Proposal for changes to the AEC Statutes 2022 – English – with tracked changes

THE ASSOCIATION EUROPÉENNE DES CONSERVATOIRES, ACADÉMIES DE MUSIQUE ET MUSIKHOCHSCHULEN

AEC STATUTES

English version (translation) of the 2022 Statutes with tracked changes

NAME – REGISTERED OFFICE – DURATION – OBJECT

Article 1

1.1 The name of the Association is: "Association Européenne des Conservatoires, Académies de Musique et Musikhochschulen", in abbreviated form "AEC".

1.2 All deeds, invoices, announcements, publications and other documents from the association must indicate the name preceded or immediately followed by the following words, written legibly and in full: "international non-profit association" or the acronym "AISBL", and the address of the association's head office.

1.3 The association's head office is located in the Brussels-Capital region.

1.4 It may be transferred elsewhere in Belgium by simple decision of its administrative body, on condition that such a transfer does not require the modification of the language of the articles of association, in application of the applicable language regulation. This transfer shall be announced in the Appendices to the *Moniteur belge* (Belgian official gazette).

If the head office is transferred to another Region, the administrative body shall be able to modify the articles of association.

If, due to the transfer of the head office, the language of the articles of association must be modified, only the General Assembly has the power to take this decision subject to the respect of the rules laid down for the modification of the articles of association.

1.5 Administrative headquarters may be created in Belgium or abroad by decision of the administrative body.

1.6 The association is founded for an undetermined duration. It may be wound up at any time.

VISION, MISSION AND ACTIVITIES OF THE ASSOCIATION

Article 2

2.1 The vision and mission of the Association are presented in a strategic plan adopted by the General Assembly of AEC.

2.2. The main activities of AEC comprise the fields listed below:

- AEC represents and defends the interests of the higher music education sector at national, European and international levels by advocacy and lobbying.
- AEC puts the member institutions in contact with other organisations and persons, in Europe and worldwide, who are active in relevant fields aiming to promote European higher music education.
- AEC supports its members by responding to their needs, wishes and priorities whilst providing informed advice that helps define their orientation in order to advance European higher music education as a whole.
- AEC regularly organises events, meetings, platforms and seminars to reinforce networking through the sharing of experience, ideas and good practices between member institutions.
- AEC directs, co-ordinates and takes part in chosen collaborative projects relevant to higher music education in cooperation with AEC member institutions and/or external partners.
- AEC is also the memory of the implementation of the Bologna process, appropriately documenting publications, reports of working groups and any other important files on the subject.

The association may grant loans in any form whatsoever, make donations, subsidise any partner institutions, associations and/or foundations or selected companies or legal entities, provided that these commitments and acts contribute to supporting a non-profit cause.

It may accomplish all acts relating directly or indirectly to its aims. It may notably assist and take an interest in any activity with similar aims to its own or allowing its activity to be highlighted; thus the association may work with other institutions, associations, foundations or companies with the intention of acting to achieve aims compatible with those that it has fixed for itself.

Any modification to the aims pursued by the association and/or the activities that form its aims must be approved by the King.

MEMBERS OF THE ASSOCIATION

Article 3

3.1. The Association may have ~~active~~ **members, associate members and affiliates members**. ~~Hereinafter, unless otherwise specified, the term "member" or "members" only refers to active or associate members.~~

3.2. The status of ~~active~~ member may be acquired, based on an appropriate candidature file, by any conservatoire, academy or university of music, Musikhochschule or other equivalent institution within the European Higher Education Area (EHEA) and countries identified for reinforced cooperation in the context of the European Neighbourhood Policy (countries of the ENP), where courses are prepared, managed and provided which offer programmes of orientation and professional quality, designed to prepare students for a professional activity in the musical field. To obtain the status of ~~active~~ member, the institution must be involved in providing at least one education programme at a level higher than level 4 in the European Qualifications Framework (EQF).

Commented [LM1]: The term "active member' is replaced by 'member' throughout the entire document.

3.3. The status of associate member includes several categories and concerns, based on an appropriate candidature file, and concerns the following institutions:

* MA 1 Institutions *outside* EHEA and ENP countries in compliance with article 3.2 above, which offer the same level of training as that indicated in this same article 3.2.
~~* MA 2 Music teaching institutions located in EHEA and ENP countries, but which do not offer higher education programmes at level 4 of the European Qualifications Framework (EQF). Candidates must include, in their candidature file, proof of their legitimate interest in being part of the AEC network.~~
* MA 2~~3~~ Organisations in and outside the EHEA and ENP countries, other than those indicated in articles 3.2 and 3.3 MA 1 ~~and MA 2~~, which are active in, or linked to, other educational fields relating to music professions. Such organisations include music teaching institutions which do not offer education programmes at a level higher than level 4 in the EQF. Candidates must include, in their candidature file, proof of their legitimate interest in being part of the AEC network.

Commented [LM2]: Categories MA 2 and MA3 of associate members are merged for simplification.

3.4. Associate members may attend the general meetings and may be invited to take part in internal debates but they ~~. Associate members~~ are not authorised to take part in formal voting procedures. Associate members cannot~~or to~~ be part of the Association's administrative structure, except if they are invited to do so following articles 4.2. and 4.3.

3.5. Institutions that meet the requirements for ~~active~~ membership cannot be accepted as associate members. Associate members that acquire the prerequisites to be a~~n active~~ member as described in article 3.2 during their membership switch to ~~active~~ membership.

3.6. The Council may invite associations or networks, which are not members~~active~~ or associate members, but show a legitimate interest in being part of AEC as affiliates.

3.7. The Council keeps a list accessible to the public of the names and addresses of ~~active~~ members, associate members and affiliates.

BODIES OF THE ASSOCIATION

Article 4

4.1. The Association's decision-making bodies are the following:
- The General Assembly as the Association's general governing body;
- The President who, in normal circumstances, chairs the Council and the Executive Committee;
- The Council which is responsible for the administration of the Association;
- The Executive Committee as a standing committee of the Council formed by the President, the two Vice Presidents and~~,~~ the Secretary General. ~~and the Executive Director.~~

Commented [LM3]: This change aims at clarifying the situation: the Director is not elected and does not have voting rights on this Committee. It has a role of preparation and support.

- The missions and duties of the aforesaid bodies are described in greater detail in articles 5 and 8 of these Articles of Association.

4.2. In addition to the bodies mentioned in point 4.1 above, the General Assembly may decide to put in place other bodies to bring together groups with common interests (e.g. students, teachers, associate members subject to point 3.3. ~~MA 1 or MA 2~~). These other bodies are not able to take official decisions. The General Assembly may fix a date when the capacity of a supplementary body expires.

4.3. Any group set up as a body according to the terms of article 4.2 may have one of its representatives as co-opted member of the Council according to article 7.7. except if this is in contradiction with other regulations of these articles of association.

4.4. The provisions contained in these Articles of Association for ordinary bodies apply by analogy to the selection and composition of the bodies mentioned in 4.2, the organisation of their work methods and the keeping of their minutes.

GENERAL ASSEMBLY OF THE ASSOCIATION

Article 5

5.1 The General Assembly is the Association's general governing body.

5.2 If the Council judges it necessary, and as often as it judges it necessary, but at least once a year, the members shall hold a General Assembly. A General Assembly may also be convened if at least one tenth of the members make the request in writing, explaining clearly the reasons and purposes of this request. The General Assembly gathers in a place chosen by the Council, except when it is organised remotely as foreseen in the statutes.

Commented [LM4]: For consistency with article 5.11.

5.3 The invitation to attend the General Assembly is sent in writing to the members whose addresses appear on the list to which reference is made in article 3.7, at least one month before the date of the said meeting.

5.4 Within the Association, the General Assembly is vested with all powers that have not been granted to the Council in application of the law or the Association's articles of association. These concern in particular the right to elect the members of the Council and, among them, the~~AEC~~ President, the V~~v~~ice-P~~p~~residents~~,~~ and the G~~g~~eneral ~~s~~Secretary ~~and the members of the Council~~, to decide on the Association's strategic planning, to approve the annual accounts for the past financial period and the budget for the next financial period ~~financial report~~, and to rule on the membership fees.

Commented [LM5]: Clarification that the members of the Executive Committee are elected among the Council members

Commented [LM6]: For precision and consistency with article 14.1.

5.5 Each~~All active~~ member~~s~~ has~~ve~~ the right to take part in the General Assembly, speak and submit proposals, and ~~each~~ has the right to one vote. The member institutions are represented by their director or an authorised representative. A~~n~~ ~~active~~ member is bound to inform the Council, before the meeting, of the name of the natural person who represents it.

5.6 ~~Active m~~Members who cannot be present at the General Assembly can give a vote by proxy only to another ~~active~~ member of the Association. Nobody can hold more than three proxies.

5.7 The General Assembly shall be chaired by the President or, in the case of his or her absence, by a Vice-President.

5.8 All associate members have the right to take part in the General Assembly, but may only speak when invited to do so by the Chair, and have no voting right.

5.9 The resolutions of the General Assembly are adopted with an absolute majority of the votes of active members present or represented, irrespective of the number of active members present or represented, unless stipulated otherwise by the law or the articles of Association. There is one vote per each active member institution. In the case of an equally split vote, the proposal is deemed not to have been accepted.

5.10 In the ~~specific~~ case of voting on the election of members of Council and the Executive Committee, ~~an absolute~~a simple majority of the votes of active members~~those~~ present or represented by proxy is sufficient for the candidate's election to be confirmed. In the case of an equally split vote between two candidates, there will be a fresh ballot taken. Should this produce a further split vote, the majority of votes cast by existing Council members in a separate ballot will determine the result.

5.11 In certain cases that are clearly defined by the General Assembly by majority absolute (cf. 5.9), the General Assembly may take decisions by a consultation procedure via circulars (by email or online form) or ~~through online meetings under the conditions and in compliance with the procedures provided for in article 14.1 of the Association's articles.~~ be held remotely via electronic means or any means of vocal communication (conference call), visual communication (video conference) or literal conference (discussion on a secure internal or external platform or by the exchange of emails of all members connected at the same time to the same messaging system). The members who take part, in this way, in the General Assembly are deemed present in the place where the General Assembly is held, for the respect of the conditions of presence and majority. At the proposal of the AEC Council, the General Assembly may update the list of cases that may be settled by consultation via circulars or online, upon request and at the majority of votes, in compliance with article 5.9. Staff issues are not submitted to consultation via circulars or online. The period between the announcement of a ballot and the time limit for voting must be at least one month.

5.12 If, for justified reasons, it is not possible to hold a General Assembly as a physical event, the General Assembly can also be held online. In such a case, voting procedures and decision making must meet the legally required standards of data security.

5.13 Minutes shall be kept for all the debates of the General Assembly. The Chair shall appoint the person responsible for drafting the minutes and drawing up a report – generally a member of the AEC Office team as mentioned in 8.11. Draft minutes or preliminary minutes shall be communicated to the Executive Committee for approval. The definitive minutes shall be drawn up during the General Assembly or at the next General Assembly then approved and signed by the AEC President and a member of the Executive Committee.

5.14 Once approved, the minutes are sent as an attachment by email to all AEC active and associate members and published on the Association's website.

Commented [LM7]: Simplification of the election procedure of Council members.

Commented [LM8]: This is added to include the current practice for the approval of the annual accounts.

Commented [LM9]: This text is already in the statutes. It is moved from article 4.1 so that all elements about the formats of the General Assembly are gathered in one article.

PRESIDENT AND VICE PRESIDENT

Article 6

6.1 The Association has a President who, in normal circumstances, chairs the Council and the Executive Committee. In addition to a President, the Association has two Vice Presidents.

6.2 The President is elected by the General Assembly from among ~~the~~ current and former Council members. Any person who has sat on the AEC Council for at least three years may apply for the position of President. Any person who has sat on the AEC Council for at least one year may apply for the positions of Vice-President and Secretary General.

Commented [LM10]: Former Council members were already eligible (cf. Roles, Duties and Eligibility of Council members) but this is now clarified in the statutes.

Commented [LM11]: This is new.

6.3 The President directs the Association and ensures its legal and public representation internally and externally. In the case of unavailability, the President may be represented in these duties by one of the two vice presidents or as described in article 8.7.

6.4 In addition to those indicated elsewhere in these Articles of Association, the President's duties are as follows:

- To convene and chair the meetings of the bodies specified in articles 4, 5, 7 and 8;
- To represent the Executive Committee and the Council between meetings;
- In the case of urgent decisions requiring the approval of the Council, the President is authorised to implement a resolution of the Council adopted by the procedure of a written circular or, in particularly serious and urgent cases, to approve it in the name of the Council. In this latter case, the President is bound to immediately inform the Council of this.
- The President may take part in the meetings of the AEC office team, committees and working groups. The President's presence must be announced in advance to the members of the respective groups.

THE COUNCIL

Article 7

7.1 The Council of the Association (hereinafter "the Council") shall be composed of at least six and no more than twelve elected members, including an Executive Committee formed by members with specific additional responsibilities.

Commented [LM12]: For clarification, as there are also co-opted members on AEC Council

7.2 An incomplete Council or Executive Committee is still competent, despite the obligation to elect additional members.

7.3 The Council members are elected from among the representatives of active member institutions by the General Assembly (cf. 5). The ~~same applies for the election of~~ members of the Executive Committee ~~with voting rights, who~~ are elected from among the Council members. The Council members must be affiliated with member institutions located in different countries, in order to ensure the geographical diversity of the Board. The Board shall also strive to ensure balanced regional and gender representation.~~No country may be represented on the Council by more than one active member. To be able to represent a country, it is essential for the elected person to be affiliated to a member institution from that country at the time of the elections. The Council shall make every effort to achieve a balanced regional, geographic and gender representation~~.

Commented [LM13]: This is a reformulation to clarify that Council members do not represent a specific country.

7.4 Members of Council are appointed for a period of three years. Each Council member may be re-elected for no more than one further period of three years to the same position on the Council.

7.5 Any member of the Council may resign before the end of his or her term of office of three years. In such a case, the member must normally announce his or her intention sufficiently in advance for proposals of candidates for his or her post to be received before the next General Assembly. The resigning member must also, normally, remain in office until the election of his or her replacement.

7.6 In the exceptional case that the conduct of a Council member is considered to be a reason for the person's removal from office, the implementation of this procedure requires a written request including a clear description and explanation of the reason why the motion was brought forward by at least 1/10th of the members of the General Assembly.

~~7.6~~7.7 In addition to its 6 to 12 members elected by the General Assembly and without prejudice to the provisions of article 4.2 of the articles of association, the Council co-opts two student representatives. The two Student Members of the AEC Council will normally be the President and Vice-President of the Europe Performing Arts Students' Association (EPASA) or members of the Board of EPASA. They may exercise their function on AEC Council for no more than six consecutive years, and within this period, no longer than their term as EPASA Board member. Each of the two Student Members of the AEC Council has a voting right.

Commented [LM14]: This is a new article inspired from the following article (which is pre-existing) to make a distinction between student co-opted members and other co-opted members. The Student co-opted members will have a voting right and a permanent seat.

~~7.7~~7.8 In addition to its 6 to 12 members elected by the General Assembly and the two co-opted Student representatives, and without prejudice to the provisions of article 4.2 of the articles of association, the Council ~~itself~~ may co-opt ~~from time to time~~ a maximum of two additional members representing special interest groups (for instance: associate members, teachers, ~~students,~~ etc.). These co-opted members representing special interest groups may be appointed in consultation with the relevant interest group within AEC. The co-opted members remain in place for as long as the Council so wishes, but no co-opted member may exercise this function for more than six consecutive years. ~~, and there must never be more than three co-opted members in place at the same time.~~ The opinions of the co-opted members are duly taken into consideration, but the latter do not take part in the voting of the Council.

Commented [LM15]: This article is adjusted as a consequence of the new article 7.7 above.

7.9 All Council members, whether they are elected by AEC active members, nominated or co-opted, act independently and do not represent the organisation they work for, study in or are on the Board of.

Commented [LM16]: This is a new article to clarify the independence of Council members.

~~7.8~~7.10 The Council and the Executive Committee are normally chaired by the President of the Association, as explained in detail in article 6.

~~7.9~~7.11 In addition to a President and its two vice presidents, the Association has at its disposal a General Secretary who carries out the duties of secretary and treasurer. The President, the two vice presidents and the General Secretary are elected by the General Assembly from among the Council Members as explained in article 5.4.

~~7.10~~7.12 The Executive Committee is composed of the President, the two vice presidents and~~,~~ the general secretary ~~and the executive director of the AEC (cf. 8.10). The executive director prepares the Assemblies of the Executive Committee but does not have the right to vote~~.

Commented [LM17]: The role of the director is mentioned in article 8.10.

~~7.11~~7.13 The members of the Executive Committee are elected for a period of three years. Each Executive Committee member may be re-elected for no more than one further period of three years to the same position on the Executive Committee.

~~7.12~~7.14 Council members elected to a post in the Executive Committee, or Executive Committee members elected to a different post in that committee, are eligible, subject to successful re-election, to serve for up to two full terms of three years in each new post. The total duration of all mandates must not exceed 15 years.

COUNCIL AND EXECUTIVE COMMITTEE DUTIES AND REPRESENTATION

Article 8

8.1 The Council is responsible for the administration of the Association, including the management of funds and other assets of the Association. The Council members perform their duties in a collegial manner.

8.2 More particularly, the Council has the mission of:
- Defending the mission and nature of the Association and supervising all its activities;
- Proposing the Association's strategic direction to the General Assembly,
- Deciding on the admission of ~~active~~ members and associate members (cf. 10.1)
- Monitoring the Association's financial health and solvency, the protection of its assets and the effective and efficient use of resources;
- Examining the annual accounts and the financial statements and submitting them to the General Assembly for approval;
- Verifying that the funds and subsidies from external financing bodies are used in compliance with the financial regulations or other similar obligations of these bodies.
- Assuming all additional responsibilities defined and published in the form of internal regulations completing these articles of association.

8.3 The resolutions of the Council are adopted at the absolute majority of votes, whatever the number of members present. In compliance with the decisions taken by the Council, the conditions stipulated in article 5 apply and take into account the following elements:
- The Council meets at least twice a year, except in case of *force majeure*
- The Council also meets if at least three of its members request an additional meeting.

8.4 The Executive Committee is a standing committee of the Council. It has all the powers of the Council between the meetings of the Council, unless otherwise specified by the Council.

8.5 More particularly, the Executive Committee is responsible for:

- Specifying the fundamental topics that will be addressed by the Council and/or the General Assembly;
- Deciding on the acceptance of active and associate members between the Council meetings (cf. 10.1);
- Ratifying overall salary policy concerning employees of the Association;
- Approving periodic financial reports of the Association, in particular the interim updating of the current year's budget;
- Giving provisional approval to the previous year's accounts within six months of the financial year end;
- Approving financial transactions and contracts which are above the approved budgets of the employees of the Association;
- ~~Acting as a Nominations Committee for the appointment of persons to the Council;~~
- ~~Exercising any further responsibilities that may be determined and published as internal regulations supplementing these articles of the association (cf. 13);~~
- ~~Exercising any other power of the Council which the Council may resolve to delegate it.~~

Commented [LM18]: This is not anymore a practice of the Executive Committee.

Commented [LM19]: These two points are obvious and do not need to be listed in the statutes. They will be mentioned in the Internal Regulations

8.6 The resolutions of the Executive Committee are adopted at the ~~absolute~~ simple majority of votes cast, independently of the number of members present. Generally, the Executive Committee gathers at least twice a year, between Council meetings. In principle, additional meetings are held ~~in the form of an audio conference~~online. To validate a decision taken during an online meeting ~~by audio conference~~, a quorum of at least two~~three~~ members is required.

Commented [LM20]: Simplification of the ExCom voting procedures and format.

8.7 The Association shall be represented in and out of court by Council members acting collectively, by two members of the Executive Committee acting jointly or by the President or the General Secretary acting unilaterally.

8.8 By means of a written resolution, the General Assembly may stipulate that the Council may not take decisions described in that written resolution without the General Assembly's prior consent.

8.9 The services of the members of the Council are honorary. However, any expenditure for the Association incurred at the specific request of the Council may be reimbursed and should be mentioned in the finance report presented to the General Assembly. Travelling expenses of Council members for the purpose of attending meetings are initially met by their own institutions. In those years where the Association's budget permits, they may be reimbursed partially or in full. In the event of partial reimbursement, priority will be given to members of the Executive Committee, whose meetings are more numerous and whose costs are correspondingly greater.

8.10 The Council may appoint, with the title of Executive Director, one or more persons responsible for performing the duties assigned by the Council, these comprising the day-to-day management and the representation of the Association in respect to this day-to-day management. The day-to-day management comprises both the acts and decisions that do not exceed the needs of the Association's day-to-day life and those that do not justify the intervention of administrative bodies due to their minor importance or their urgency. Any restriction to the power of representation granted to the person responsible for the day-to-day management is not enforceable on third parties even if it is published.

8.11 As regards hierarchy, an Executive Director reports directly to the Council or the President. The Executive Director may be assisted by an administrative team. The team may also comprise Vice Executive Director representing the Executive Director in all the latter's duties, in the case of the latter's unavailability.

FINANCIAL RESOURCES OF THE ASSOCIATION

Article 9

The Association's financial resources stem from:
- the annual membership fees of active and associate members
- subsidies
- legacies and donations
- remunerations for services provided
- any other financial support.

ADMISSION OF MEMBERS OF THE ASSOCIATION

Article 10

10.1 The Association's Council shall decide on the admission of active and associate members. In cases where the scheduling of Council meetings means that an application for admission will be significantly delayed if deferred to the next meeting, ~~Council may delegate~~ the decision is delegated to the Executive Committee. Where the Executive Committee's decision is to accept, this is enacted immediately; where the Executive Committee feels unable to approve an application, the matter is referred to Council for a collective decision at its next meeting.

Commented [LM21]: Reformulation without changing the content of the article.

10.2 In the case of refusal of admission by the Council, the candidate institution shall be informed of this within 30 days of the Council meeting. The letter transmitting this information must indicate the reasons for the refusal, which must be based on article 3.2 for ~~active~~ members and article 3.3 for associate members~~, categories AM 1 to AM 3~~. ~~The letter shall also inform the relevant institution of its right to request a re-examination of the decision by the General Assembly. The institution may, if it so wishes, write to the AEC President (in the latter's capacity of President of the General Assembly) to ask for the decision to be placed on the agenda of the next General Assembly. In such a case, the decision of the General Assembly is without appeal.~~

Commented [LM22]: It is best to take out this possibility for applicants to by-pass the decision of the AEC Council. This never happened and the applicant always has the possibility to write back to the AEC Council and bring further evidence.

LOSS OF MEMBERSHIP

Article 11

11.1 Membership is lost:
a) due to the winding-up of a member or associate member institution
b) due to the resignation of the member or associate member institution, ~~the resignation to~~which shall be notified by ~~registered letter~~email to the General Secretary of the Association.

Membership may be lost:

c) by decision of the Association. ~~–~~This is notably the case when a member or associate member institution:
   - does not fulfil all its financial obligations of member or associate member in respect to the Association
   - no longer fulfils the conditions of membership.

Loss of membership, as described in article 11.1 (c) shall be decided by the Council, on request. Any ~~(active)~~ member of the Association with a voting right has the possibility of making such a request. Before ruling on this request to the Council, the points of view on the subject of the relevant member institution and the Executive Committee must be collected.

Should membership be lost due to non-satisfaction of the membership conditions (e.g. in the case of loss of approval), the Council, on the proposal of the Executive Committee, shall be able to place the relevant institution in another member category, according to the terms of article 3 of these articles of association.

11.2 Loss of membership, whether due to the member, the associate member or the Association, takes effect at the end of the Association's financial year, subject to one month's notice. However, the loss of membership may take effect immediately if the membership may not reasonably be maintained, due to the Association or the member or associate member.

11.3 In the event of loss of membership by decision of the Association, the relevant member institution shall be promptly informed. The letter sent to the institution must contain the reasons for the loss of membership~~, and inform the said institution of its right to request the re-examination of the decision by the General Assembly. It is then incumbent on the institution to write to the AEC President (in the latter's capacity of President of the General Assembly) to ask for the decision to be listed on the agenda of the next General Assembly. In such a case, the decision of the General Assembly is definitive~~.

Commented [LM23]: It is best to take out this possibility for applicants to by-pass the decision of the AEC Council. Institutions always have the possibility to become a member of AEC again if they meet the conditions, by explaining this to the AEC Council and bring evidence.

ANNUAL MEMBERSHIP FEES

Article 12

The ~~active~~ members and associate members are bound to pay an annual fee, the amount of which is decided at the Association's General Assembly, on the Council's proposal. The members and associate members must pay their annual fee before 31 ~~October~~ May of the current year.

Commented [LM24]: The date of payment of the annual membership is brought forward.

INTERNAL REGULATIONS

Article 13

Internal regulations that specify the provisions of these articles of association and fix the practical arrangements for the activities of the Association shall be drawn up by the Council.

Only the Council is competent to modify the internal regulations.

Each year, the Council shall re-examine any internal regulations in force and shall adapt them if necessary.

FINANCIAL PERIOD – ANNUAL ACCOUNTS – BUDGET – AUDIT

Article 14

14.1. The financial period starts on the first of January and ends on the thirty-first of December of each year.

Each year, the Council prepares the annual accounts for the past financial period, in compliance with applicable legal provisions, and the budget for the next financial period. They are submitted for approval to the General Assembly at the next meeting, which shall be held through the means described in article 5.11, ~~which may be held remotely by electronic means or any means of vocal communication (conference call), visual communication (video conference) or literal conference (discussion on a secure internal or external platform or by the exchange of emails of all members connected at the same time to the same messaging system). The members who take part, in this way, in the General Assembly are deemed present in the place where the General Assembly is held, for the respect of the conditions of presence and majority~~.

Commented [LM25]: This text is moved to article 5.11 so that there is only 1 article that brings together all points related to the format of the General Assembly.

14.2 The General Assembly appoints each year a commission of at least two members, who are not part of the Council, to conduct an audit of the balance sheet and the profit and loss account. The Council is bound to provide the commission with all information required for the audit that it conducts, to present the cash position and the account balances, and to allow inspection of the Association's accounting documents. The commission checks the balance of the profit and loss account. Should the commission consider that the skills of a certified accountant (expert-comptable) are necessary, it may call on the services of such an accountant, the Council bearing the costs. The commission presents its written report to the General Assembly.

14.3 If the association is legally bound to do so, the auditing of its financial position, annual accounts, and compliance with applicable law and these articles of association of the transactions recorded in the annual accounts must be entrusted to one or more auditors, appointed by the General Assembly from among the members of the Belgian Institute of Company Auditors (Institut des Réviseurs d'Entreprise) for a renewable term of three years.

14.4 Accounts are held in compliance with the legal provisions on the matter.

MODIFICATION TO THE ARTICLES OF ASSOCIATION

Article 15

The articles of association may be modified at any time by decision of the General Assembly.

The General Assembly may only validly deliberate and decide on a modification to the articles of association if the invitation to attend contains the agenda for the proposed modifications and at least one third (1/3) of the ~~active~~ members are present or represented.

If this quorum is not achieved, a second meeting must be called, with the same agenda and in the same conditions as the first. This second meeting shall validly deliberate whatever the number of members effectively present or represented. The second meeting may be held by electronic means or any means of vocal communication (conference call), visual communication (video conference) or literal communication (discussion on a secure internal or external platform or by the exchange of emails of all members connected at the same time to the same messaging system). The members who take part, in this way, in the General Assembly are deemed present in the place where the General Assembly is held, for the respect of the conditions of presence and majority.

A modification to the articles of association shall only be adopted if it gathers a majority of two thirds (2/3) of the votes.

The modifications made to the Association's object shall only be effective after approval by the King

Modifications to the powers, and method for convening and decision taking of the General Assembly, the conditions in which its resolutions are made known to active members, the conditions for modifying the Articles of Association, the conditions for winding-up and liquidating the Association, and the non-profit object to which the Association should allocate its assets, in the case of winding-up, must be recorded in a notarised document before a Belgian solicitor.

WINDING-UP – LIQUIDATION – ALLOCATION OF ASSETS

Article 16

The General Assembly may only validly deliberate on the winding-up of the Association if at least one third (1/3) of the active members are present or represented. If this quorum is not achieved, a second meeting shall be convened and held in the same conditions as those described above in article 15.

A decision shall only be adopted if it gathers a majority of two thirds (2/3) of votes.

In all cases of voluntary or court-ordered winding-up of the Association, the General Assembly shall appoint one or more liquidators and shall fix the method for liquidating the Association.

Any net assets shall be allocated to a non-profit purpose as similar as possible to the Association's object.

GENERAL PROVISIONS – APPLICABLE LAW

Article 17

The translations of these articles of association, which have been approved by the Council, are valid for all the members. In the case of dispute, the French version applies.

For questions and disputes not settled by these articles of association, reference is made to the Belgian Company and Association Code (*Code belge des societies et des associations*) and clauses contrary to compelling provisions shall be considered unwritten.