

# European Association For Research On Learning And Instruction vzw

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## COORDINATED STATUTES

Updated to 21/08/2023 General Assembly

## STATUTES

### I. THE ASSOCIATION

#### Article 1: Name

The association is called 'European Association For Research On Learning And Instruction', abbreviated 'EARLI'.

This name must appear in all deeds, invoices, announcements, notices, letters, orders, websites and other documents, whether or not in electronic form, originating from a legal person, immediately preceded or followed by the words "non-profit association" or by the abbreviation "non-profit association", together with the following information: the precise indication of the registered office of the legal person, the company number, the word "register of legal persons" or the abbreviation "RPR", the court's indication of the registered office of the legal entity, and, where appropriate, the e-mail address and website of the legal entity.

#### Article 2: Seat

The seat of the non-profit association is in the Flemish Region.

The Board is authorized to transfer the seat within Belgium within the same language area.

If, as a result of the transfer of the seat, the language of the articles of association has to be changed, only the General Assembly can take this decision taking into account the requirements for an amendment to the articles of association.

#### Article 3: Selfless purpose and object of the non-profit association

The non-profit association sets itself the selfless goal:

- Promotion and development within Europe of empirical and theoretical research into learning and instruction in its broad context;
  - Establishing an international network and communication forum for researchers working in the broad field of learning and instruction
  - The promotion of mutual scientific communication and research cooperation between members and the international exchange of research results among researchers
  - Promoting the professional training and development of researchers in learning and instruction
  - Promoting the exchange of information related to research in learning and instruction between European members and other associations around the world in order to to pursue the purpose and objectives of the association.
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The object, or the concrete activities with which the non-profit association achieves its objectives, include:

- The organization of conferences or congresses with a wide range of presentations, interactive discussion sessions, workshops and other relevant activities
- The publication of its members' research in scientific journals, books, newsletters, etc.
- A digital platform to support collaboration and exchange between members
- Helping its members publish manuscripts internationally.
- Cooperation with other associations and institutes within and outside Europe.

In addition, the non-profit association can develop all activities that directly or indirectly contribute to the achievement of its goal, including commercial and profitable activities, the proceeds of which will always be fully intended for the realization of its goal.

It is authorized to carry out all useful legal acts and acts of trade insofar as they are in accordance with the purpose and insofar as the profits are used to achieve this purpose. It may own or acquire all movable and immovable property which it needs for the performance of its purpose and may exercise all property rights and other rights in rem, including rent and rental. It may also conclude agreements, recruit staff, sign contracts, explicitly including insurance policies, obtain subsidies from both the government and private institutions, sponsor and send representatives at home and abroad and act as representatives herself.

It may not directly or indirectly distribute or confer any capital advantage on the founders, members, directors, or any other person except for the disinterested purpose specified in the articles of association. Any operation contrary to this prohibition is null and void.

#### **Article 4: Duration of the non-profit association**

The non-profit association is established for an indefinite period and can be dissolved at any time.

## **II. MEMBERSHIP**

#### **Article 5: Members and joined members.**

In the non-profit association there are on the one hand working, effective or simply members (hereinafter referred to as 'members') and on the other hand joined members.

#### **Article 6: Number of members**

The number of members is unlimited. The association has at least 3 members.

#### **Article 7: Member Membership**

Any natural person and any legal entity that supports and endorses the objectives of the non-profit association can apply as a member.

Membership of the association is limited to those who can be expected to make a substantial contribution to research into learning and instruction, within the research domain as defined in purpose and subject matter and further defined in the internal regulations, or to those who have already made such a contribution through research and/or book writing, scientific articles, and other published material.

Each candidate member must comply with at least one of the following conditions:

- The directors of the association during their term of office;
  - The former Chair of the association;
  - The coordinators of the various EARLI SIGs during their term of office;
  - The chairs of the local organizing committees of the previous and the current conference year;
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- Editor(s) of the official EARLI journals and publications.

A prospective member must apply online through the EARLI website or submit an application to the Board in writing or by e-mail.

The Board decides autonomously on the acceptance of the candidate as a member at its next meeting. This decision should not be reasoned. This decision is not subject to appeal.

If the Board refuses the admission of a candidate member, this candidate member can only submit a new application after at least 1 year after the first application.

### **Article 8: Rights and obligations of members**

All members can consult the register of members at the headquarters of the association. To this end, they shall make a written request to the Board with whom they shall agree on a date and time of consultation of the Register. This registry cannot be moved.

In addition, all members have all rights and obligations laid down in the Belgian Code of Companies and Associations.

The Board may set an annual membership fee for effective members of a maximum of 500€ euros per year. This amount is linked to the Health Index with the index for the month of August 2023 as a reference.

A suspended, resigning or excluded member is obliged to pay the contribution or payments for the current year. A suspended, resigning or excluded member is not entitled to a refund of contributions paid.

### **Article 9: Resignation of members**

Any member may resign from the association at any time by notifying the Board of such resignation by letter or e-mail.

In addition, a member is deemed to resign in the following circumstances and consequently expires membership immediately and automatically:

- When the member no longer meets the conditions to be a member in the non-profit association,
- When a member has not paid his or her membership fees for the current year within one month of a written reminder
- When a member was a member of the General Assembly in a certain capacity and he or she loses this capacity
- Legal incapacity,

The resignation of a member takes effect immediately.

A member's membership ends by operation of law upon the death of that member.

### **Article 10: Suspension of members**

If a member acts contrary to the objectives of the non-profit association or harms the reputation or interests of the association, the Board may suspend membership pending the General Assembly at which the termination of the membership is decided.

### **Article 11: Exclusion of members**

The membership of a member may be terminated at any time by a special resolution of the General Assembly, convened by the Board or at the request of at least 1/5 of the members, subject to the attendance and majority requirements prescribed for an amendment to the articles of association.

If a member does not comply with the articles of association, general terms and conditions and/or code of conduct, despite a reminder to do so, this automatically constitutes a ground for exclusion as a member.

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The assessment of the infringement and possible exclusion is the responsibility of the General Assembly, as described in the previous paragraph of this article.

The exclusion is put on the agenda with only the name. The member is informed by the chair of the Board about the motives for the exclusion. The member must be heard at the General Assembly and may be assisted by a lawyer.

The vote on terminating a member's membership shall be secret.

#### **Article 12: Exclusion of rights to the property of the non-profit association**

No member or joined member, nor the heirs or beneficiaries of a deceased member, can assert or exercise any claim to the property of the non-profit association. Nor can they recover the contributions paid.

This exclusion of rights to the property of the non-profit association always applies: during membership, upon termination of membership for whatever reason, upon dissolution of the non-profit association, etc.

#### **Article 13: Affiliation of joined members**

Any natural person, legal person or organisation that supports the objectives of the non-profit organisation can apply/register as a joined member.

To become a joined member, the candidate member must register via the association's website and pay the membership fee due. Membership as a joined member automatically ends at the end of the period for which registration was made. After this, the joined member must re-register and pay a new contribution.

#### **Article 14: Rights and obligations of joined members.**

Joined members have only the rights and obligations set out in these statutes. Joined members do not have the right to vote in the General Assembly. Joined members can nominate candidate directors.

The Board may set up a membership fee for the joined members that amounts to a maximum of 500 euros per year. This amount is linked to the Health Index with the index for the month of August 2023 as a reference.

A suspended, resigning or excluded member is obliged to pay the contribution or payments for the current year. A suspended, resigning or excluded member shall not be entitled to a refund of contributions paid.

#### **Article 15: Resignation of joined members**

Any joined member may resign from the association at any time by notifying his/her resignation by letter or e-mail to the Board.

In addition, a joined member shall be deemed to resign in the following circumstances:

- When the joined member no longer meets the conditions for becoming a joined member in the non-profit association.
- When a joined member has not paid the contribution within one month of a written reminder
- Legal incapacity,
- Death.

#### **Article 16: Termination of membership of joined members**

The membership of a joined member may be terminated at any time by the Board.

If a joined member does not comply with the articles of association, general terms and conditions and/or code of conduct, despite a reminder to do so, automatically constitutes a ground for exclusion as a joined member. The decision on possible exclusion as a joined member belongs to the Board, as described in the previous paragraph of this article.

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The membership of a joined member-natural person ends by operation of law upon death.

### **III. GENERAL ASSEMBLY**

#### **Article 17: Composition of the General Assembly**

The General Assembly consists of the effective members.

It shall be chaired by the Chair in its absence by the Vice-Chair, in its absence by the oldest of the directors present.

#### **Article 18: Powers of the General Assembly**

The following exclusive powers shall be exercised exclusively by the General Assembly:

1. The amendment of the articles of association
2. The appointment and removal of the directors and the determination of their possible remuneration
3. The appointment and removal of the commissioners and the determination of his remuneration
4. The discharge to the directors and supervisory directors, as well as, where appropriate, the initiation of the association action against the directors and the supervisory directors
5. The approval of the annual accounts and of the budget
6. The dissolution of the association
7. The exclusion of a member
8. The conversion of the non-profit association into an IVZW, a cooperative society recognized as a social enterprise or into a recognized cooperative society social enterprise.
9. To do or accept an entry not to do' of a generality.
10. All cases where the law or these statutes provide for it.

#### **Article 19: Meetings of the General Assembly**

The General Assembly must be convened at least once a year and this within six months after the end of the financial year.

#### **Article 20: Invitation and agenda of the General Assembly**

The meetings of the General Assembly are convened by the Board. Where appropriate, the statutory auditor may convene the General Assembly. The General Assembly must be convened when 1/5 of the members of the association request it in writing.

The Board or, where appropriate, the Statutory Auditor, shall convene the General Assembly within twenty-one days of the request for a meeting and the General Assembly shall be held no later than the fortieth day following such request, unless the statutes provide otherwise.

The invitation will be sent to all members, directors, and supervisory directors at least 15 days prior to the date of the General Assembly.

The summons is made by e-mail when an e-mail address has been communicated to the non-profit association by the members, directors or daily directors. If no e-mail address has been provided, the non-profit association will communicate by post, which will be sent on the same day as the communication by e-mail.

The invitation includes the date, time, and place of the General Assembly, as well as a draft agenda.

A copy of the documents to be submitted to the General Assembly pursuant to the CCA shall be sent immediately and free of charge to the members, directors and supervisory directors who request it.

Each proposal signed by at least 1/20 of the members shall be placed on the agenda. It must be delivered to the Board no later than 10 days before the time of the General Assembly.

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## **Article 21: Attendance quorum at the General Assembly**

The General Assembly can only validly decide if half of the members are present and/or represented.

In the following decision, at least 2/3 of the members must be present or represented:

- Amendment to the articles of association and cases that are assimilated to this, such as the decision to dissolve and liquidate.
- Exclusion of a member.

In the event that less than the minimum required number of members is present or represented at the first meeting, a second meeting may be convened. It may validly deliberate and decide and adopt the amendments irrespective of the number of members present or represented. The second meeting may not be held within 15 days following the first meeting.

## **Article 22: Conduct of the General Assembly**

The directors shall answer the questions put to them by the members, before or during the meeting, orally or in writing, and which relate to the items on the agenda. They may, in the interest of the association, refuse to answer questions when the communication of certain information or facts is likely to cause damage to the association or violates the confidentiality clauses entered into by the association.

Where appropriate, the Commissioner shall reply to questions put to him by Members before or during the meeting, orally or in writing, relating to the items on the agenda on which he reports. He may, in the interest of the association, refuse to answer questions where the communication of certain information or facts is likely to harm the association or violates his professional secrecy or confidentiality clauses entered into by the association. He shall have the right to speak at the General Assembly in connection with the performance of his duties.

The directors and the supervisory board member can group their answers to different questions on the same subject.

## **Article 23: Vote at the General Assembly**

At the General Assembly, each member has one vote.

Members who cannot attend the meeting may be represented by other members. Each member can carry a maximum of 1 power of attorney.

Decisions are taken by a simple majority of the votes cast (= more votes for than against) of the votes of the members present or represented, unless the or the articles of association provide otherwise.

Notwithstanding the foregoing, in the event of equal votes, the vote of the Chair or the person replacing shall be decisive. In the event of a strike by secret ballot, the proposal will be rejected.

The following decisions require a majority of 2/3 of the members present or represented, excluding abstentions neither in the numerator nor in the denominator:

- Amendment to the articles of association and cases that are assimilated to this, such as the decision to dissolve and liquidate.
- Exclusion of a member.

However, if the amendment of the statutes relates to the object or disinterested purpose of the association, it shall be adopted only if it has obtained 4/5 of the votes cast, including abstentions in neither the numerator nor the denominator.

The vote can be done by call, by a show of hands or, at the request of 1/3 of the members present or represented, by secret ballot. If the deliberations and decisions concern one or more persons, the vote shall always be conducted secretly.

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The Board may offer members the opportunity to participate remotely in the General Assembly by means of an electronic means of communication provided by the non-profit association. As regards compliance with the conditions of attendance and majority, the members thus participating in the General Assembly shall be deemed to be present at the place where the General Assembly is held.

For the purposes of participation by electronic means of communication, the non-profit association shall be able to verify the status and identity of the member referred to in the first paragraph by the electronic means of communication used. The use of the electronic means of communication may be subject to additional conditions, the sole purpose of which is to ensure the security of the electronic means of communication.

For the purposes of participation by electronic means of communication, the electronic means of communication shall, without prejudice to any restriction imposed by or pursuant to the law, at least enable such members to have direct, simultaneous and uninterrupted access to the discussions at the meeting and to exercise their right to vote on all matters on which the meeting is required to give its opinion. In addition, the electronic means of communication shall enable the members referred to in the first paragraph to take part in the deliberations and to ask questions.

The convocation to the General Assembly shall include a clear and precise description of the procedures relating to remote participation. If the non-profit association has an association website as referred to in Article 2:31 of the CCA, these procedures will be made accessible on the association website for those who have the right to participate in the General Assembly.

The minutes of the General Assembly shall indicate any technical problems and incidents that have prevented or disrupted participation in the General Assembly or in the vote by electronic means.

The members of the bureau of the General Assembly may not participate in the General Assembly by electronic means.

The Board may decide to allow members to vote remotely before the General Assembly by electronic means. The practical organisation of this preliminary vote will be communicated to the members together with the convocation of this General Assembly.

In this case, the Board will take the necessary measures to verify the status and identity of the member.

Members may unanimously and in writing take all decisions falling within the competence of the General Assembly, with the exception of amendments to the articles of association. In that case, the formalities of convening shall not be completed. The members of the Board and, where appropriate, the Statutory Auditor may, at their request, take cognizance of those decisions.

#### **Article 24: Report of the General Assembly**

The minutes of the General Assembly are recorded in a report book, which is kept at the registered office of the non-profit association. The minutes are signed by the chair and the directors who request them.

Each member has the right of access to this report book. In addition, the members are informed of the decisions of the General Assembly by e-mail.

Joined members and interested third parties, who wish to inspect the minutes of the General Assembly, can also submit a written request to the Administrative Body, which decides on this discretion.

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## **IV. GOVERNANCE AND REPRESENTATION**

### **Article 25: Composition of the Board**

The non-profit association is managed by a collegial Board, composed of at least 3 directors, whether or not members of the non-profit association.

If and as long as the association has fewer than 3 members, the Board may consist of 2 directors. If the Board is two-headed, any provision that grants a decisive vote to a member of the Board shall automatically cease to have its effect.

The directors are appointed by the General Assembly by simple majority of the members present or represented for a term of 2 years. Directors can be appointed for a maximum of 4 terms.

The candidate directors must meet the following conditions:

- have all their civil rights;
- be a member for at least 2 years and/or
- recognized by the Board as an expert or advisor from the field
- The application is supported by at least 2 joined members

The directors exercise their mandate without remuneration. The costs incurred by them in the exercise of their administrative mandate shall be reimbursed on presentation of the necessary supporting documents.

The directors appoint the following positions in their midst: chair and vice-chair. In addition, additional functions may be assigned to directors (e.g., treasurer and secretary).

### **Article 26: Driver co-optation**

Where a director's place opens before the end of his term of office, the remaining directors have the right to co-opt a new director.

The next General Assembly must confirm the mandate of the co-opted director. Upon confirmation, the co-opted director shall complete the mandate of his predecessor, unless the General Assembly decides otherwise. In the absence of confirmation, the mandate of the co-opted director ends at the end of the General Assembly, without prejudice to the regularity of the composition of the Board up to that point.

### **Article 27: Powers of the Board**

The Board is authorized to perform all acts of internal management that are necessary or appropriate for the realization of the object of the association, except for those acts for which the General Assembly is exclusively competent according to the law or according to these articles of association.

Without prejudice to the obligations arising from collegial management, in particular consultation and supervision, directors may divide the management tasks among themselves. This division of tasks cannot be invoked against third parties, even after they have been made public. Non-compliance does jeopardise the internal liability of the director(s) concerned.

The Board may delegate part of its administrative powers to one or more third parties' non-directors, without, however, this transfer being related to the general policy of the non-profit association or the general administrative authority of the Administrative Body.

The Board has an obligation, together with the other party, to seek the means to settle any dispute concerning the working conditions that the association enters into either by conciliation or arbitration.

The Board shall issue any internal regulations it deems necessary. Such internal regulations may not contain provisions that are contrary to the CCA or the articles of association. The internal regulations and

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any changes thereto are communicated to the members in accordance with Article 2:32 of the CCA or made available on the website of the legal entity. The most recent version of the internal regulations is always available for inspection at the headquarters of the non-profit association. If the Board changes the internal regulations, it is obliged to include this in the agenda and in the minutes of the Board.

The most recent version of the internal regulations dates from 21/08/2023. The Board may amend this reference in the articles of association and make it public.

### **Article 28: External representative power of the Board**

As a college, the Board represents the non-profit association in all actions in and out of court. It represents the association by the majority of its members.

Without prejudice to the general power of representation of the Board as a college, the non-profit association is also represented in and out of court by 2 directors, who act jointly. For the representation of the association in the light of administrative obligations and formalities (declaration, extracts, filing, registered mail, etc.), the signature of one director is sufficient.

The representative bodies cannot take legal acts related to the representation of the non-profit association in the purchase or sale of immovable property of the non-profit association and/or the establishment of a mortgage without the consent of the General Assembly. These restrictions of jurisdiction cannot be invoked against third parties, even after they have been made public. Non-compliance does jeopardise the internal liability of the representatives concerned.

The Board or the directors representing the non-profit association may appoint plenipotentiaries of the non-profit association. Only special and limited powers of attorney for certain or a series of certain legal acts are permitted. The authorised representatives bind the non-profit association within the limits of the power of attorney granted to them, the limits of which are objectionable to third parties in accordance with what applies to mandates.

### **Article 29: Disclosure requirements of the Board**

The appointment of the members of the Board and of the persons authorized to represent the non-profit association and their termination of office are made public by filing in the association file at the registry of the company court and publication of an extract in the Annexes to the Belgian Official Gazette. In any event, these documents must show whether the persons representing the non-profit association each bind the non-profit association individually, jointly or as a college, as well as the extent of their powers.

### **Article 30: Meetings of the Board**

The Board meets as often as the interest of the non-profit association requires, and at the request of a director, addressed to the chair. The convocation period for meetings of the Board is 7 calendar days.

The Board is convened by the Chair or by two directors. The chairperson presides over the meeting. In the event of his/her absence, he/she will be replaced by the vice-Chair or the director with the most seniority as a member of the Board of the association.

Each director may give written power of attorney to another director, who may exercise the corresponding voting rights, without, however, a director being the holder of more than 1 power of attorney.

### **Article 31: Attendance quorum and vote by the Board**

The Board can only validly deliberate and decide if the majority (at least half + 1) of the directors is present and/or represented.

The decisions within the Board are taken by a simple majority of the votes cast (= more votes for than against) of the directors present and/or represented. Notwithstanding the foregoing, in the event of an equal vote, the vote of the Chair (or the person replacing him) will be decisive. In the event of a strike by secret ballot, the proposal was rejected.

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Decisions of the Board may be taken by unanimous written agreement of the directors.

### **Article 32: Report of the Board**

A report is made of the decisions of the Administrative Body, which is kept at the headquarters of the non-profit association.

Every director and every member have the right to inspect the minutes.

The minutes shall be communicated to the directors by letter or e-mail.

The minutes of the meetings of the Board shall be signed by the Chair and the directors who request them; Copies for third parties are signed by at least one director.

### **Article 33: Conflict of interest**

Where the Board has to take a decision or decide on a transaction falling within its competence, whereby a director has a direct or indirect interest of a property nature that is contrary to the interest of the association, the director concerned must inform the other directors before the Board takes a decision. This statement and explanation of the nature of this conflicting interest should be included in the record of the meeting of the Board responsible for taking the decision. The Board is not permitted to delegate this decision.

The director with a conflict of interest may not participate in the deliberations of the Board on these decisions or transactions, nor in the vote in that regard. If the majority of the directors present or represented have a conflict of interest, the decision or the transaction is submitted to the General Assembly; if the General Assembly approves the decision or the transaction, the Board may carry it out.

This procedure shall not apply where the decisions of the Board relate to customary operations carried out under the conditions and securities normally applicable on the market to similar operations.

### **Article 34: End of administrative mandate by operation of law and by resignation**

If the term of office of a director has expired, the mandate ends by operation of law at the next General Assembly.

In addition, a director is deemed to resign if he/she no longer meets the conditions to become a director in the non-profit association, as stipulated in the articles of association. This is determined by the General Assembly.

Any director may resign by written notice to the Chair of the Board. The Chair shall submit his resignation to the Vice-Chair.

If a director resigns and as a result the number of directors falls below the statutory or statutory minimum, the director must remain in office until the General Assembly can reasonably provide for his replacement or the Board does so on the basis of the power to co-opt.

The mandate of a director ends by operation of law upon the death of this director.

### **Article 35: Resignation of directors**

The mandate of a director may be terminated at any time by the General Assembly with a simple majority of the votes present and represented.

The vote on terminating a director's mandate is secret.

### **Article 36: Committees and working parties.**

The Board may set up committees or working groups, whether permanent or not, in its midst or outside, the composition, powers, mission and, where appropriate, the fixed or variable remuneration of its members, charged to the association's general expenses.

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Special Interest Groups (SIGs) can be set up to study one or more parts and/or aspects of the field of Learning and Instruction more specifically and to give substance to conference themes of the association.

The organisation of any committees and working groups can be further regulated in the internal regulations and/or guidelines.

## **V. THE DAY-TO-DAY MANAGEMENT**

### **Article 37: Composition of the Daily Management**

The Daily Management shall comprise both acts and decisions which do not go beyond the needs of the association's daily life, as well as acts and decisions which, either because of their lesser importance or because of their urgency, do not justify the intervention of the Board.

The Board may entrust the Daily Management of the association, as well as the representation of the association with regard to that board, to one or more persons.

If it concerns several persons, these persons will act jointly, both with regard to the internal Daily Management and the external representative power for that Daily Management. The appointment decision must determine this in more detail and possibly differently.

The persons in charge of the Daily Management cannot take decisions and/or take legal acts related to the representation of the non-profit association within the framework of the Daily Management without the permission of the Board other than with the application of the modalities as stipulated in their appointment decision. These cannot be invoked against third parties even after they have been made public. Non-compliance does jeopardise the internal liability of the representatives concerned.

The Board is responsible for supervising the Daily Management.

### **Article 38: Disclosure requirements**

The appointment of the persons responsible for the Daily Management and their termination of office are made public by placing in the association file at the Registry of the Company Court and publication of an extract in the Annexes to the Belgian Official Gazette. In any event, these documents must show the extent of their powers and whether the persons representing the non-profit association in the field of day-to-day management each bind the non-profit association individually, jointly or as a college.

## **VI. DIRECTORS' LIABILITY**

### **Article 39: Liability of directors**

The directors and day-to-day directors (and all other persons who have had real administrative authority with regard to the non-profit association) are liable to the non-profit association for errors committed in the performance of their duties. This also applies to third parties insofar as the error committed is an extra-contractual error. However, such persons shall be liable only for decisions, actions or conduct which are manifestly outside the margin within which normally prudent and prudent directors, placed in the same circumstances, may reasonably disagree.

Since the Board constitutes a college, their liability for the decisions or omissions of this college is joint and several.

However, in respect of errors in which they have had no part, they are relieved of their liability if they have reported the alleged error to the collegial Administrative Body. This report, as well as the discussion to which it gives rise, shall be recorded in the minutes.

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This liability, together with any other damage liability arising from the CCA or other laws or regulations, as well as the liability for the debts of the legal person referred to in Articles XX.225 and XX.227 of the Code of Economic Law is limited to the provisions of art. 2:57 of the CCA amounts withdrawn.

## **VII. ACCOUNTS**

### **Article 40: Financial year**

The non-profit organisation's financial year starts on 1 January and ends on 31 December.

### **Article 41: Accounting**

The accounts shall be kept in accordance with the provisions of the CCA and the relevant implementing decrees.

The Board submits the annual accounts of the previous financial year and the budget to the Annual General Assembly for approval.

After the Board was accountable for the policy in the previous year, the General Assembly decides on the discharge to the directors. This is done by separate vote. This discharge shall only be legally valid if the true state of the association is not concealed by any omission or incorrect statement in the annual accounts, and, in the case of extra-statutory transactions or transactions contrary to the CCA, if these are specifically indicated in the summons.

The annual accounts shall be filed in the file at the Registry of the Company Court within thirty days of approval by the General Assembly. Where applicable, the annual accounts are filed with the National Bank in accordance with the CCA and the relevant implementing decrees.

### **Article 42: Supervision by a statutory auditor**

As long as the non-profit association does not exceed the criteria laid down in the Companies and Associations Code for the last closed financial year, the non-profit association is not obliged to appoint a supervisory director.

As soon as the non-profit association exceeds the criteria laid down in the Companies and Associations Code, it must entrust one or more supervisory directors with the audit of the financial situation, the annual accounts and the regularity in the light of the law and the articles of association and of the transactions to be determined in the annual accounts.

The statutory auditor is appointed by the General Assembly among the members of the Institute of Auditors for a term of three years. The General Assembly also determines the remuneration of the statutory auditor and also decides on the discharge of the statutory auditor.

## **VIII. DISSOLUTION AND LIQUIDATION**

### **Article 43: Voluntary dissolution of the non-profit association**

The association may be dissolved at any time by the General Assembly. The General Assembly is convened to discuss proposals for the dissolution of the non-profit association, submitted by the Board or by at least 1/5 of all members.

In order to deliberate and decide in a valid manner on the dissolution of the non-profit association, at least 2/3 of the members must be present or represented at the General Assembly. The decision to dissolve must be taken by a special majority of at least 4/5 of the votes present or represented.

In the non-profit organizations that have to appoint one or more supervisory directors, the proposal for dissolution is explained in a report drawn up by the Administrative Body, which is mentioned in the agenda

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of the General Assembly that must decide on the dissolution. That report shall be accompanied by a statement of assets cfr. Art. 2:110§2 CCA. In the absence of one of these two reports, the decision of the General Assembly is null and void.

If the proposal for dissolution is approved, the General Assembly appoints 1 or more liquidator(s), the assignment of which it defines.

From the decision to dissolve, the non-profit association always states that it is "non-profit association in liquidation" in accordance with the CCA. A non-profit association in liquidation may not change its name and only under the conditions stipulated in art. 2:117 WVV move its seat.

#### **Article 44: Allocation of the assets of the non-profit association after dissolution**

In the event of dissolution and liquidation, the General Assembly or the liquidator(s) decides on the allocation of the non-profit association's assets. In any case, it is intended for an association or foundation with a similar disinterested purpose.

#### **Article 45: Disclosure requirements**

All decisions concerning the dissolution, the liquidation conditions, the appointment and termination of office of the liquidators, the closure of the liquidation and the destination of the asset are filed in the association file at the Registry of the Company Court and published in the Annexes to the Belgian Official Gazette in accordance with the CCA and its implementing decrees.

#### **Article 46: Slot**

For all cases not regulated by these articles of association, the provisions of the Companies and Associations Code ('CCA') or the legislation that replaces them and the (future) implementing decrees apply.

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