

Articles of Association

Volt Belgium ASBL/VZW

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Part I. The Association

Article 1 - Name, legal form, logo

The name of the association (Association) is "Volt België - Belgique - Belgien", or in its shortened form "Volt Belgium".

The Association has the status of a non-profit association (in Dutch "vereniging zonder winstoogmerk", or in French "Association Sans But Lucratif", or in German "Vereinigung ohne Erwerbszweck") and it is governed by the Belgian Code of Companies and Associations (in these Articles of Association further on referred to as the "Code").

All published materials and electronic communications of the Association must always be preceded or followed immediately in Dutch by "vereniging zonder winstoogmerk" or the initials "vzw," or in French by "Association Sans But Lucratif" or the initials "ASBL," or in German by "Vereinigung ohne Erwerbszweck" or the initials "VoE."

Article 2 - Seat and registered office

The seat and registered office of the Association is located in the Brussels Capital Region. The seat and registered office of the Association may be relocated to another premise only by agreement of the General Assembly on proposal of the Organ of Administration of the Association and in accordance with applicable legal provisions.

Article 3 - Purpose and Activities

The Association is created in order to pursue the objectives of the transnational and pan-European political movement Volt Europa, based on the Volt Charter of Volt Europa.

The Association is or takes the necessary steps to be a Member Association of Volt Europa.

The Association observes the values on which the European Union is founded, as expressed in Article 2 of the Treaty on European Union, namely respect for human dignity, freedom, democracy, equality, the rule of law and respect for human rights, including the rights of persons belonging to minorities.

The Association may, inter-alia, carry out the following activities in order to achieve its purpose including:

- (a) Through its Organ of Administration, represent the Volt movement in Belgium in all legal proceedings;
- (b) Establish, support and promote local assemblies of Volt in Belgium including through activities at the local, provincial and regional level in collaboration with Volt Europa, its Member and Associated Member Associations, and its members;

- (c) Ensure the effective financial and operational oversight and regulatory compliance of the movement, the Association, and the electoral lists of Volt in Belgium;
- (d) Ensure the operational efficiency of the Volt movement in Belgium by:
 - (i) facilitating, supporting, and coordinating the operation of all Members across all functions and ensuring coherence of the organisational structures;
 - (ii) assisting Members in promoting the Volt movement and running for elections in Belgium; and
 - (iii) providing supplemental training for Members alone or in collaboration with Volt Europa.

The Association may carry out all acts directly or indirectly related to the achievement of its purpose and activities. To that end, it may buy, sell, take on lease and let out, possess all movable and immovable property and facilities, mortgage the same, accept inter vivos and testamentary gifts subject to the authorisations foreseen by applicable legal provisions.

Article 4 - Duration

The Association is created for an unlimited duration.

Article 5 - Dissolution

In accordance with Belgian legal provisions, the General Assembly must meet a quorum of at least two-thirds (2/3) of the Effective Members validly listed in the Register of Effective Members on the date the General Assembly convocation was published to validly take a decision to dissolve the Association. If such a quorum has not been reached, the General Assembly may be convened at earliest 15 days after the failed General Assembly and no quorum is then required.

In accordance with Belgian legal provisions, the Association may be dissolved at any time by decision with a four-fifths (4/5) majority of the Effective Members present and represented (by procuracy) or voting electronically if foreseen by the Electoral Commission.

In the event of dissolution of the Association, for whatever reason, the liquidation shall be carried out by one or more liquidators who shall perform their duties, either by virtue of a resolution by the General Assembly, or, in the absence thereof, by Court decision that may be initiated by any interested party, the allocation of the possible net assets after liquidation shall be determined by the General Assembly, or, in the absence thereof, by the liquidators. This asset will have to be allocated for a disinterested purpose as close as possible to the purpose of the Association as described in these present Articles of Association.

Part II. Membership of The Association

Article 6 - Categories of members

The Association is constituted of Effective Members (with full voting rights), and Associate Members (with limited voting rights). The number of Effective Members may never be inferior to three (3). Effective Members benefit from the full rights and privileges accorded to them by applicable legal provisions and these present Articles of Association. Associate Members only benefit from the rights and privileges explicitly afforded to them by these present Articles of Association. Members shall not be liable for any commitments entered into by the Association.

Without prejudice to the Powers of the General Assembly to amend these Articles of Association and Rules of Procedure of the Association, the Organ of Administration of the Association has the authority, subject to approval of the Provincial Council, to establish and define additional membership types should the need be felt, and in such cases, to publish the rights and obligations with regards to these categories of membership.

Article 7 - Effective Members

a) Eligibility and Admission

An Effective Member is any natural person having fulfilled the following eligibility criteria set forth in these Articles of Association:

- i) Is a resident of Belgium; or is a Belgian national living outside of Belgium;
- ii) Has reached the age of majority; or produces a letter of permission from a legal guardian if under the age of majority;
- iii) Has completed successfully the admission procedure for Effective Membership notified by a decision of the Organ of Administration provided within three (3) months of the application being submitted as determined by these present Articles of Association and further specified in the Rules of Procedure of the Association;
- iv) Has formally undersigned these Articles of Association, the Code of Conduct, and the Rules of Procedure of the Association;
- v) Is not a Member of another Association whose values conflict with Volt's Articles of Association or its Code of Conduct;
- vi) Has paid the full membership fees in a timely fashion to benefit from their rights, or meets the requirements for alternative payment of membership fees,

or benefits from an exemption from membership fee as foreseen in the Rules of Procedure of the Association.

b) Rights and Responsibilities

All Effective Members benefit from a right to vote at the General Assembly, and their respective Local Assemblies should they exist. They have further rights and duties as determined by these present Articles of Association, Code of Conduct and Rules of Procedure of the Association.

All Effective Members may be represented by one (1) other Effective Member to whom they may give their written proxy during a General Assembly in accordance with the Rules of Procedure of the Association, and should digital voting facilities not be provided by virtue of a decision by the Electoral Commission. An Effective Member may not hold more than two (2) proxies.

In the event of proxy voting, the Electoral Commission shall be responsible for providing a form to Effective Members wishing to be represented to be filled and returned to the Electoral Commission prior to the General Assembly and in accordance with the Rules of Procedure of the Association.

Decisions are taken by a simple majority of the votes present and represented, unless otherwise foreseen by applicable legal provisions or by the present Articles of Association. In the event of a tie, the vote of the Chair of the General Assembly or their replacement is the casting vote.

If an Effective Member has multiple residencies, or prefers to be allocated to a Local Assembly outside of their area of residence for whatever reason, they must inform the Organ of Administration of their political residence and may not change that political residence for a period of one (1) year except if they move to this residence.

Article 8 - Associate Members

a) Eligibility and Admission

An Associate Member (also called Suporter) is any natural person who volunteers or supports the object of the Association and the Party of Volt Belgium, having fulfilled the following eligibility criteria set forth in these Articles of Association:

- i) Is a resident of Belgium; or is a Belgian national living outside of Belgium;
- ii) Has reached the age of majority; or produces a letter of permission from a legal guardian if under the age of majority;
- iii) Has completed successfully the admission procedure for Associate Membership notified by a decision of the Organ of Administration provided

within three (3) months of the application being submitted and as further determined by these present Articles of Association and further specified in the Rules of Procedure of the Association;

- iv) Has formally undersigned these Articles of Association, the Code of Conduct, and the Rules of Procedure of the Association;
- v) Is not a Member of another Association whose values conflict with Volt's Articles of Association or its Code of Conduct;
- vi) Participates in Volt proceedings at their own costs but are not expected to pay any membership fees foreseen for Effective Members.

b) Rights and Responsibilities

All Associate Members benefit from a right of presence at the General Assembly but no voting rights. All Associate Members benefit from a right of presence in their respective Local Assembly and may, at the full discretion of the applicable Local Assembly, benefit from voting rights for Local Assembly proceedings. Associate Members are not eligible to run for any position in any Organ of the Association.

Associate Members may not be represented by other natural persons or Effective Members in Local Assembly votes.

If an Associate Member has multiple residencies, or prefers to be allocated to a Local Assembly outside of their area of residence for whatever reason, they must inform the Organ of Administration of their political residence and may not change that political residence for a period of one (1) year except if they move to this residence.

Article 9 - Membership Fees

The Association may establish membership fees to help support the operating costs of the Association. Members may be charged a recurring membership fee following a proposal by the Organ of Administration of the Association and approval, by simple majority, of the General Assembly.

The membership fees for Members may be differentiated on the basis of motivated criteria (for example income levels). The maximum amount that the association may charge its members is 1200€ per financial year.

Unless otherwise defined in the Financial provisions or decided by the General Assembly, the applicable fees shall remain the same as in the precedent year.

Further provisions on membership fees may be defined in the Financial Provisions of the Association.

Article 10 - Resignation of a Member

- a) Any Effective or Associate Member may leave, of their own free-will, the Association by addressing in writing their resignation either to the Organ of Administration of the Association, or a member of staff in charge with human resources related matters. Resignation does not remove the obligations of a resigning effective member to pay any remaining membership fees or other charges.
- b) It is also reputed as resigning any Effective or Associate Member who has not paid membership fees within the month of receiving a reminder through at least two means of personal communication.
- c) On the occasion of a member's death, the Member is considered to have resigned.

Article 11 - Suspension of a Member

- a) The Organ of Administration of the Association on the basis of Member's failure to pay the membership fees may suspend the voting rights and mandates of any Effective or Associate Member. The Organ of Administration must terminate the suspension within a week of the payment in full of the membership fees by the Member. Such suspension may be appealed to and terminated by the Arbitration Commission sitting in full chamber.
- b) The Arbitration Commission on the basis of a majority decision by the Arbitration Commission sitting in full chamber, may suspend the voting rights and mandates of any Effective or Associate Member having been found in breach of these Statutes, the Code of Conduct, the Rules of Procedure of the Association or applicable Belgian legal provisions. Such suspension may be appealed to and terminated by the Arbitration Commission sitting in full chamber.

Article 12 - Exclusion of a Member

The exclusion of an Effective or Associate Member, may only be decided by the General Assembly on the basis of a two-third (2/3rd) majority of the votes present and represented. Such an agenda item may only be added to the General Assembly by the Arbitration Commission in accordance with the Rules of Procedure of the Association. The exclusion of an Effective or Associate Member must adhere to the conditions outlined in the Rules of Procedure of the Association, and if it concerns a natural person, a secret ballot vote must be organised by the Electoral Commission.

The steps for the exclusion of a member consist of:

- a) A convocation of a General Assembly in accordance with the requirements set forth in these present Articles of Association;

- b) The mention in the Agenda of the General Assembly the proposal to exclude with a summary description of the reason for said proposal;
- c) A brief presentation of the conclusions of the Arbitration Commission by its presiding Chair or Co-Chairs;
- d) The respect of the right to defence, the Member whose exclusion is requested may address, should the Member wish, the General Assembly;
- e) In the case of an Effective Member, a mention is added to the Register of Members with regards to the exclusion of the Effective Member.

Article 13 - Rights to the Assets of the Association

Members who resigned, are suspended or were excluded, as well as their successors shall have no rights whatsoever on the assets of the Association and shall not be entitled to claim any reimbursement of any nature whatsoever, unless otherwise foreseen in these present Articles of Association or the Rules of Procedure of the Association.

Article 14 - Register of Effective Members

In accordance with Belgian legal provisions, the Association maintains a digital and physical register (at its registered office) of Effective Members under the responsibility of the Organ of Administration supported by any member of staff in charge of human resources. All decisions of admission, resignation, or exclusion of an Effective Member must be registered by the Organ of Administration within eight (8) days of the Organ of Administration or General Assembly in which the decisions were taken.

Part III. Organs of The Association

Article 15 - The General Assembly

§1 Purpose

The General Assembly is the highest organ of the Association. The General Assembly decides on all aspects of the Association, unless otherwise stated in these Articles of Association, Code of Conduct, the Rules of Procedure of the Association, other governance documents of the Association or Belgian legal provisions.

§2 Composition

The General Assembly is composed of all Effective Members and is presided by a Session Chair (or their Substitute) appointed by the Organ of Administration. Associate Members may be invited to attend the General Assembly.

§3 Occurrence

In accordance with Belgian legal provisions, the General Assembly meets at least once a year within 6 months of the closing of the financial year. At this meeting, the discharge and election for all lapsed mandates relating to the Organs of the Association, the independent assessors/auditors for the accounts are held.

The General Assembly meets in a physical location within the Territories of Belgium but may also, should the need be felt and as determined by the Organ of Administration, exceptionally be held virtually on a platform which can be accessed by all Effective Members.

The exact date and time of a General Assembly is communicated by the Organ of Administration and must be included in the formal convocation addressed to all Members.

The General Assembly may be convoked more frequently if the interests of the Association so require. This may be done at the request of the Organ of Administration on the basis of a minuted decision of at least half of the Administrators, the Provincial Council on the basis of a minuted unanimous decision, or by the Effective Members on the basis of a co-signed written request, addressed to the Organ of Administration, representing at least one hundred (100) Effective Members or one-twentieth (1/20) of the Effective Members on the basis of the Register of the Members of the date upon which the written request is submitted. In the event that the co-signatories do not represent the required number of Effective Members, the Organ of Administration must notify a refusal to hold a General Assembly on that basis within seven (7) days. Failing this notification, a General Assembly must be held.

§4 Competence

The General Assembly has the exclusive competence for:

- i) Amendments to the Articles of Association, the Code of Conduct, the Rules of Procedure of the Association as well as other governance documents adopted by the General Assembly;
- ii) The election, appointment, and dismissal of all mandates relating to the Organs of the Association, and independent assessors and auditors for the accounts, with the exception of those appointed by a Local Assembly. It may delegate to the Electoral Commission the conducting of elections and the counting of voting results in accordance with these present Articles of Association and the Rules of Procedure of the Association;
- iii) The determination of remuneration if any for the mandates pertaining to the organs of the association;
- iv) The discharge of individuals holding a mandate referenced pertaining to the organs of the association;
- v) The introduction in Court of an action against either the administrators or the assessors;
- vi) The approval of the annual accounts, budget, financial reports, and annual work plan;
- vii) The dissolution of the Association;
- viii) The exclusion of Members;
- ix) The modification of the Purpose of the Association or its legal structure;
- x) And any other Acts where it is explicitly granted competence by these present Articles of Association, the Code of Conduct, or Rules of Procedure of the Association or Belgian legal provisions.

§5 Convocation

All Effective Members and Associate Members are notified of ordinary General Assemblies by the Organ of Administration. The publication of the notification must be done by publication on the Volt Workplace instance or equivalent, and where practicable also by email and other digital communication means at least fifteen (15) days prior to the General Assembly date. The notification must contain the date, the time, and location of the General Assembly, applicable procuration forms, and virtual voting modalities if these are offered.

Any proposal for new agenda items co-signed by at least one-twentieth (1/20) of the Effective Members, addressed to the Organ of Administration, or the Co-Presidents of the Association, must also be added to the agenda and notified. Following the addition of member proposed agenda items, no additional substantive modifications to the agenda may be undertaken six (6) days prior to the General Assembly being held. The General Assembly may not vote upon matters which were not notified on the agenda but may deliberate upon them.

§6 Quorum

All decisions are taken by a simple majority of the votes present and represented, unless it is determined otherwise by Belgian legal provisions or by these present Articles of Association. In the case of a tie, the vote of the Session Chair or their substitute is the casting vote.

§7 Notification of dissolution or modification of articles of association

Any modifications to the Articles of Association or a decision by the General Assembly as regards the dissolution must be notified, within one (1) month of the decision, to the clerk of the tribunal of commerce for publication in the Belgian legal monitor.

§8 Notifications and minutes

All notifications and minutes, which shall contain the decisions of the General Assembly, are drafted by the responsible administrators, are countersigned by the Session Chair, or their substitute, and at least one of the Co-Presidents of the Association or, in their absence, by two (2) duly appointed Effective Members elected by the General Assembly for this task. They are kept at least in electronic form and in conditions guaranteeing durability, readability, integrity, reliable and durable reproducibility. Each Effective Member may request a copy of all minutes at least in electronic form. Unless otherwise provided for by Belgian legal provisions or in the case of a special delegation by the Organ of Administration, copies or excerpts of these minutes to be delivered to Third Parties or used in Courts or elsewhere are signed by the Co-Presidents of the Association or in their absence one other Administrator.

Article 16 - The Political Assembly

§1 Purpose

The Political Assembly defines, deliberates and decides on aspects relating to the political life of the Association.

§2 Composition

Unless decided otherwise by the General Assembly, the Political Assembly is composed by all Effective Members and is presided by a Session Chair (or their Substitute) appointed by the Organ of Administration.

§3 Occurrence

The Political Assembly convenes by default at the occasion of and acts as an integral part of the General Assembly of the Association, including its agenda. The Political Assembly may also meet more frequently whenever the interests of the Association require it.

§4 Competence

The Political Assembly has the competence for:

- a) The deliberation on and approval of the electoral strategy and political vision of the Association, as proposed by the organ of Administration, in accordance with the political and strategic direction of Volt Europa;
- b) The deliberation on and approval of the procedure and working groups to develop the programme and policies of the Association for the regional and federal level, as proposed by a member of staff responsible for policy;
- c) The deliberation on and approval of the programme and policies of the Association for the regional and federal level, as proposed by the working group(s) mandated for developing the programmes and policies, in accordance with the political and strategic direction of Volt Europa;
- d) The deliberation on and approval of the nomination procedure of candidates for Regional, Federal and European electoral lists in Belgium, as proposed by the Electoral Commission;
- e) The deliberation on and nomination of the candidates for European electoral lists in Belgium;
- f) And deliberation and approval of procedures ensuring compliance of the political guidelines and coherence among the Members, as well as electoral lists and political factions in which Volt participates;

In the occasion of a General Assembly and if foreseen by the agenda, the competences of the Political Assembly are exercised by the General Assembly.

§5 Additional Provisions on the Political Assembly

The General Assembly may adopt additional Provisions on the Political Assembly to define procedures relating to the political life of the Association. Provisions on the Political

Assembly may not conflict with the Articles of Association or the Code of Conduct and any clauses that do are considered null and void.

Proposals to amend or to revise the Provisions on the Political Assembly may be submitted to the General Assembly in accordance with the applicable Procedure.

Amendments to the Provisions on the Political Assembly must be adopted or ratified by the General Assembly by a two-thirds (2/3) majority of the Effective Members present and represented (by procuracy) or voting electronically if foreseen by the Electoral Commission.

Article 17 - Local Assemblies

§1 Purpose

Local Assemblies exist as the decision-making body designated for the Effective members on subnational level.

§2 Composition

Established by virtue of the presence of at least six (6) Effective Members in the Register of Members residing in a commune, or in a group of communes in Belgium on the basis of a decision by the Provincial Council, or further defined in the Rules of Procedure of the Association.

It ceases to exist by common agreement of the members, or when the assembly drops below six (6) Effective Members in the Register of Members.

Associate Members may be invited to attend the Local Assembly which may grant the Associate Members voting rights on Local Assembly proceedings by virtue of Articles of Association.

§3 Occurrence

A Local Assembly meets at least annually, and more if the interests of the Local Assembly so require. At this meeting, the discharge and election for all lapsed mandates relating to the Local Assembly are held.

§4 Competence

Local Assemblies have the exclusive competence for:

- a) The election, appointment, and dismissal of all mandates inside the Local Assembly. It may request the Electoral Commission to conduct elections and the counting of voting results in accordance with these present Articles of Association and the Rules of Procedure of the Association;

- b) The discharge of individuals holding a mandate referenced in the Articles of Association;
- c) Approves the annual accounts, budget, financial reports, and annual work plan for the Local Assembly in full compliance with the parameters defined by the General Assembly ;
- d) Execute together with the Provincial Council the local-level annual work plan activities foreseen by the General Assembly;
- e) Dissolution of the Local Assembly;
- f) And any other Acts where it is explicitly granted competence by these Articles of Association, the Code of Conduct, or Rules of Procedure of the Association.

The geographical or social area covered and defined at the establishment of a Local Assembly may be shared with other Local Assemblies. Local Assemblies therefore must occasionally share competences with other Local Assemblies, in the spirit of the principle of the “Unique Political Family” as defined in the Code of Conduct.

§5 Quorum

All decisions are taken by a simple majority of the votes present and represented, unless it is determined otherwise by Belgian legal provisions or by these present Articles of Association. In the case of a tie, the vote of the Session Chair or their substitute is the casting vote.

§6 Notifications and minutes

All notifications and minutes, which shall contain the decisions of the Local Assembly, are drafted by a duly appointed Effective Member elected by the Local Assembly for this task and countersigned by the leadership of a Local Assembly or, in their absence, by two duly appointed Effective Members elected by the Local Assembly for this task.

Article 18 - The Organ of Administration

§1 Purpose

The Organ of Administration (also referred to as The Board of Administrators) is competent for the day-to-day implementation of the work plans adopted by the General Assembly and setting the direction of the Association in its interim.

§2 Composition

The Organ of Administration is composed of at least five (5) and up to nine (9) Administrators (also referred to as Board Members). The Administrators include at least

two (2) gender-diverse Co-Presidents of the Association (or simply Co-Presidents), one (1) Treasurer, one (1) Secretary and at least one (1) and up to five (5) additional administrators without predefined roles, elected in this order. The portfolio of administrators without predefined role is determined by the Organ of Administration itself at its constituting meeting following the taking of office.

The Association needs to ensure, to the best of its abilities, that a gender parity is reached within the Organ of Administration. This includes the following measures:

The Association charges the incumbent Organ of Administration with actively engaging and reaching out to minority-gender members of the Association to promote candidacy for the Organ of Administration, and the other organs of the Association;

When a single gender representation is higher than 50%+1, or when the elections of a new Organ of Administration would result in such disparity, appointment to a position in the board (excluding the positions of co-president) will go to the first eligible candidate of the minority gender;

During the mandate of the Organ of Administration no further administrators without predefined roles can be appointed from a majority gender, if that would push the majority gender representation higher than 50%+1.

§3 Length of mandate

The Organ of Administration is elected for a mandate of two (2) years. Additional Administrators may be by-elected by the General Assembly with their mandate ending at the same time as the Organ of Administration as a whole.

Effective Members may be elected for two (2) consecutive mandates before the individual must observe a period of ineligibility of one (1) mandate. Upon conclusion of that period of ineligibility, the Effective Member is eligible again to run for the Organ of Administration. Administrators by-elected more than half (50%<) way into the mandate of the Organ of Administrators do not qualify for the ineligibility.

§4 Competence

The Organ of Administration benefits from the broadest powers to administer and manage the Association within the limits of its purpose. In accordance with Belgian legal provisions, the Organ of Administration has all powers not expressly reserved to the General Assembly or other Organs of the Association by these Articles of Association, the Code of Conduct, or Rules of Procedure of the Association. The Organ of Administration has the exclusive competence, without this list being exhaustive, for:

- (a) Acts and decisions required by these Articles of Association and those foreseen by Belgian legal provisions;
- (b) The preparation and adoption of all acts and contracts;

- (c) The opening and management of all banking accounts;
- (d) The negotiation, agreement to acquire, acquisition, exchange, or sale all movable and immovable goods;
- (e) The decision to take a mortgage, borrow, lease;
- (f) The acceptance of any legacy, subsidy, donation or transfer so long as they comply with Belgian legal provisions,
- (g) The renunciation of all rights of the Association;
- (h) The representation of the Association in court both as plaintiff or defendant;
- (i) The appointment and dismissal of Association staff; and
- (j) The appointment of an ad-interim leadership of a Local Assembly until such time as the Local Assembly by virtue of a Provincial Council decision have met the conditions to establish a Local Assembly.

The Organ of Administration may delegate day-to-day responsibilities to members of staff.

§5 Meetings and notifications

The Organ of Administration meets at least one (1) time per month for an Administrative Meeting (also referred to as Board Meeting). The Organ of Administration may also meet more frequently whenever the interests of the Association require it.

An official meeting of the Organ of Administration is convened at the request of the Co-Presidents of the Association, the written request of a majority of administrators as notified to the Secretary, or a written request representing a simple majority of the Provincial Representatives as notified to the Secretary.

The Provincial Council may, upon notification and justification to the Secretary, send a representative to the meetings as a non-voting advisor.

§5 Quorum

The Organ of Administration deliberates validly when half of the administrators present or represented participate in an Administration Meeting.

§6 Modality of decision-taking

The decisions of the Organ of Administrators are taken by a simple majority of votes present or represented unless otherwise foreseen by these Articles of Associations. In the event of a tie, the Co-Presidents of the Association jointly cast the deciding vote. Should they be unable to act jointly, the decision is suspended until the next Administrative Meeting. All decisions must be minuted by the Secretary of the Organ of Administration,

including the vote split when decisions cannot be taken by consensus, and kept in a Register for this purpose accessible at all times to the Effective Members.

§7 Resignation, absence, and revocation of mandates of Administrators

An Administrator may resign from their mandate in writing to the Secretary of the Organ of Administration and the Co-Presidents of the Association. An administrator is considered to have resigned following non-excused absences from two consecutive official Administrative Meetings or three official Administrative Meetings in one year.

An Administrator may be suspended from their functions for other reasons by a three-fourths (3/4) majority of the Organ of Administration. The Arbitration Commission must be informed of the decision which is competent to reject or confirm the suspension, or escalate to the General Assembly to revoke the mandate by simple majority.

In the event of a resignation, automatic removal, or revocation of a mandate, a by-election must be conducted under the supervision of the Electoral Commission to elect a replacement who shall complete the remaining term of the individual that they replace. During the interim period and should the vacated post concern an Administrator with a defined role in these Articles of Association, the responsibilities shall be held, ad-interim and until the by-election is concluded, by one of the additional administrators.

Article 19 - The Provincial Council

§1 Purpose

The Provincial Council advises and supports the Organ of Administration on matters pertaining to the management of the Association. The Provincial Council supervises the implementation of the municipal, provincial and regional aspects of the Association's strategy and the decisions of the Organ of Administration. The Provincial Council acts as a liaison between local assemblies and the Organ of Administration.

§2 Composition

The Provincial Council consists of up to 12 Provincial Representatives. Provincial Representatives are appointed by the responsible Local Assembly of the ten (10) Belgian Provinces, Brussels Region, and the Association's Members living outside of the territory of Belgium. A Local Assembly may further specify the procedure of appointment of their Provincial Representative. Provincial Representatives represent their Local Assembly and bring their activities, needs and wishes to the attention of the Provincial Council.

§3 Length of mandate

Provincial Representatives are appointed for a mandate of one (1) year.

§4 Competence

The Provincial Council has the following competences and no others:

- a) Propose in collaboration with the Organ of Administration an annual work plan listing the Associations priorities, and actions foreseen to the General Assembly;
- b) Execute together with Local Assemblies, the regional, provincial, and municipal-level annual work plan activities foreseen to the General Assembly;
- c) Solicit reports from leadership of Local Assemblies and coordinate their actions in support of the annual work plan determined by the General Assembly;
- d) Issue advice to the Organ of Administration on any decision that it takes that has an impact on Local Assemblies;

When the Provincial Council meets the conditional threshold that fifty percent and one (50% + 1) provincial Representatives are nominated, the Provincial Council shall have the following additional competences:

- e) Request a decision of the Organ of Administration be reviewed by the Arbitration Commission for a binding review on the basis of a two-thirds (2/3) majority of the Provincial Council should the Provincial Council find that the Organ of Administration exceed its powers foreseen by these present Articles of Association, the Code of Conduct, or Rules of Procedure of Association;
- f) Rescind a decision of the Organ of Administration on the basis of a four-fifths (4/5) majority of the Provincial Council, the Organ of Administration may appeal to the Arbitration Commission who may confirm or reject the decision on the sole basis of compliance with the present Articles of Association, the Code of Conduct and Rules of Procedure of the Association.

§5 Meetings and notifications

The Provincial Council meets at least one (1) time per month. It may also meet more frequently whenever the interests of the Association require it. The Provincial Council acts jointly and with consensus, in the event of a disagreement.

The Organ of Administrators or a delegate are invited to attend all Provincial Council meetings as a non-voting advisor, unless explicitly notified and justified by the Provincial Council.

Article 20 - The Electoral Commission

§1 Purpose

The Electoral Commission manages and oversees the elections of the Association.

§2 Composition

The Electoral Commission consists of a minimum of three (3) Members. The Members of the Electoral Commission are elected by the General Assembly.

§3 Length of mandate

The Electoral Commission is elected for a mandate of one (1) year. Additional Members may be elected by the General Assembly with their mandate ending at the same time as the Electoral Commission as a whole.

§4 Competence

The Electoral Commission has the exclusive competence to manage, coordinate, and execute all national and regional elections and votes of the Association. It may also, on request of a Local Assembly, supervise processes of local elections and votes.

§5 Meetings and notifications

The Electoral Commission meets at least one (1) time per quartal. It may also meet more frequently whenever the interests of the Association require it. The Electoral Commission acts jointly and with consensus, in the event of a disagreement.

The Organ of Administrators or a delegate are invited to attend all Electoral Commission meetings as a non-voting advisor, unless explicitly notified and justified by the Electoral Commission.

Article 21 - The Arbitration Commission

§1 Purpose

The Arbitration Commission is the guardian of these Articles of Association, as well as the Code of Conduct and the Rules of Procedure of the Association.

§2 Composition

The Arbitration Commission consists of a minimum of three (3) Members. The Members of the Arbitration Commission are elected by the General Assembly.

The Arbitration Commission is composed of a minimum of two (2) Co-Chairs and up to four (4) full members elected from the Effective Members. The Members of the Arbitration Commission may not hold any other leadership roles in the Association during their mandate.

The Arbitration Commission sits in rotating chambers for the purposes of mediation and disciplinary actions. Arbitration Commission members sitting in a mediation procedure may not sit in a related disciplinary procedure except for the purposes of representing the

Mediation chamber. It sits in plenary for the purposes of adjudicating expedited disciplinary procedures.

§3 Length of mandate

The Arbitration Commission is elected for a mandate of one (1) year. Additional Members may be elected by the General Assembly with their mandate ending at the same time as the Arbitration Commission as a whole.

§4 Competence

The Arbitration Commission when sitting in full chamber is competent for taking decisions on:

- (a) Appeals of a Disciplinary decisions which it may accept or reject only on the basis of procedural error;
- (b) Reviews requested by the Organs of the Association on their validity with regards to these Articles of Association, Code of Conduct, and Rules of Procedure of the Association;
- (c) Appeals of the Organ of Administration on a decision by the Provincial Council to rescind a decision of the Organ of Administration on the sole basis of compliance with Articles of Association, Code of Conduct, and Rules of Procedure of the Association;
- (d) Appeals of an Organ of the Association on a decision to create a new Commission or Committee on the sole basis of non-compliance;
- (e) Tabling to the General Assembly proposals to amend Articles of Association, Code of Conduct, and Rules of Procedure of the Association;
- (f) Formally request the General Assembly to ratify amendments to the Code of Conduct.
- (g) Following the allocation of an expedited process, adjudicate to meet the time frame the case requires.

Further provisions and rules of procedure may be defined in the Rule of Procedure of the Association.

§5 Meetings and notifications

The Arbitration Commission meets at least one (1) time per quartal. It may also meet more frequently whenever the interests of the Association require it. The Arbitration Commission acts jointly and with consensus, in the event of a disagreement.

Part IV. Governance Documents of The Association

Article 22 - Amendments of the Articles of Association

In accordance with Belgian legal provisions, the General Assembly must meet a quorum of at least two-thirds (2/3) of the Effective Members validly listed in the Register of Effective Members on the date the General Assembly convocation was published to validly take a decision to amend its Articles of Association. If such a quorum has not been reached, the General Assembly may be convened at earliest 15 days after the failed General Assembly and no quorum is then required.

In accordance with Belgian legal provisions, amendments to the Articles of Association must be adopted by the General Assembly by a two-thirds (2/3) majority of the Effective Members present and represented (by procuracy) or voting electronically if foreseen by the Electoral Commission.

In accordance with Belgian legal provisions, amendments to the Purpose and Activities of the Association must be approved by a four-fifths (4/5) majority of the Effective Members present and represented (by procuracy) or voting electronically if foreseen by the Electoral Commission.

Article 23 - Code of Conduct

The Association may adopt a Code of Conduct which defines acceptable behaviour and norms required for Effective and Associate Members. Subscription to the Code of Conduct (the Code) and acceptance of its disciplinary procedures are obligatory conditions for Membership. Annexes to the Code of Conduct are an indivisible part of it and carry the same enforceability by the relevant Organs of the Association on Effective and Associate Members.

A breach to the Code of Conduct by a Member constitutes grounds for disciplinary action in accordance with the present Articles of Association and applicable Rules of Procedure of the Association.

The Code of Conduct may not conflict with the Articles of Association and any clauses that are considered null and void.

Amendments to the Code of Conduct of the Association must be adopted or ratified by the General Assembly by a two-thirds (2/3) majority of the Effective Members present and represented (by procuracy) or voting electronically if foreseen by the Electoral Commission.

Article 24 - Rules of Procedure of the Association

The General Assembly may adopt additional Rules of Procedure of the Association to further specify these Articles of Association. Rules of Procedure of the Association may not conflict with the Articles of Association or the Code of Conduct and any clauses that do are considered null and void.

Proposals to amend or to revise the Rules of Procedure of the Association may be submitted to the General Assembly in accordance with the applicable Procedure.

Amendments to the Rules of Procedure of the Association must be adopted or ratified by the General Assembly by a two-thirds (2/3) majority of the Effective Members present and represented (by procuracy) or voting electronically if foreseen by the Electoral Commission.

Article 25 - Rules of Procedure of the Political Assembly

The General Assembly may adopt additional Rules of Procedure of the Political Assembly to define procedures relating to the political life of the Association. Rules of Procedure of the Political Assembly may not conflict with the Articles of Association or the Code of Conduct and any clauses that do are considered null and void.

Proposals to amend or to revise the Rules of Procedure of the Political Assembly may be submitted to the General Assembly in accordance with the applicable Procedure.

Amendments to the Rules of Procedure of the Political Assembly must be adopted or ratified by the General Assembly by a two-thirds (2/3) majority of the Effective Members present and represented (by procuracy) or voting electronically if foreseen by the Electoral Commission.

Article 26 - Financial Provisions

The General Assembly may adopt Financial Provisions to define provisions connected to financial aspects of the Association, such as but not limited to membership fees, other types of incomes and expenditures, reimbursement and management of mobile and immobile assets. The Financial Provisions may not conflict with the Articles of Association or the Code of Conduct and any clauses that do are considered null and void.

Proposals to amend or to revise the Financial Provisions may be submitted to the General Assembly in accordance with the applicable Procedure.

Amendments to the Financial Provision must be adopted or ratified by the General Assembly by a two-thirds (2/3) majority of the Effective Members present and represented (by procuracy) or voting electronically if foreseen by the Electoral Commission.

Article 27 - Legal reference

All issues not explicitly covered by these Articles of Association, the Code of Conduct, the Rules of Procedure of the Association, and other adopted governance documents adopted by the General Assembly shall be governed by Belgian legal provisions including but not limited to the Belgian Code on Associations and Companies consequently, any clauses within these present Articles of Association, or within any other governance document of the Association which conflict with legal Belgian provisions are considered null and void.

Part V. Financial and operational oversight, and regulatory compliance

Article 28 - Budget

The General Assembly adopts annually a budget on the basis of the Annual Work Plan, prepared and proposed by the Treasurer in collaboration with the Organ of Administration of the Association and following a consultation of the Provincial Council.

Article 29 - Annual work plan

The General Assembly adopts annually a Work Plan, prepared and proposed by the Organ of Administration for the national priorities, objectives and activities, and the Provincial Council for the local priorities, objectives and activities which shall serve as the guiding document for the activities of the Association.

Article 30 - Annual report

The Organ of Administration and the Provincial Council jointly prepare an Annual Report summarising key activities of the Association to present at the annual General Assembly.

Article 31 - Financial report and Annual Accounts

The Treasurer in collaboration with the Organ of Administration and following a consultation of the Provincial Council prepares a financial report and annual accounts summarising the key accounting movements of the Association to present at the annual General Assembly. The financial report and annual accounts may be subject to an independent verification by assessors and/or auditors appointed by the General Assembly. In accordance with Belgian legal provisions, these must be approved within six (6) months of the close of the fiscal year and submitted to the clerk of the Commercial Tribunal of the applicable judicial district.