

STATUTES

Extract from the statutes of the association of April 24, 2009

FORUM SYNERGIES

International non-profit organisation under Belgian law

www.forum-synergies.eu



(based on the legally binding French text)

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CHAPTER I: Name - Seat- Object- Duration

Article 1 - Name - Seat

- 1.1. An international non-benefit association, called «FORUM SYNERGIES» is constituted by the present statutes. The Association is subject to Title III of the Belgian law of 27 June 1921 on non-benefit associations, international non-benefit associations and foundations, as modified by the law of 2 May 2002 (published in the Moniteur Belge dated 11 December 2002) and by articles 282 and 284 of the law of 27 September 2004.
- 1.2. The seat of the Association must be located in the “Arrondissement Judiciaire de Bruxelles-Capitale” (Belgium). Its seat is located at Ixelles, rue de Hennin,83. The seat of the Association can be transferred, at any moment, to another location in the « Région de Bruxelles-Capitale », by a decision of the Board, which must be published in the “Annexes du Moniteur belge.

Article 2 - Goal and activities of the Association

- 2.1. Goal of the Association: The purpose of the Association, which does not aim for profit in any way, is, within the limits of the available budget, to promote and support initiatives of the civil society in Belgium, Europe and the world in favour of constructive communication, participative democracy and sustainable development.

The Association may engage in any activities which relate to these goals directly or indirectly. The Association may support and participate in any activity which is in line with the goals of the Association and may exercise the mandates within any other legal person.
- 2.2. Activities of the Association: The Association achieves these aims by any appropriate means, in close cooperation with its members. It can engage in whatever action that is linked directly or indirectly, in whole or in part, to its goals or that can contribute to their development or facilitate their achievement. Example given, the Association will be active in the following fields:
 - 1/ *Exchange of experience, know-how and information between all actors in civil society (private und public, rural and urban), particularly on issues concerning democratic and sustainable development;*
 - 2/ *Training of these actors in constructive communication and dialogue, including improvement in languages, intercultural understanding and electronic communication;*
 - 3/ *Preventive mediation and management of conflicts;*
 - 4/ *Raising awareness for the environment, social cooperation, democracy and participation in political decision-making;*
 - 5/ *Promotion of innovative forms of cooperation between governmental and non-governmental organisations;*
 - 6/ *Information of the general public and the media about any initiative in favour of sustainable development endeavoured by the Association;*
 - 7/ *Promotion of networks adherent to the objectives of the Association*

The Association may accomplish any act which relates directly or indirectly to its purpose. The Association may thus buy, let or rent any mobile or immobile goods and deploy all human, technical or financial resources necessary. The Association may support and participate in any activity which is in line with the goals of the Association. It establishes adequate relations to other associations. The Board may interpret the nature and scope of the aims of the Association.

The Association extends its action and can act on local, provincial, regional, national, communitarian, federal, European and international level. It is thus empowered by its

members to defend their interest in all struggles which put at stake the goals of the Association at local, provincial, regional, national, communitarian, federal, European and international level.

- 2.3 The Association can become member of non-profit associations which follow similar or complementary objectives. It may have a mandate within other associations/legal persons.

Article 2 - Duration

The Association has an unlimited duration.

CHAPTER II: Members

Article 4 - Classes of members

- 4.1 The Association has an unlimited number of members but needs to have at least three members.

The Association is composed of three classes of members: effective members, associated members and honorary members.

- 4.2 Effective members: Any natural and/or legal person can become an effective member on proposal of the Board. The undersigned, present at the constituting act, are effective members.
- 4.3 Associated members: Any natural and/or legal person who operates or has an interest in the sector can become an associated member. These members are nominated by the General Assembly, on proposal of the Board, and can, after paying their membership fee, assist to the General Assembly, without having the right to vote.
- 4.4 Honorary Members: Any natural and/or legal person who is engaged in activities that are similar or related to the aims of the Association can become an honorary member. Honorary members do not need to pay a membership fee and have neither the right to vote nor the possibility to be elected as members of the Board. They are nominated by the General Assembly, on proposal of the Board, for serving or having served the Association or the aims of the Association. They can assist to the General Assembly. They have a consultative, (not deciding) vote.

Article 5 - Admission and fees

- 5.1 Every person that wishes to become a member of the Association has to address a written demand to the Board or the President of the Board.
- 5.2 The admission of effective members is subject to the approval of the Board acting by simple majority. This Board decision needs to be ratified by the next General Assembly, acting by simple majority.
Candidates to other classes of membership are admitted according to the same rules, but without approval of the General Assembly.
- 5.3 The Board has the right to reject the admission of members, without justifying its decision.
- 5.4 Effective and associated members pay a yearly membership fee. The amount of this fee is fixed by the General Assembly following a proposal of the Board.
- 5.5 The members need to explicitly accept to be legally bound to the present statutes, when applying to be a member of the Association.

Article 6 - Rights and obligations of the members

6.1 Effective members have the following rights:

- a) the right to convene a General Assembly, if at least one quarter ($\frac{1}{4}$) of the effective members requests it;
- b) the right to assist, participate and vote at the General Assembly
- c) the right to withdraw from the Association following the provision of the statutes
- d) as well as all rights recognised by the law, by the present statutes and by the general management bodies

Associated and honorary members have the same rights, except the right to vote or to be elected member of the Board

6.2 Members have the following obligations:

- a) to respect the present statutes and the laws applicable to the Association
- b) to respect the resolutions adopted by the general management bodies
- c) to contribute to the financial support of the Association by paying membership fees or other fees approved by the general management bodies
- d) as well as all obligations recognised by the law, by the present statutes and by the general management bodies

Article 7 - Limited liability of members

7.1 Members are not subject to any individual liability/responsibility, besides of the membership fees they have to pay according to the present statutes, as regards any engagement of the Association.

Article 8 - Withdrawal

8.1 Every member may withdraw its membership from the Association by sending a notification of this withdrawal by registered mail to the President or the Board of the Association. This withdrawal enters into force two months after the President or the Board has received its notification.

Article 9 - Exclusion

- 9.1 Without prejudice of Article 9.2, every member can be excluded by a decision of the General Assembly (not counting the vote of the members whose exclusion is considered) if he/she does not respect the present statutes. Before any such decision is taken, the member must be heard by the General Assembly. The quorum regarding vote and presence is defined in Article 13 of the statutes.
- 9.2 Every effective or associated member who has not paid his/her membership fees two months following the deadline for paying the fee is in debt/ in fault, The Board has to send to the member concerned a reminder for payment, giving a deadline of two months. If the membership fee is not paid within this deadline of two months, the Board may exclude the member concerned.
- 9.3 An effective or associated member who has been excluded for non-payment of his membership fee can be « reintegrated » as a member after complete payment of the fees due in the year during which reintegration is asked for as well as all fees which stayed unpaid at the moment of his/her exclusion.

- 9.4 Without prejudice to the provision of Article 9.3, an effective or associated member who has not paid his membership fee has no right to assist or to vote at the General Assembly, or to participate in its activities, unless the General Assembly decides differently.
- 9.5 A member which, for whatever reason, ceases to be a member of the Association does not have any claim against the Association; this member owes the Association any fee for the current budgetary year.

CHAPTER III: GENERAL ASSEMBLY OF MEMBERS

Article 10 - General Assembly of members

- 10.1 The General Assembly is composed by all effective members of the Association and holds all powers necessary for accomplishing the goals of the Association, including the following, without this list being limiting:
- a) election and revocation of board members
 - b) nomination of auditors of the Association, on recommendation of the Board;
 - c) approval of the balance and the financial statement of the Board for the past financial year, approval of the budget for the following year, approval of the fees;
 - d) any modification of the present statutes;
 - e) approval of the general strategy of the Association, approval of the annual action plan;
 - f) dissolving of the Association;
 - g) exclusion of members;
 - h) setting the fees on proposal of the board;
 - i) ratification of the admission of new members.

Article 11 - Meetings of the General Assembly

- 11.1 Ordinary General Assembly. An Ordinary General Assembly must be held at least once a year, before the 30 June of each year. Each meeting will be held at the date, time and place mentioned in the invitation, which is sent by the Board or its President. The Agenda of the Ordinary General Assembly includes the approval of the financial reports for the past financial year, the approval of the budget for the following financial year as well as the discharge of the Board members.
- 11.2 Extraordinary General Assembly. Any other General Assembly must be considered an Extraordinary General Assembly. At any moment, the Association can hold an Extraordinary General Assembly, by decision of its President, in order to modify the present statutes, or on request of the Board or of at least one quarter (1/4) of the members of the Association (members with voting rights).
- 11.3 Invitations. The President or the Board have to invite for extraordinary general assemblies at least 14 days before the date foreseen for the meeting, unless otherwise provided for in the present statutes. The invitations have to include the date, the place where the meeting is held as well as the agenda of the meeting. Article 31 is applied to the invitations.
- 11.4 President. The general assemblies are chaired by the President or, in his absence, by the Vice-President (or the oldest Vice President).
- 11.5 Minutes. The minutes are prepared and must be signed by the Board members present or the President. The minutes must be stored at the seat of the Association and be accessible for members, without restrictions according to their category.

Article 12 - Presence, Voting rights, agenda

- 12.1 **Represented members:** Each member, natural or legal person, is represented by only one representative.
- 12.2 **Voting rights:** Each effective member holds one or several votes during the votes of the General Assembly, in accordance with the plural voting rights accorded along the criteria set by the General Assembly, i.e. one vote per natural member and two votes for associations.
- Unless another precision is given, each effective member has one voting right only. Associated and honorary members can participate at the General Assembly, but do not have voting rights.
- 12.3 **Procurations/ Proxies:** A member who can not assist a General Assembly can be represented by another member.
- 12.4 **Agenda.** All points proposed by an effective member in written form to the President or the Board shall be mentioned on the Agenda, provided the proposal has been notified to the President or the Board at least five days ahead of the General Assembly ; the President or the Board shall notify these points to the members by any means of telecommunication, in the shortest delay and in respect of the present statutes and the law.

Article 13 - Quorum - Majorities

- 13.1 Unless otherwise defined in the present statutes, a decision of the General Assembly is valid only if approved by simple majority of the votes cast.
- A simple majority** is defined as a number of votes superior to half of the votes cast. All ordinary decisions, including decisions on current management, are taken by simple majority. The number of votes cast is calculated by deducting the abstentions, white or void votes from the votes presented or represented.
- 13.2 No vote can be held on a resolution which is not on the agenda annexed to the invitation unless all members having a right to vote are present or represented and declare their agreement.
- 13.3 Besides the decisions on modification of the statutes, modification of the goals or dissolution, mentioned in Article 14, and notwithstanding particular derogations in the statutes, the following decisions are taken, as well by the General Assembly as by the Board, by qualified majority as defined hereafter : decision on the suspension of voting rights or the exclusion of effective members.
- A qualified majority** is defined as a number of valid votes which is equal or superior to two thirds (2/3) of the votes cast.
- Quorum:
- A General Assembly can only decide on points requiring a decision by qualified majority if at least half of the members holding a voting right are present or represented. However, if that given General Assembly does not meet the quorum, a new General Assembly shall be held, which can decide whatever the number of members or voting rights present or represented.