#### **Article 11. Representation of the association with regard to third parties and the Law**

All documents committing the association shall, unless there are special powers, be signed by two members of the Management Board or by one member of the Management Board and the Secretary General, who shall be appointed by the Management Board and who shall not be required to justify the powers conferred for this purpose before any third party.

The international association shall be legitimately and legally represented as either plaintiff or defendant by two members of the Management Board or by its President or by a member of the Management Board appointed specifically for this purpose or the Secretary General.

All records relating to the appointment, dismissal and cessation of functions of persons empowered to represent the international association, drawn up in accordance with the law, shall be sent to the Federal Public Department of Justice with a view to being included in the official file and shall be published, at the association's expense, in the Annexes of the Moniteur Belge

#### **Article 12. Budgets and Accounts**

The fiscal year shall start on 1st January and close on 31st December.

In accordance with article 53 of the law, the accounts for the past fiscal year as well as the budget for the next fiscal year shall be set by the Management Board on an annual basis, and submitted to the next General Assembly for approval.

The accounts shall, in accordance with article 51 of the law, be forwarded to the Federal Public Department of Justice.

### **Article 13. General Provisions**

Any provision not made in the current statutes and, most notably, the publications to be made in the Annexes of the Moniteur Belge, shall be determined in accordance with Title III of the Belgian law of 27 June 1921 relating to non-profit-making associations, international non-profit-making associations and foundations.