

Eurochild Statutes¹

Article 1. Name

1.1. An international not-for-profit association (*Association Internationale Sans But Lucratif - AISBL*) is constituted under the name of "**Eurochild**" (the "**Association**").

1.2. This Association is governed by the Belgian Code on Companies and Associations of 23 March 2019 (the "**BCCA**"), as modified and amended by subsequent laws.

Article 2. Registered Office

2.1. The registered office of the Association is established in Belgium, in the Brussels Region.

The registered office may be transferred to any other location in Belgium by decision of the Management Board, to be published in the "*Annexes du Moniteur Belge*" and to be communicated to the Belgian competent authorities within thirty (30) calendar days of the decision. If the transfer of the registered office implies a change of the applicable language of the present Statutes, only the General Assembly is empowered to take such decision, subject to the rules on the amendment of the present Statutes.

2.2. The Management Board may decide to open branches or administrative offices of the Association in Belgium or abroad.

Article 3. Purpose - Object

3.1. The Association shall pursue a disinterested purpose of international utility by promoting the welfare and rights of children and young people (the "**Purpose**"). Eurochild is the active network of organisations and individuals working 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 "**UNCRC**").

3.2. In order to achieve the aforementioned Purpose, the Association carries out the following activities and tasks (the "**Object**"):

- a) produce, develop and share information on policy and practice;
- b) facilitate networking, exchange, cooperation and partnerships between Members, including development of Working Groups;
- c) organise conferences, seminars, training and other events;
- d) monitor and influence policy development at the European level;
- e) represent the views of Members to international institutions in Europe through both formal and informal structures as well as through written material;

¹ Incorporating the modifications adopted by the General Assembly of 22 June 2011 and the modifications adopted by the General Assembly of 17 June 2021

- f) influence and make recommendations to international institutions such as the European Commission, the European Parliament, the Council of Europe and the United Nations;
- g) work in partnership with other European or international associations that share common goals;
- h) provide assistance to Members to monitor and influence policy development at European, national or local level;
- i) support the involvement of children and young people in policy influencing, events organisation, and other activities where they can make a meaningful contribution;
- j) conduct campaigns in pursuit of the above Purpose;
- k) commission and carry out research;
- l) obtain, collect and receive money and funds by way of contributions, fees, donations, subscriptions, legacies, grants and any other lawful methods;
- m) take appropriate action as is necessary for the above mentioned Purpose such as employment of staff, leasing or purchasing office accommodation and equipment and other services as required; and
- n) support the development of new initiatives that are related to its Purpose.

3.3. The Association may undertake any other activity, procedure or initiative or take any other actions that are directly or indirectly related to or necessary or useful to the Object of the Association and the promotion of the disinterested Purpose as set out above, including the exercise of commercial and profit-making activities on an ancillary and/or isolated and/or exceptional basis which proceeds shall at all times be allocated to the above mentioned Purpose and in accordance with the above mentioned Object. In the light of the foregoing, and provided that such activity is either expressly contained in the approved budget of the Association or is otherwise approved by the General Assembly, the Association may grant loans to, invest in the capital of, or, in any other manner, directly or indirectly, take participations in other legal entities, associations and companies of private or public nature, governed by Belgian law or foreign laws.

3.4. The Association may become a member of any other not-for profit association/not-for-profit organisation provided that said not-for-profit association/not-for-profit organisation is legal and its purposes are in line with the Purpose of the Association.

3.5. The Association is authorized to collect any resources that are necessary to the realization of its Purpose.

Article 4. Members

4.1. General provisions

4.1.1. The Association has three (3) categories of members: (i) Full Members, (ii) Associate Members and (iii) Honorary Members (all together referred to as "**Members**").

4.1.2. Membership is open to legal entities, natural persons or unincorporated entities without legal personality whether governed by public or private law pursuant to the applicable laws and usages of the country in which they are established.

The eligibility of profit-making legal entities including companies for membership is subject to an evaluation of the scope and nature of their activities and their alignment with the Purpose, Object and

values of Eurochild, which will be assessed on a case-by-case basis by the Management Board for further approval by the General Assembly in accordance with article 5.1.1. of the present Statutes.

4.1.3. Each Member other than a natural person shall designate in accordance with its own rules a natural person to act as its main contact point and delegate within the Association (the "**Member Delegate**"). Each Full Member also designates a natural person which does not necessarily have to be the same natural person as the Member Delegate that shall act as its voting delegate at the General Assembly meeting (the "**Full Member Voting Delegate**"). A Member may change its Member Delegate, and as far as Full Members are concerned its Full Member Voting Delegate, at any time by giving written notice by e-mail to the Secretariat.

4.2. Full Members

4.2.1. Eligibility criteria - Types

4.2.1.1. Full Membership is open to legal entities that:

- a) further the Purpose of Eurochild and have an interest in the well-being, welfare and rights of children and young people in Europe;
- b) are based in an European country (definition of the Council of Europe);
- c) sign up and commit to Eurochild's vision, mission and values;
- d) base their work on the principles enshrined by the UNCRC;
- e) are formally constituted and have legal personality according to the laws and usages of the country in which they are established (at least two (2) years prior to their application for Full Membership);
- f) fulfilled the formal application procedure as set out in article 5.1. of the present Statutes and have been recommended by the Management Board and formally approved as Full Member by the General Assembly.

4.2.1.2. Full Membership shall be subdivided into six (6) types of membership: National Partner Networks, National Organisations, International Organisations/Networks, Academic and Research Institutions, Public/Statutory Bodies and Child and Youth-led Organisations:

- a) **National Partner Networks** are (i) NGO/not-for-profit national coordinating bodies whose primary role is to advocate for the rights and well-being of children and young people towards government and politicians, or (ii) the 'go to' organisation in their country / region on a broad range of issues concerning children's rights and well-being, or (iii) membership-based organisations which aim to provide a collective opinion on different policy matters, rather than the opinion of a single organisation;

Appointment of a National Partner Network is subject to an evaluation of (i) the breadth of issues that they cover – as far as possible these should mirror the main advocacy priorities of Eurochild; (ii) their capacity to offer a representative voice of national child rights organisations; (iii) their capacity to engage with national (or sub-national) governments; (iv) their capacity to work on EU issues and translate this to the national (or sub-national) level;

As a general rule, only one (1) organisation per country in Europe can be appointed as a National Partner Network. Exceptions can be made when (i) networks operate in different regions to influence policies devolved to a regional level, or (ii) networks operate in different and complementary spheres of influence, reflecting different advocacy priorities of Eurochild. Under no circumstance can competing networks from the same country be appointed as National Partner Networks;

- b) **National Organisations** are subdivided in service providers, advocacy campaign organisations, training/consultancy, network/membership organisations, knowledge institutes. They include many different types of organisations including: NGOs, not-for-profit and profit-making service providers, foundations, professional associations, networks and membership organisations, providers of training or consultancy services, knowledge institutes, think-tanks and advocacy or campaign organisations;
- c) **International Organisations/Networks** are organisations and networks that work in more than one (1) European country. They bring a cross-national/international perspective to Eurochild;
- d) **Academic and Research Institutions** are academic or research institutions, academic departments or groups of researchers within Universities, academic institutes, observatories or research institutions set up with a primary research purpose;
- e) **Public/Statutory Bodies** include sub-national governments departments, authorities or public bodies responsible for policies and services regarding the rights and welfare of children and young people – this can include the offices of ombudspersons/ commissioners for children or an umbrella organisation for local authorities;
- f) **Child and Youth-led Organisations** can be either National Organisations and International Organisations/ Networks which also demonstrate that children and young people are responsible for decision-making throughout the organisation, including shaping the activities, policy and in governance.

Upon proposal of the Management Board, the General Assembly may adopt additional types of membership, where necessary.

4.2.2. Rights of Full Members

4.2.2.1. Full Members shall have the following rights:

- a) attend and vote at the General Assembly;
- b) access to information services;
- c) access to networking and exchange services and events;
- d) access and contribution to influence policy;
- e) access to trainings and capacity building services and activities as well as membership exchange seminars;

- f) priority for sponsorship to Eurochild or external events;
- g) make proposals for amendment of the Statutes in accordance with article 9.1 of present Statutes;
- h) eligibility of Full Members' representatives for Management Board positions;
- i) proposal of a natural person as Honorary Member candidate to the Management Board in accordance with article 4.4.1.1. b) of the present Statutes;
- j) subject to certain conditions, participation to Committees and Working Groups of the Association.

4.2.3. Duties of the Full Members

4.2.3.1. The Full Members shall have the following membership duties and responsibilities:

- a) contribute to Eurochild's decision-making through preparation for, and participation in, Eurochild's General Assembly;
- b) participate in Eurochild activities and provide feedback on how these activities bring added-value to their work and impact, or on what can be improved;
- c) contribute to the financial sustainability and independence of the network by paying a membership fee in accordance with article 6 of the present Statutes and where possible contributing to the Eurochild work programme;
- d) promote their membership of Eurochild and contribute to the visibility of Eurochild's work and impact;
- e) proactively inform the Eurochild Secretariat of their activities and provide their annual report and financial reports every year;
- f) not knowingly or negligently act in a way that could discredit Eurochild or bring it into disrepute;
- g) sign up to Eurochild's Child Protection Policy;
- h) comply with the present Statutes, the Internal Rules and Eurochild's Code of Ethics (as amended from time to time) and any other governing rules or decisions of the Association.

4.3. Associate Members

4.3.1 Eligibility criteria – Types

4.3.1.1. Associate Membership is open to (i) individuals, (ii) informal coalitions or other unincorporated entities without legal personality, (iii) federal/national government departments, federal/national authorities, federal/national public bodies or (iv) legal entities that have been legally constituted less than two (2) years prior to their application for membership or other entities that are granted associate status by the Management Board that:

- a) further the Purpose of Eurochild and have an interest in the well-being, welfare and rights of children and young people in Europe;
- b) are based in an European country (definition of the Council of Europe);
- c) sign up and commit to Eurochild's vision, mission and values;

- d) base their work on the principles enshrined by the UNCRC;
- e) fulfilled the formal application procedure as set out in article 5.1 of the present Statutes and have been recommended by the Management Board and formally approved as Associate Member by the General Assembly.

4.3.1.2. Associate Membership shall be subdivided into seven (7) types of membership : National Partner Networks, National Organisations, International Organisations/Networks; Academic and Research Institutions, Public/Statutory Bodies, Child and Youth-led Organisations and Individuals.

The definitions of the respective types of membership set out in article 4.2.1.2., a) to f) of the present Statutes shall apply accordingly.

Individuals are natural persons including those working as independent consultants or experts. Individuals working within an organisation which would be eligible for Eurochild membership under one (1) of the types of membership mentioned in articles 4.2.1.2 or 4.3.1.2 of the present Statutes are encouraged to ensure the organisation joins their respective type of Full or Associate Membership. Individual Associate Membership should not be a short-cut for organisations to receive membership services at lower cost.

4.3.2. Rights of Associate Members

4.3.2.1. The Associate Members shall have the following rights:

- a) attend the General Assembly without voting right;
- b) access to information services;
- c) access to networking and exchange services and events;
- d) access and contribution to influence policy;
- e) access to trainings and capacity building services and activities as well as membership exchange seminars;
- f) eligibility of Associate Members' representatives or Associate Members that are Individuals for Management Board positions;
- g) proposal of a natural person as Honorary Member candidate to the Management Board in accordance with article 4.4.1.1. b) of the present Statutes;
- h) subject to certain conditions, participation to Committees and Working Groups of the Association.

4.3.3. Duties of the Associate Members

4.3.3.1. The Associate Members shall have the following duties and responsibilities:

- a) participate in Eurochild's General Assembly without voting right;
- b) participate in Eurochild activities and provide feedback on how these activities bring added-value to their work and impact, or on what can be improved;
- c) contribute to the financial sustainability and independence of the network by paying a membership fee in accordance with article 6 of the present Statutes and where possible contributing to the Eurochild work programme;

- d) promote their membership of Eurochild and contribute to the visibility of Eurochild's work and impact;
- e) proactively inform the Eurochild Secretariat of their activities and provide their annual report and financial reports every year (if applicable);
- f) not knowingly or negligently act in a way that could discredit Eurochild or bring it into disrepute;
- g) accept priority given to Full Members for sponsorship to Eurochild or external events;
- h) sign up to Eurochild's Child Protection Policy;
- i) comply with the present Statutes, the Internal Rules and Code of Ethics (as amended from time to time) and any other governing rules or decisions of the Association.

4.4. Honorary Members

4.4.1. Eligibility criteria

4.4.1.1. Honorary Membership is open to a natural person that:

- a) is concerned with furthering the Purpose of Eurochild; and
- b) is invited by the Management Board (whether or not following a motivated proposal of that natural person as a potential Honorary Member candidate by a Member), which, at the time of issuing the invitation, will set out the role they wish the natural person to play as an Honorary Member and is subsequently approved as Honorary Member by the General Assembly.

4.4.2. Rights of the Honorary Members

4.4.2.1. The Honorary Members shall have the following rights:

- a) attend the General Assembly without voting right;
- b) access to information services;
- c) access to networking and exchange services and events;
- d) access and contribution to influence policy;
- e) access to trainings and capacity building services and activities as well as membership exchange seminars;
- f) eligibility for Management Board positions;
- g) proposal of a natural person as Honorary Member candidate to the Management Board in accordance with article 4.4.1.1. b) of the present Statutes;
- h) subject to certain conditions, participation to Committees and Working Groups of the Association.

4.4.3. Duties of the Honorary Members

4.4.3.1. The Honorary Members shall have the following duties and responsibilities:

- a) participate in Eurochild's General Assembly without voting right;

- b) participate in Eurochild activities and provide feedback on how these activities bring added-value to their work and impact, or on what can be improved;
- c) make visible their membership of Eurochild and promote the network externally;
- d) not knowingly or negligently act in a way that could discredit Eurochild or bring it into disrepute;
- e) comply with the present Statutes, the Internal Rules and Code of Ethics (as amended from time to time) and any other governing rules or decisions of the Association; and
- f) any other responsibilities set out under their role as Honorary Member agreed on their appointment by the General Assembly as per article 4.4.1.1.b) of the present Statutes.

4.5. Further provisions on the practical aspects and modalities with regard to the rights and duties of the Members may be adopted in compliance with article 2:59 BCCA in the Internal Rules of the Association.

Article 5. Admission, membership upgrade and end of membership

5.1. Admission – Membership upgrade

5.1.1. Every applicant for Full Membership or Associate Membership shall file a written application to the Secretariat of the Association, including the application form and other required accompanying documents in such form and manner as provided and prescribed by the Association. Upon receipt of the written application the Secretariat checks the adequacy of the application and the accompanying documents. After a first assessment of the Membership Sub-Committee of the Management Board or membership reference persons appointed by the Management Board, the application is circulated with the recommendation for approval or rejection to the Management Board.

Natural persons proposed as Honorary Member are invited by the Management Board in accordance with article 4.4.1.1. of the present Statutes.

The Management Board submits the written application for Full or Associate Membership or the invitation for Honorary Membership together with its recommendation for formal approval or rejection to the General Assembly. As of this moment, the applicant shall be referred to as "candidate member". The General Assembly shall have full power and discretion to examine the application or invitation and to decide on the candidate member's admission at the next General Assembly meeting without giving any reason for its decision. The decision of the General Assembly is final, whether it is to admit or reject the candidate member from membership.

Following formal approval of the new Full Member or Associate Member by the General Assembly, such Member will be invited to pay the membership fee in accordance with article 6 of the present Statutes. Upon payment of the membership fee, the Full Member or Associate Member will have access to its respective membership rights (including but not limited to the right to vote if they are Full Members), the use of the "member of Eurochild" logo and will be able to participate in Eurochild's activities. With the exception of the foregoing, the eligibility for a Management Board position as laid down in articles 4.2.2.1, h) and 4.3.2.1.,f) of the present Statutes will be effective as of the moment the respective decision of admission as a Full Member or Associate Member of the Association is taken by the General Assembly.

As an exception to the previous paragraph and if the Management Board decides to exempt a new Full Member or new Associate Member from its membership fee in compliance with article 6.2., Para. 2 of the present Statutes, the concerned new Full Member or new Associate Member will have access to all its respective membership rights as of the date of the decision of admission as a Full Member or Associate Member of the Association taken by the General Assembly.

Honorary Members will have access to their respective membership rights as of the date of the decision of admission as Honorary Member of the Association taken by the General Assembly.

5.1.2. If an Associate Member has been formally constituted and has legal personality according to the laws and usages of the country in which it is established since two (2) years, or in other cases where previously a candidate member was approved as Associate Member, but has become eligible for Full Membership, such Associate Member may file a written request for having its membership upgraded to Full Membership. The Secretariat checks the adequacy of the written request for membership upgrade and the accompanying documents. The Associate Member can be requested to submit related documents or material as the Secretariat sees fit. After a first assessment of the Membership Sub-Committee of the Management Board the request for membership upgrade is circulated with the recommendation for approval or rejection to the Management Board. The Management Board submits the written request for membership upgrade together with its recommendation for approval or rejection to the General Assembly.

Following formal approval of the membership upgrade by the General Assembly, this Full Member will be invited to pay the corresponding membership fee in accordance with article 6 of the present Statutes as from the following calendar year. Such Full Member will have access to the Full Membership rights set out in article 4.2.2. of the present Statutes as of the respective decision of the General Assembly approving the membership upgrade.

5.1.3. Further provisions on practical aspects and modalities regarding the application formalities, admission procedure and membership upgrade may be adopted in compliance with article 2:59 BCCA in the Internal Rules of the Association.

5.2. End of membership

5.2.1. Membership in the various membership categories ends by (i) resignation (ii) exclusion (iii) death or bankruptcy, insolvency, judicial reorganisation, liquidation or dissolution of the concerned Member, or (iv) with immediate effect, by dissolution of the Association. The Member whose membership ended is required to fulfil its obligations according to article 5.2.5. of the present Statutes.

5.2.2. Members may give notice of their resignation from the Association to the Secretariat in writing at any time during the current calendar year. Resignation shall be effective upon receipt by the Secretariat of the resignation letter.

5.2.3. Any Member can be excluded from the Association by the General Assembly, upon proposal by the Management Board:

- a) if it does not comply with the Statutes, Internal Rules, the Code of Ethics or other governing rules or decisions of the Association;
- b) if its conduct is contrary to the Purpose of and harming or bringing into disrepute the Association implying that the Association cannot reasonably be asked to let the membership continue;
- c) if the Member lacks to commit to the Association's mission, value, and goals;
- d) if a Member is more than one (1) year in arrears with the payment of the membership fees as set out in article 6 of the present Statutes in despite of the notification of a final payment reminder giving an additional delay of thirty (30) calendar days to execute the payment.

Exclusion of Members from the Association may be proposed by the Management Board after they have heard the defense of the Member concerned or, if the Member is not responsive to the invitation to be heard, after the deadline for response of the Member has expired. The General Assembly shall then decide with a majority of two thirds (2/3) of the Full Members present or represented at the General Assembly on the exclusion.

5.2.4. If an exclusion procedure has been launched against a Member, the Management Board may suspend the membership of the concerned Member until the General Assembly issues its decision.

Without prejudice to the previous paragraph, any Member can be suspended from its membership rights with immediate effect by the Management Board (i) in case of any conviction or charge for a criminal or penal offence or (ii) in case of public allegations or alleged malpractices that may harm the reputation of Eurochild and/or that could potentially breach the Statutes, Internal Rules, Code of Ethics or other governing rules or decisions of the Association (as will be evaluated by the Management Board on a case-by-case basis with the support of the Ethics Committee). Such suspension lasts until (i) a final decision that has acquired the force of *res judicata* has been taken by the appropriate authority, court, arbitration court or any other competent body that rejects such criminal or penal offence, public allegations or alleged malpractices, (ii) the Management Board has sufficient proof that there is no longer a threat to damage the reputation of Eurochild and/or to breach the Statutes, Internal Rules, Code of Ethics or other governing rules or decisions of the Association (as will be evaluated by the Management Board on a case-by-case basis with the support of the Ethics committee) or (iii) the General Assembly would decide to exclude the Member in accordance with article 5.2.3 of the present Statutes.

The suspended Member ceases to benefit from its respective membership rights set out in the present Statutes, including (if applicable) the voting right at the General Assembly, whereas it has to continue to fulfil all its respective membership duties laid down in the present Statutes.

5.2.5. The end of membership during the course of the Association's financial year shall not affect the Member's obligation to pay the membership fee or any other sum due to the Association on the end of membership, until the end of the said financial year. The Member whose membership ended shall not be entitled to claim neither any of the Association's assets nor any reimbursement of its membership fees, or any other compensation.

5.2.6. Further provisions on practical aspects and modalities regarding the end of membership and in particular on the withdrawal and exclusion procedure may be adopted in compliance with article 2:59 BCCA in the Internal Rules of the Association.

Article 6. Membership fee

6.1. Full Members and Associate Members shall pay an annual membership fee, as amended from time-to-time by the General Assembly on the recommendation of the Management Board. The amount of the annual membership fee is determined by the General Assembly on the basis of the size and the annual income of that Full Member or Associate Member.

As an exception to the foregoing general rule, the General Assembly may apply the annual membership fee as a flat fee (i) for certain membership types or (ii) in exceptional circumstances, including but not limited to the case in which the annual income of the concerned Full Member or Associate Member is unknown or cannot be provided.

Honorary Members are not required to pay an annual membership fee.

6.2. The membership fee invoices are sent at the beginning of each calendar year and Full Members or Associate Members are asked to pay within thirty (30) calendar days from the date of issue of the invoice.

New Full Members or Associate Members joining in the course of the calendar year may be granted by the Management Board a reduced membership fee or may be exempted from the membership fee depending on the number of months already elapsed that year on the day of approval of the admission by the General Assembly in accordance with article 5.1. of the present Statutes.

Upon request of the concerned Full Member or Associate Member a membership fee reduction, a membership fee exemption or the possibility for the concerned Full Member or Associate Member to make a contribution in kind to the Association instead of the payment of full or part of the membership fee may be granted by the Management Board in exceptional circumstances on a case-by-case basis in the framework of the applicable membership fee structure as determined by the General Assembly in compliance with article 6.1. of the present Statutes.

6.3. Further provisions on practical aspects and modalities regarding the membership fees including the current membership fee structure, the membership fee reduction, the membership fee exemption or contributions in kind may be adopted and set out in compliance with article 2:59 BCCA in the Internal Rules of the Association.

Article 7. Governing bodies

7.1. The governing bodies of the Association are:

- a) The General Assembly;
- b) The Management Board; and
- c) The Secretary-General.

7.2. Further provisions on practical aspects and modalities regarding the General Assembly, the Management Board, the Secretary General, the Committees, the Working Groups and the Management Board Sub-Committees may be adopted in compliance with Article 2:59 BCCA in the Internal Rules.

Article 8. The General Assembly

8.1. Powers

8.1.1. The General Assembly is the supreme body of the Association and shall have the powers explicitly conferred to it by law or by the present Statutes to enable the realisation of the Purpose and Object of the Association.

The following powers are exclusively reserved to the General Assembly:

- a) amendment of the present Statutes;
- b) appointment and dismissal of the Secretary General upon proposal of the Management Board;
- c) appointment and dismissal of members of the Management Board, including the President, the Vice-President and the Treasurer and, determination of the conditions, as the case may be the financial conditions, under which the mandate of the Management Board members is conferred, exercised and terminated;
- d) if applicable, appointment and dismissal of the statutory auditor(s) and determine their remuneration for the exercise of their mandate;
- e) appointment and dismissal of the Ethics Committee as well as definition of its task and operational procedures;
- f) appointment of an Election Committee, if applicable;
- g) approval of the annual budgets as well as any amendments thereto and the annual accounts of the preceding financial year and, as the case may be, the management report;
- h) vote on the discharge of the members of the Management Board and, if applicable, the statutory auditor(s);
- i) review and decide on membership fees, upon proposal of the Management Board;
- j) voluntary dissolution and liquidation of the Association;
- k) admission and exclusion of a Member as well as approval of a membership upgrade upon recommendation or invitation of the Management Board;
- l) adoption and modification of the Internal Rules, internal business policies and procedures, if deemed necessary;
- m) any other powers as indicated in the BCCA or the present Statutes.

8.2. Composition

8.2.1. The General Assembly shall be composed of the Full Members. Associate Members, Honorary Members, Management Board members, the Secretary General and guests shall be invited to participate

in the meetings of the General Assembly in an advisory capacity with the right to speak, but without voting right or, if applicable, as observer.

8.3. Meeting rules and convening notice

8.3.1. The General Assembly shall be held under the chairmanship of the President, at least once per year, at the registered office or at a place indicated in the convening notice (the "**Ordinary Meeting**").

8.3.2. This convening notice shall be prepared by the Secretariat subject to approval by the President. Upon approval, the convening notice shall be sent by the latter or the Secretary General by letter, fax, electronic mail or any other means of communication at least fifteen (15) calendar days before the date of the General Assembly and shall contain the date, time, place of the meeting, the agenda and the supporting documents. In cases as described in article 8.3.4 below, the convening notice shall contain a clear and detailed description of the procedures relating to the remote participation. Such procedures are also made available on the website of the Association.

8.3.3. In addition, an extraordinary General Assembly (the "**Extraordinary Meeting**") may be convened by the Management Board, the President or the statutory auditor(s) where it is essential to make a decision/s on matters that cannot wait until the next Ordinary Meeting. In addition, it must be convened at the request of one fifth (1/5) of the Full Members via the statutory auditor(s) (if applicable). Article 8.3.2. of the present Statutes shall apply *mutatis mutandis* to Extraordinary Meetings.

8.3.4. The Ordinary Meeting or Extraordinary Meeting of the General Assembly are held at a physical location, as determined in the convening notice, as the place of the meeting. If technically possible and unless otherwise provided in the present Statutes, Members, Management Board members, the Secretary General and guests can, if allowed by the Management Board, attend the Ordinary or Extraordinary General Assembly meeting, either (i) physically or (ii) via conference call, video conference, web-conference or by any other electronic means of communications made available by the Association and which offers the possibility for the Association to check the identity and the quality of the Members, Management Board members, the Secretary General and guests participating in the meeting. Such electronic means of communication must enable them (i) to directly, simultaneously and uninterruptedly follow the discussion during the meeting, (ii) to speak to each other and (iii), as far as the Full Members are concerned, to participate in the deliberation, to ask questions and to cast definitively their vote on all agenda items. With regard to compliance with the quorum and majority requirement rules, Full Members participating by such means in the General Assembly meeting shall be deemed present at the place where such meeting takes place.

Breakdowns, overloads, line failures, connection failures or any other event, incident, technical problem of the same or similar nature beyond the Association's power and related to the use of such electronic means shall not constitute a ground for annulment of the decision taken by the General Assembly, unless these constitute an irregularity as to the manner in which the decision is adopted pursuant to article 2:42 BCCA. Such technical problems or incidents that have impeded or disturbed the participation by electronic means in the General Assembly or the vote must be mentioned in the minutes of the meeting with sufficient precision.

8.4. Decision-Making

8.4.1. Only Full Members have the right to vote. Each Full Member has one (1) single vote.

Each Full Member shall be represented by its Full Member Voting Delegate designated according to article 4.1.3. of the present Statutes who shall act as its voting delegate.

Each Full Member may be represented at the General Assembly by another Full Member bearing a written proxy. Each Full Member may however, not hold more than five (5) written proxies.

As an exception to the previous paragraph, a Full Member or a third party may act on behalf of an unlimited number of Full Members by virtue of a written proxy, if the Belgian law requires that the decision of the General Assembly must be certified by notarial deed.

8.4.2. The General Assembly shall be deemed validly constituted and is empowered to take decisions if at least fifty percent plus one (50 % + 1) of the Full Members are present or represented.

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

8.4.4. Unless provided otherwise in the present Statutes or by law, resolutions shall be passed by a simple majority (meaning fifty percent plus one (50% +1) of the votes of the Full Members present or represented at the meeting. Abstentions or blank votes are included in the calculation of the majority and will count as votes against the decision. Invalid votes do not count in the calculation of the majority, neither in the numerator nor in the denominator.

8.4.5. Voting can be done by show of hand, via paper voting ballots, by secret ballot or by electronic means in real time.

8.4.6. Without prejudice to the article 8.4.5. of the present Statutes, if mentioned in the convening notice and if the Association is able to verify the capacity and identity of the Full Members, votes can be validly expressed remotely by correspondence by registered mail or e-mail to the Secretary General prior the General Assembly meeting. In such case, every vote by correspondence validly cast twenty-four (24) hours before the starting time of the General Assembly meeting is taken in consideration for the calculation of the quorum of attendance.

The Full Member voting by correspondence has to cast its vote without reserves, without presenting an amendment to the proposal and without submitting its vote subject to any condition. Votes by correspondence cast will remain valid for all items mentioned and covered by the agenda communicated according to articles 8.3.2. and 8.3.3. of the present Statutes. If the proposal on which a vote by correspondence had been cast is subsequently validly changed by the General Assembly during the meeting, the said vote by correspondence is considered as null and void, but the nullity of the vote will not challenge the calculation of the quorum of attendance.

8.4.7. Unless the decision of the General Assembly results in an amendment of the statutes or if a decision cannot be deferred until the following Ordinary Meeting of the General Assembly and does not justify an Extraordinary Meeting of the General Assembly, an unanimous written decision-making

procedure can take place in which the General Assembly may vote in a ballot without personal meeting, i.e. by exchange of e-mail or of written letter.

Except in urgent cases, the convening notice for a written decision-making shall be sent by e-mail or mail together with the text of the proposal and all supporting documents for decision-making purposes to all Full Members at least thirty (30) calendar days before the deadline for voting. In urgent cases, replies must be given within the deadline agreed upon by the Management Board.

The resolutions that are subject to the written decision-making procedure shall be adopted by unanimous written consent of all Full Members.

8.5. Minutes of the meeting of the General Assembly

8.5.1. The resolutions of the General Assembly shall be recorded in the minutes of the meeting prepared by the Secretariat on behalf of the President and signed by the Secretary General and the President.

8.5.2. The minutes of a General Assembly meeting shall be approved by the Full Members at the next General Assembly meeting. They will be held in a separate electronic or physical register kept by the Secretary General who shall make them available to Members at the Association's registered office. The minutes of the General Assembly meeting shall be brought to the attention of all Members by e-mail or post.

Article 9. Amendment of the statutes and dissolution of the Association

9.1. Without prejudice to articles 2:5, 2:113 and 2:118 of the BCCA, any proposal with the aim of dissolving the Association or amending the present Statutes must come from the Management Board or from at least two thirds (2/3) of the Full Members. In addition and as the case may be, a proposal to dissolve the Association can also emanate from the statutory auditor(s) upon request one fifth (1/5) of the Full Members.

9.2. The convening notice to the General Assembly which resolves on the proposal for the dissolution of the Association or the amendment of the Statutes and the proposed amendments of the present Statutes must be sent by the Management Board to the General Assembly at least two (2) months before the General Assembly meeting.

9.3. The General Assembly which resolves on the proposal for the dissolution of the Association or the amendment of the Statutes shall be deemed validly constituted and has the quorum to deliberate and decide on the proposal if at least two thirds (2/3) of the Full Members of the Association are present or represented at the General Assembly meeting.

9.4. Unless otherwise foreseen by law, a decision on the amendment of the Statutes or dissolution of the Association requires a four fifths (4/5) majority of the votes of the Full Members present or represented. Abstentions or blank votes are included in the calculation of the majority and will count as votes against the decisions. Invalid votes do not count in the calculation of the majority, neither in the numerator nor in the denominator.

9.5. However, if the attendance quorum mentioned article 9.3 of this article is not reached, a second General Assembly for the same purpose shall be convened which can definitively and validly resolve on the proposal, to be passed with the same four fifth (4/5) majority, regardless of the number of Full Members present or represented – at the earliest possible convenience in the two (2) week period following the first General Assembly meeting.

9.6. Amendments to the Statutes will only take effect once approved by Royal Decree in accordance with article 2:5 §4 of the BCCA (if applicable) and after publication in the Annexes of the *Moniteur Belge*.

9.7. In case of deliberate dissolution the General Assembly shall determine in the resolution of dissolution the method and modalities by which the Association is dissolved and liquidated, appoint one (1) or several liquidator(s), determine their powers and the allocation of the net assets of the Association.

9.8. In all cases of deliberate or judicial dissolution and after liquidation has taken place, any potential net assets of the dissolved Association shall be allocated to a not-profit-making association under private law having a similar Purpose to the one pursued by the Association or, failing this, to an unselfish end.

Article 10. Management Board

10.1. Powers

10.1.1. The Management Board acts as a collegial body and is vested with the all powers of management, administration and representation of the Association, except for those reserved to the General Assembly in accordance with the applicable laws, the present Statutes and the decisions of the General Assembly.

The Management Board is responsible for providing leadership and strategic direction to the Eurochild network, overseeing the work of the Secretariat and evaluating activities and their impact. It is responsible for ensuring a sound financial base and securing the Association's long-term financial sustainability.

In particular, the powers of the Management Board include, but are not limited to the following:

- a) promote strong dialogue with Members to promote Eurochild values internally and respond to Members' needs and interests;
- b) act as guardian of Eurochild's Statutes, values and strategic objectives, calling for reviews where necessary;
- c) discuss and approve a framework proposed by the Secretary General for regular monitoring and evaluation of Eurochild's activities and impact;
- d) set up and dissolve Working Groups and Committees to support the internal working of Eurochild and take decisions based on the recommendations of such Working Groups or Committees;
- e) set up and dissolve Management Board Sub-Committees and adopt the terms of reference for these Sub-Committees as well as any amendment thereto;

- f) contribute to Eurochild's long-term strategic development;
- g) take stock, review and approve the financial reports agreed upon by the Secretary General, Director of Finance and Treasurer; approve the annual accounts, the annual report and the budget and present these, together with the reports of the statutory auditor(s) to the General Assembly for final approval;
- h) approve the annual operating plan and monitor its implementation through programmatic reports by the Secretary General and other staff members of the Association;
- i) prepare the membership fees and present these to the General Assembly for approval and, if applicable, decide upon request of the concerned Full Member or Associate Member on a membership fee reduction, membership fee exemption or contribution in kind to the Association instead of the payment of full or part of the membership fee in exceptional circumstances on a case-by-case basis ;
- j) invite candidates to become Honorary Members;
- k) assess member applications to the Association and prepare recommendations for decision by the General Assembly;
- l) assess Associate Members requests for a membership upgrade to Full Membership and prepare recommendations for decision by the General Assembly;
- m) propose the exclusion of a Member of the Association, subject to formal approval by the General Assembly;
- n) suspend the rights of a Member in accordance with article 5.2.4 of the present Statutes;
- o) discuss and approve the Secretariat staffing and HR policy, including salary scales, performance evaluation and recruitment policies proposed by the Secretary General;
- p) propose the candidate Secretary General and eventual removal of the Secretary General, for approval by the General Assembly, determine the job description, including the remuneration and contractual obligations of the Secretary General and design a comprehensive plan in the event of a leadership transition; conduct his/her performance evaluation through a mutually agreed upon process which can involve the input from staff and/or Members;
- q) Resolve conflicts brought to the Management Board's attention by the Secretary General, a staff member, or a Member, as well as receiving complaints or allegations made against the Secretary General, a Member or a staff member;
- r) enter into strategic partnerships or external networking partnerships where appropriate in the interest of Eurochild and in line with its Purpose and Object;
- s) decide on location / host of Eurochild's flagship events;
- t) without prejudice to the application of the Belgian linguistic legislation, transfer the registered office of the Association anywhere in Belgium;
- u) have the residual powers and to decide upon any other matter or activity serving the Purpose of the Association which has not been explicitly conferred to the General Assembly or to another governing body of the Association by the present Statutes or by the law.

10.1.2. The Management Board may delegate special management or representation powers of the Association regarding legal actions, arbitration or legal acts involving the Association to one (1) or more Management Board members, to the Secretary General or to third parties. In this case, the scope of the delegated powers and the term of the mandate have to be specified.

10.1.3. Without prejudice to article 10.1.2 and article 15 of the present Statutes, the Management Board delegates the daily management powers of the Association, including authority to sign on behalf of the Association and powers of representation relating to such daily management to the Secretary General of the Association.

The daily management includes (i) all acts and decisions that do not exceed the needs of the daily life of the Association and (ii) all acts and decisions that, either due to their level of minor interest or due to their urgent character, do not justify the intervention of the Management Board itself.

The natural person entitled with the daily management shall be authorized to sub-delegate, under his/her own responsibility, to one (1) or several staff members of the Association or to third parties, one (1) or more powers delegated to him/her falling within the scope of the daily management or within the scope of the specific management or representations power going beyond said daily management within the limitation set out in the present Statutes or the relevant delegation of powers.

If the Secretary General is prevented by circumstances beyond his/her control from fulfilling his/her position for more than thirty (30) consecutive calendar days, the Management Board takes back the daily management powers and may appoint an Interim Director or the current Eurochild Executive Team, composed of one (1) or more natural persons that are part of the Association's senior management staff to exercise the daily management powers – if possible following the advice of the Secretary General until he/she is taking back his/her position. In that case, the daily management powers are either exercised by the Interim Director alone or by the Eurochild Executive Team members jointly.

10.2. Composition

10.2.1. The Association shall be governed by a Management Board consisting of at least five (5) members (natural persons) who are representatives or, as the case may be, individuals of the Association's Members, including the President, Vice-President and Treasurer.

The composition of the Management Board should reflect the geographical spread of membership of the Association and the diversity of the categories and types of membership. In addition, it seeks to achieve a good balance of knowledge, skills and experience among the Management Board members and a diverse composition in terms of gender, age, nationality, ethnic and religious background of said members. In the light of the foregoing, for the Management Board composition the following rules shall apply:

- a) one third (1/3) or more of the total number of Management Board members are representatives of National Partner Networks;
- b) not more than fifty percent (50%) of the total number of Management Board members are representatives of the same type of membership;

- c) each Management Board member needs to represent a different European country, the latter being determined on the basis of the location of the registered office of the Member the Management Board member represents or, in case of an individual, on the basis of the location of its main residence.

Individuals that are Associate Members or Honorary Members and that are affiliated to a Member that already has a representative in the Management Board, are not eligible to a Management Board member position.

Representatives of candidates for Full or Associate Membership (or in case of an Individual Associate Member, that candidate for Individual Associate Membership or the candidate for Honorary Membership) can stand for election for vacant Management Board position(s). However, they will only be eligible for such position upon formal admission of the respective Member by the General Assembly which must take place prior to the election on the vacant positions.

10.2.2. Further rules regulating practical aspects and modalities with regard to the composition of the Board may be detailed in accordance with article 2:59 BCCA in the Internal Rules.

10.3. Appointment

10.3.1. The President, Vice-President, Treasurer and other members of the Management Board shall be appointed by the General Assembly from among the representatives, or as the case may be, individuals of the Members through an election managed by the Secretariat with the support and guidance of the Election Committee in accordance with the Internal Rules.

10.3.2. The Management Board members shall be appointed for a term of three (3) years with the possibility of re-election for one (1) further term of three (3) years. After the Management Board member completed (2) two terms of three (3) years, a waiting period of two and a half (2,5) years shall apply during which the person cannot apply for a position and hence not be appointed as Management Board member. The waiting period begins to run from the day following the expiration of his/her second three (3) years term mandate. Said person can again apply for a position in the Management Board in accordance with this article 10.3.2. after expiration of the waiting period. With the exception of the foregoing, a Management Board member can, after having completed two (2) subsequent mandates of three (3) years, still apply for a position of President in accordance with article 11 of the present Statutes, with the possibility of re-election for one (1) additional immediately following three (3) year term, regardless of the number of three (3) year terms he/she already served in continuity in other positions on the Management Board.

10.3.3. Candidates for a position on the Management Board have to submit a written candidature with the Association. An Election Committee appointed by the General Assembly will evaluate the candidatures and will make a proposal of the nominees for the election to the General Assembly that will then decide on the appointment of the Management Board members as set out in this article.

10.3.4. Members of the Management Board may not receive any remuneration, but any expenses incurred through their participation in the Association may be covered.

10.3.5. Rules regulating practical aspects and modalities with regard to the candidatures, selecting candidatures and election process as well as repartition of work, the roles and responsibilities of the individual Management Board member and the reimbursement of travel and representation expenses may be detailed in accordance with article 2:59 BCCA in the Internal Rules.

10.4. End of mandate

10.4.1. The mandate of a member of the Management Board shall end by (i) death, resignation, civil incapacity, provisional administration or the legal disqualification of the Management Board member, (ii) the revocation by the General Assembly, or (iii) the expiration of his/her mandate.

10.4.2. Every Management Board member is free to resign at any moment by formally giving written notice by simple letter or e-mail to the Secretariat of the Association.

10.4.3. Members of the Management Board may be dismissed by a General Assembly ruling on a two thirds (2/3) majority of the Full Members present or represented. Abstentions or blank votes are included in the calculation of the majority and will count as votes against the decisions. Invalid votes do not count in the calculation of the majority, neither in the numerator nor in the denominator.

10.4.4. If a position of a Management Board member becomes vacant, the Management Board shall have the right to co-opt a new Management Board member in accordance with the criteria set out article 10.2.1. of the present Statutes to fill the vacancy and whose mandate shall be valid until the next General Assembly meeting at which the latter shall appoint a new Management Board member for a term of three (3) years.

10.5. Meetings and Invitations

10.5.1. The Management Board shall meet as often as it deems necessary, but at least four (4) times a year, upon request of the President or two thirds (2/3) of the Management Board members.

10.5.2. The convening notice including at least the agenda, time and place of the meeting shall be sent by the President or the Secretary General to every Management Board member by electronic mail or any other means of communication at least two (2) weeks before the date of the Management Board meeting. Supporting documents are sent or made available in due time before the date of the Management Board meeting.

10.5.3. The Management Board meeting is chaired by the President or, in case of his/her absence, by the Vice-President.

10.5.4. Subject to the provisions and limitations stipulated in the present Statutes or in the Internal Rules of the Association, external experts or guests invited by the President or Management Board may attend the Management Board meeting in an advisory capacity.

10.5.5. Management Board meetings may be held with, or to the extent legally admitted, without physical location designated as place of the meeting. Management Board members, experts or guests may participate in the meeting either in person or by conference call, video conference, web-conference, instant messaging or by any other electronic communication means made available by the Association

and which offers the possibility for the Association to check the identity of the Management Board members. Such electronic means of communication must enable the participants (i) to directly, simultaneously and uninterruptedly follow the discussions during the meeting, (ii) to speak to each other and (iii) as far as the Management Board members are concerned to participate in the deliberation, to ask questions and to cast definitively although not simultaneously their vote on all the agenda items. With regard to compliance with the quorum and majority requirement rules, any Management Board member participating by such means shall be deemed present at such meeting.

Breakdowns, overloads, line failures, connection failures or any other event, incident, technical problem of the same or similar nature beyond the Association's power and related to the use of such electronic means shall not constitute a ground for annulment of the decision taken by the Management Board, unless these constitute an irregularity as to the manner in which the decision is adopted pursuant to article 2:42 BCCA. Such technical problems or incidents that have impeded or disturbed the participation by electronic means to the Management Board or the vote must be mentioned in the minutes of the meeting with sufficient precision.

10.6. Decision-Making

10.6.1. Each Management Board member has one (1) vote.

A member of the Management Board may be represented by another member of the Management Board by written proxy. Every Management Board Member may however hold maximum one (1) proxy.

10.6.2. Voting can be done by show of hand, by secret ballot or by electronic means in real time.

10.6.3. The Management Board will be deemed validly constituted and has the quorum to take decisions if at least half (1/2) of its members are present or represented.

10.6.4. Resolutions passed by the Management Board shall be taken by simple majority of the votes of the Management Board members present or represented. Abstentions or blank votes are included in the calculation of the majority and will count as votes against the decisions. Invalid votes do not count in the calculation of the majority, neither in the numerator nor in the denominator.

If a vote is tied, the President shall have the casting vote.

10.6.5. Upon request of the President, in cases approved by the Management Board or in urgent matters, a written decision-making procedure may be launched in which the Management Board may vote in a ballot without a personal meeting, i.e. by e-mail, or by exchange of written letter.

The notice for written decision-making shall be sent or made available together with the text of the proposal and all supporting documents to all Management Board members at least one (1) week before the deadline for voting.

The quorum and majority requirements as set out in article 10.6.3 and 10.6.4 shall apply accordingly.

10.7. Conflicts of interest

10.7.1. If the Management Board is required to make a decision or to take a position on an operation within its field of powers for which a Management Board member has a direct or indirect patrimonial interest or moral interest that is contrary to the interest of the Association, said Management Board member must inform the other members of the Management Board before the latter makes a decision or takes a position. His/her declaration and the explanations about the nature of this conflict of interest must be recorded in the minutes of the respective Management Board meeting. It is not allowed that the Management Board delegates said decision.

10.7.2. If the majority of the Management Board members present or represented has a conflict of interest the decision or the operation will be submitted to the General Assembly for approval. If the latter approves the decision or the operation, the Management Board may execute them.

10.7.3. The Management Board member having a conflict of interest as laid down in this article leaves the meeting and shall participate neither in the deliberations nor in the vote of the Management Board on the decision or the operation.

10.7.4. The above conflict of interests procedure is not applicable if the decisions of the Management Board concern regular operations undertaken under customary market conditions and under normal market guarantees for operations of the same type.

10.7.5. Further details and practicalities regarding the conflict of interest procedure may be detailed in accordance with article 2:59 BCCA in the Internal Rules.

10.8. Minutes of the meeting of the Management Board

10.8.1. Resolutions shall be recorded in the minutes of the meeting, prepared by the Secretariat on behalf of the President and signed by the Secretary General and the President or in his/her absence by the Vice-President, as well as any other Management Board member that attended the meeting and wishes to do so.

10.8.2. The minutes of the meeting shall be held in a separate electronic or physical register by the Secretary General, who shall make it available to the Members of the Association and the Management Board members at the registered office.

Article 11. The President

11.1. The General Assembly shall appoint a President amongst natural persons who are representatives or, as the case may be, individuals of the Association's Members for a term of three (3) years. The President can be re-elected in accordance with article 10.3.2. of the present Statutes.

Candidates for a President position have to submit a written candidature with the Association. An Election Committee appointed by the General Assembly will evaluate the candidatures and will make a proposal

of the nominees for the election to the General Assembly that will then decide on the appointment of the President as set out in this article.

11.2. The President may not be entitled with the daily management of the Association.

11.3. If a position of President becomes vacant, the Vice-President will further fulfil the tasks of the President until the next General Assembly meeting that will resolve on the appointment of a new President.

11.4. The President shall provide overall leadership and direction to the Association, work in partnership with the Secretary General, convene the General Assembly and chair the General Assembly and Management Board meetings.

11.5. Further provisions on practical aspects and modalities regarding the appointment, the role and responsibilities of the President may be adopted in compliance with article 2:59 BCCA in the Internal Rules of the Association.

Article 12. The Vice-President

12.1. The General Assembly shall appoint a Vice-President amongst natural persons who are representatives or, as the case may be, individuals of the Association's Members for a term which can last up to three (3) years. The Vice-President can be re-elected once in accordance with article 10.3.2. of the present Statutes.

Candidates for a Vice-President position have to submit a written candidature with the Association. An Election Committee appointed by the General Assembly will evaluate the candidatures and will make a proposal of the nominees for the election to the General Assembly that will then decide on the appointment of the Vice-President as set out in this article.

12.2. The Vice-President shall support and assist the President in carrying out his/her responsibilities and replace him/her during his/her absence.

12.3. Further provisions on practical aspects and modalities regarding the appointment, role and responsibilities of the Vice-President may be adopted in compliance with article 2:59 BCCA in the Internal Rules of the Association.

Article 13. The Treasurer

13.1. The General Assembly shall appoint a Treasurer amongst natural persons who are representatives or, as the case may be, individuals of the Association's Members for a term of three (3) years. The Treasurer can be re-elected once in accordance with article 10.3.2. of the present Statutes.

Candidates for a Treasurer position have to submit a written candidature with the Association. An Election Committee appointed by the General Assembly will evaluate the candidatures and will make a proposal of the nominees for the election to the General Assembly that will then decide on the appointment of the Treasurer as set out in this article.

13.2. The Treasurer shall support the Secretary General in relation to the management of financial and HR matters.

13.3. Further provisions on practical aspects and modalities regarding the appointment, the role and responsibilities of the Treasurer may be adopted in compliance with article 2:59 BCCA in the Internal Rules of the Association.

Article 14. Secretary General

14.1. The Secretary General shall be a natural person, appointed by the General Assembly upon a proposal of the Management Board.

14.2. The mandate of the Secretary General shall end by (i) death or legal disqualification, (ii) resignation (at any time), (iii) expiration of the term of mandate, (iv) the dismissal by the General Assembly (at any time) upon the proposal of the Management Board or (v) the termination of the employment contract of the Secretary General for any reason.

14.3. He/she shall be in charge of (i) the daily management of the Association formally delegated to him/her by the Management Board according to article 10.1.3. of the present Statutes and (ii) for any other specific management or representation powers or tasks beyond said daily management powers regarding legal actions or legal acts involving the Association delegated to him/her according to article 10.1.2. of the present Statutes.

More specifically, 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.

In accordance with article 10.1.3 of the present Statutes, the Secretary General shall be authorised to sub-delegate, under his/her own responsibility, one (1) or more powers delegated to him/her falling within the scope of the daily management or within the scope of the specific management or representation powers going beyond said daily management within the limitations set out in the present Statutes or the relevant delegation of powers. Sub-delegation of powers may be granted to any other staff member of the Association or to third parties.

14.4. The Secretary General shall act upon the instructions and under the guidance of the Management Board, within the framework of the Statutes, Internal Rules, documented policies, budgetary provisions and other decisions of the Association.

14.5. Further provisions on practical aspects and modalities regarding the appointment, the role and responsibilities of the Secretary General may be adopted in compliance with article 2:59 BCCA in the Internal Rules of the Association.

Article 15. Representation of the Association with regard to third parties and the Law

15.1. Unless otherwise stipulated in the present Statutes and without prejudice to articles 10.1.2. or 10.1.3. of the present Statutes, the Association is validly represented with respect to all legal acts other than those of daily management towards third parties (i) by the Management Board, (ii) by two (2) members of the Management Board acting jointly or (iii) by one (1) member of the Management Board acting jointly with the Secretary General, who shall not be required to justify the powers conferred for this purpose before any third party.

15.2. The Association shall be validly represented in all legal actions or arbitration, as either plaintiff or defendant (i) by two (2) members of the Management Board jointly, (ii) by the President alone, (iii) by a member of the Management Board appointed specifically for this purpose or (iv) by the Secretary General alone. They shall inform the Management Board.

15.3. The Secretary General shall validly represent the Association towards third parties with respect to all acts of daily management, including the authority to sign on behalf of the Association for such daily management matters.

Article 16. Financial resources

16.1. The Association does not intend to make any profit, but is allowed to seek public and private fundings, donations, allocations, fees and financial contributions through its own activities in compliance with article 3 of the present Statutes.

The Association's financial resources derive from:

- a) Membership fees;
- b) Gifts, grants and subsidies if any;
- c) Revenues from activities as stated in article 3 above;
- d) Any other legally allowed resources that might be paid or granted to the Association and that comply with the Purpose and Object of the Association.

Article 17. Budgets and Accounts

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

17.2. The Management Board shall submit every year for the approval of the General Assembly the annual accounts of the past financial year and the budget of the following financial year.

Once approved by the General Assembly, the accounts shall be sent to the competent authorities in accordance with Article 3:47 BCCA.

17.3. The Association is not required to appoint a statutory auditor as long as it does not fall under the scope of the application of Article 3:47, §6 BCCA for the last completed financial year. In that case, the General Assembly may nevertheless entrust the audit of the annual accounts to one (1) or several statutory auditor(s) ("*commissaires*") or to one (1) or several auditors ("*vérificateurs aux comptes*"), whether Members or not of the Association.

The General Assembly must appoint one (1) or several statutory auditor(s) among the members of the Belgian Institute of Company Auditors, as soon as the Association falls under the scope of application of Article 3:47, §6 BCCA for the last completed financial year. Such statutory auditor(s) shall be responsible for the audit of (i) the financial situation, (ii) the annual accounts and the regularity in the light of the law and the Statutes and (iii) the operations which must be stated in the annual accounts.

The General Assembly shall also determine the remuneration of the statutory auditor(s).

17.4. The assets and the income of the Association may only be used in compliance with the Purpose of the Association. In particular, payments or compensation of any kind to Members of the Association or Management Board members shall be prohibited, except for at arm's length compensations paid for services delivered by Members pursuant to a service agreement concluded between said Member and the Association.

Article 18. Internal Rules

18.1. Internal Rules may be drawn up and amended by the General Assembly upon proposal of the Management Board in order to implement and further detail the present Statutes, to facilitate the regulation and management of the Association and to adopt internal proceedings to ensure the smooth functioning of the Association.

The most recent version of the Internal Rules dates from 17 June 2021.

18.2. The Internal Rules may not contain (i) provisions that are contrary to the mandatory provisions of the BCCA or the Statutes or (ii) provisions relating to matters for which BCCA requires a statutory provision.

18.3. The Internal Rules are available to all Members and are communicated to the latter in accordance with article 2:32 BCCA.

18.4. The Internal Rules complete the Statutes and subordinate the latter. In the case of any contradiction between the Internal Rules and the Statutes, the latter shall prevail.

Article 19. General Provisions

19.1. The working language of the Association shall be English. In accordance with the applicable Belgian law the language used for official documents and relations with Belgian authorities shall be French.

The present Statutes are made in French and translated into English.

The published French version is the only official version and shall prevail in case of doubt or dispute.

19.2. All matters which are not covered by the present Statutes shall be settled in accordance with the provisions of Belgian law, and in particular with the provisions of the BCCA, as amended by subsequent laws and complemented by its implementing royal decrees.

19.3. Any dispute in connection with the present Statutes, the Internal Rules and other governing rules of the Association and/or any decision of one of the governing bodies of the Association shall be governed by Belgian law and shall be brought to the competent Brussels Court.

Article 20. E-mail address – Website

20.1. The email address of the Association is info@eurochild.org. Every communication (including notices) via this address to or by the Members is deemed to have occurred validly. The Management Board may change this email address subject to this change being notified to the Members in accordance with article 2:32 BCCA.

20.2. The website of the Association is <https://www.eurochild.org/>. The Management Board may change this URL subject to this change being notified to the Members in accordance with article 2:31 and 2:32 BCCA.