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BERQUIN

NOTES

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**Coordinated text of the statutes of the
international association without
for-profit
"European Network of Education
Councils"**

with registered office at 1030 Schaerbeek, Koning Albert II
laan 37 company number 0880.464.842 RPR Brussels

**after the amendment of the
articles of association
dated 15 December 2022**

HISTORY**(Pursuant to Article 2:8. §1 of the Companies and Associations Code)****MEMORANDUM OF ASSOCIATION:**

The company was incorporated by private deed on 14 February 2006, published in the Supplements to the Belgian Official Gazette of 12 April 2006, and number 20060412/0067093.

AMENDMENT OF STATUTES:

The articles of association were amended by:

- Minutes drawn up by notary public Denis DECKERS, in Brussels, on 23 May 2013, published in the Annexes to the Belgian Official Gazette of 23 September 2013, ender number 13144770.

- and last amended by minutes drawn up by notary public Yorik DESMYTTERE, in Brussels, on 15 December 2022, filed for publication in the Annexes to the Belgian Official Gazette.

SEAT TRANSFER:

The registered office was transferred to the current address pursuant to a decision of the governing body, published in the Supplements to the Belgian Official Gazette of 13 July 2018, and number 18109726.

**COORDINATED
S T A T U T E N ON 15 December 2022**

THE ASSOCIATION

Article 1. Legal form and name

The association shall take the form of an international not-for-profit association (hereinafter "IVZW"), as provided for by Articles 10:1 to 10:10 of the Companies and Associations Code (hereinafter "CPC"), and its name shall be "European Network of Education Councils", abbreviated to "EUNEC",

Article 2. Seat

The seat of the international non-profit association is located in the Brussels Capital Region.

Article 3. Identification of IVZW

In all deeds, invoices, notices, announcements, letters, orders, websites and other documents, whether in electronic form or not, issued by the ICZW, the ICZW shall mention the following details: 1° name of the ICISW, 2° legal form, in full or abbreviated, 3° the full address of the registered office, 4° company number, 5° indication of "register of legal entities" and competent court according to the registered office, 6° if applicable: the e-mail address and website of the ICISW and 7° if applicable, the fact that the ICISW is in liquidation.

Article 4. Duration

The IVZW is established for an indefinite period. It may be dissolved by a decision of the General Assembly on the proposal of the Executive Committee.

II. DISINTERESTED PURPOSE OF INTERNATIONAL UTILITY AND OBJECT

Article 5. Purpose and object

The design of the non-profit international association will be to provide member organisations as defined in Articles 6 and 7 with a platform for exchange and cooperation on challenges and new developments in education and training policy, in stakeholder participation and consultation, in participatory, evidence-based and effective policy-making and implementation.

Therefore, the non-profit international association will

leden inform about European, international and national policies and provide a learning platform for discussion and exchange of experience;

facilitate cooperation between leden to strengthen the participation of stakeholders in policy-making regarding education and training (at European and national/regional level)

Define common understandings and concepts, formulate statements to advise EU and national/regional policy makers on the opinions of stakeholders within education.

enter into specific studies (if approved by the Executive Committee) on topics relevant to the education and training policy agenda;

act as an intermediary for supranational organisations and governing bodies active in the field of education and training.

III. MEMBERSHIP

Article 6. Categories of leden

6.1 The association has at least three leden and is open to Belgians and foreigners.

6.2 The !ers of the association are national and/or regional education councils as defined in Article 6.3 or corresponding !ers as defined in Article 6.4. Both membership categories must apply for membership.

6.3 To become a member under this provision, a board of education must meet the following requirements:

the council operates as a permanent body;

the council acts independently of any stakeholder due to the presence of a large number of !ists from different social groups, political affiliations and/or academic perspectives;

the main purpose of the council is to provide advice on education and training policy; and the advisory role is embedded in the policy-making process at the level where the key competences on education and/or training policy have been awarded.

If a council has competence for two or more levels of education in the system or works at a national level, it will be given priority to become a member when candidates from the same EU member state apply for membership.

6.4 Corresponding members may be accepted at the decision of the general meeting on the proposal of the Executive Committee.

Corresponding members are permanent institutions with an advisory role in education and training policy-making. The membership of a Corresponding Member is terminated at the time the Education Council (Article 6.3) of the same country is accepted as a member.

6.5 Members shall have all the rights and obligations set out in the WW and these bylaws described.

Article 7. Procedure for accession, temporary suspension and exclusion

7.1 The admission of new members will be subject to the approval of the General Assembly, as described in articles 6.3 and 6.4, on the proposal of the Executive Committee.

7.2- The exclusion of a member will be decided by the General Assembly. The meeting will make its decision based on a two-thirds majority of the votes present and delegated, after the member concerned has been heard or asked to provide explanations.

7.3 The Executive Committee will decide on the temporary suspension of a member as described in Article 6.3 if the body no longer meets the requirements of 6.3 or the duties of Article 8. In this case, the Executive Committee may allow members to temporarily participate in the conditions of the corresponding members.

7.4 Members will be free to leave the IVZW at any time. They will make that in writing to the chairman.

7.5 Members who no longer meet the requirements as described in articles 6.3 and 6.4 shall be expelled from the ICZW in accordance with the procedure described in article 7.2.

7.6 The members described in Article 7.4 cannot assert any rights over the assets of the IVZW, nor can they recover any contributions or donations made to the IVZW.

Article 8. Rights and duties of members

8.1 IVZW members:
will commit themselves to the disinterested purpose of the IVZW described in Article 5 and will endeavour to achieve the concrete goals of the annual programme;
will contribute to implement the decisions of the General Assembly; will perform the duties for which they were elected; and
will report the appointment of their representative(s) to the Executive Committee.

8.2 Members as described in article 6.3 shall pay the full membership fee for the current year within the specified period.

Corresponding members as described in article 6.4 pay a reduced membership fee within the specified period.

8.3 Members as described in 6.3 have the right to participate in all activities of the IVZW. They have full responsibility in the IVZW as described in Part IV and Part V (powers of the General Assembly and Executive Committee).

Corresponding members have the right to participate in the General Assembly, seminars and conferences and other initiatives to which they are invited by the Executive Committee. They receive information made by EUNEC on European, international and national policies.

IV. THE GENERAL MEETING

Article 9. Composition

9.1 All members of the IVZW may be represented in the General Assembly.

9.2 The members described in Article 6.3 shall be represented by two representatives: the chairman and/or a person authorised for this purpose by his/her council.

Each of these two representatives will have a vote in the General Assembly.

9.3 Corresponding members are entitled to attend General Assembly meetings. They were represented by a person authorised to do so by the council.

This representative will have a vote at the General Assembly.

9.4 The Executive Committee may invite personalities or experts to take part in a General Meeting, depending on the topics discussed.

Article 10. Powers

10.1 The following exclusive powers are exercised exclusively by the General Meeting in accordance with Article 10:5 WW:

appointment and removal of the auditor and determination of his remuneration; approval of the financial statements;
approval of the budget.

10.2 The following powers belong exclusively to the competence of the General Assembly: the amendment of the articles of association, subject to the transfer of the registered office in accordance with
Article 2:4
WW;

The election of the president of the IVZW;
the appointment and dismissal of members of the Executive Committee;
the determination of the statute of members and the exclusion or admission of a member in accordance with Article 6 and Article 7;
to discuss and decide on matters concerning the functioning, activities and action programme of the ICZW;
discussing and deciding on matters concerning the continued existence of the ICZW; the dissolution of the ICZW;
approving and adapting internal rules of procedure as well as deciding on a draft internal operating regulation.

10.3 Decisions of the General Assembly will be applied on the proposal of the Executive Committee.

10.4 Only a meeting of the General Assembly on the proposal of the Executive Committee can amend the statutes and may dissolve the ICZW in accordance with Article 24.

Article 11. Convocations

11.1. The General Meeting will meet at least once a year. The convocation is sent at least 5 days prior to the General Meeting to all members, directors and auditors by e-mail or by registered mail to the address most recently provided by the member. A draft agenda as determined by the Executive Committee shall be added to the notice.

The General Assembly is convened by the president based on a decision of the Executive Committee, or when requested by at least one-third of the members, or by the auditor when requested by one-fifth of the members.

11.2. Extraordinary meetings of the General Assembly may be convened by the President based on a decision of the Executive Committee, or when requested by at least one-third of the members. The announcement and agenda of an extraordinary meeting will be sent to the members at least one month in advance. The convocation shall be made either in writing, by fax, or by e-mail.

Article 12. Quorum and voting

12.1. The president of the ILZW will chair the General Assembly. In his absence, the General Assembly will be chaired by the Secretary-General.

12.2. Decisions may not be taken on matters that do not appear on the agenda sent together with the notice of the meeting. In urgent cases, an item can be added only if a majority of the meeting approves the proposal.

12.3. Every member of the General Assembly has the right to vote.

12.4. In case of equality of votes, the person chairing the meeting will have the casting vote.

12.5. Any member unable to attend the meeting may be represented by another member or by a third party who is not a member by way of written proxy. Each member may represent a maximum of one other member.

12.6. To deliberate, at least one-third of the members must be present or represented. Decisions will be taken by a simple majority of votes of the members present or represented at the meeting. Invalid votes and abstentions are not counted in either the numerator or the denominator and therefore do not count as votes against.

12.7. Decisions on amendments to the articles of association require a two-thirds majority of the votes of the members present or represented at the meeting. Invalid votes and abstentions are not included in the numerator or denominator and therefore do not count as votes against.

An amendment to the articles of association acting on:

the powers, method of convening, decision-making of the General

Meeting;

the conditions under which the decisions of the General Assembly will be communicated to its members

will be announced;

the conditions for amending the articles of association; and

the conditions for dissolution and liquidation of the ICZW and the disinterested purpose to which the ICZW, upon its dissolution, will allocate the assets, should be established by authentic instrument.

An amendment to the articles of association that makes changes to the precise description of the disinterested purpose pursued by the IVZW and the activities that the IVZW has as its object requires approval by royal decree.

The statutes come into force on the day of their approval by the General Assembly.

12.8. Decisions on the dissolution of the ICZW in accordance with Article 24 shall require a two-thirds majority of the votes of the members present or represented at the meeting. Invalid votes and abstentions shall not be included in either the numerator or the denominator and shall therefore not count as votes against.

12.9. The decisions of the General Assembly were also notified to all members of the General Assembly. The decisions of the General Assembly were registered.

Article 13, Written general meeting

The members may, unanimously and in writing, take all decisions within the competence of the General Assembly, with the exception of amendments to the articles of association. In this case, the convening formalities do not have to be fulfilled. The members of the Executive Committee and, if applicable, the auditor, may peruse these decisions at their request.

Article 14. Electronic general meeting

14.1. The Executive Committee may offer members the opportunity to participate remotely in the General Assembly by means of an electronic means of communication provided by the ILZW. As regards compliance with the conditions regarding attendance and majority, members participating in the General Assembly in this way shall be deemed present at the place where the General Assembly is held.

For the application of remote participation, the IVZW must be able to verify the capacity and identity of participating members on the basis of the electronic means of communication used. Additional conditions may be imposed on the use of the electronic means of communication with the sole aim of ensuring the security of the electronic means of communication.

14.2. For the purposes of Article 14.1, the electronic means of communication shall, without prejudice to any limitation imposed by or under the law, at least enable the members referred to in Article 6 to take note directly, simultaneously and continuously of the proceedings at the meeting and to exercise their voting rights in respect of all items on which the meeting is required to decide.

The electronic means of communication shall, moreover, enable the members referred to in Article 6 to participate in the deliberations and ask questions, unless justification is given in the notice of the General Assembly as to why the ICFTU does not have such electronic means of communication.

14.3. The notice convening the General Meeting shall include a clear and precise description of the procedures relating to remote participation.

14.4. The minutes of the General Assembly shall record any technical problems and incidents that prevented or disrupted electronic participation in the General Assembly or voting.

14.5. Members of the General Assembly Bureau cannot participate in the General Assembly by electronic means.

14.6. Every member is allowed to vote remotely by electronic means before the General

Meeting. The IVZW must be able to verify the capacity and identity of /members availing themselves of the option as/s provided for in this provision in the manner stipulated in the convocation letter.

V. THE EXECUTIVE COMMITTEE AND REPRESENTATION

Article 15. Composition Executive Committee

15.1. The IVZW is governed by an Executive Committee composed of one representative from each council that pays the subscription fee as/s described in article 8.2 and with a minimum number of 3 /members.

15.2. Each council notifies the General Assembly. The General Assembly adopts the /eden for a term of two years. Executive Committee members are eligible for reappointment.

15.3. Members of the Executive Committee exercise the mandate free of charge.

15.4. The /members of the Executive Committee may be dismissed at any time and with immediate effect by the General Assembly, which decides on this at its discretion and without motivation by a simple majority of the votes validly cast by the /members present or represented. Any member of the Executive Committee may also resign by written notification to the Chairman of the Executive Committee. A member of the Executive Committee is obliged to continue to perform his/her duties after submitting his/her resignation until his/her replacement can be reasonably provided for.

Article 16. Meetings, deliberation and decision

16.1. The President shall convene the Executive Committee by e-mail or post at least 5 days before the date of the meeting.

16.2. Any member of the Executive Committee may give power of attorney in writing to another member to represent him at a meeting of the Executive Committee.

16.3. The chairman presides over the meeting. In his absence, the Executive Committee is chaired by the Secretary-General.

16.4. The Executive Committee can validly decide only if at least he/ft of the /members present or represented at the meeting.

If there is no quorum, a new Committee may be convened with the same agenda. This new Committee can deliberate and decide legally if at least one-third of /members are present or represented.

Decisions are taken by simple majority, where abstentions are not counted.

In case of equality of votes, the person chairing the meeting has the casting vote.

16.5. Minutes are taken of each meeting.

16.6. Decisions of the Executive Committee may be taken by unanimous written agreement of the /members. This written agreement can be communicated by e-mail, letter or fax. However, this procedure cannot be followed for the adoption of the annual accounts.

16.7. The Executive Committee may meet by telephone or video conference. The articles **Error! Reference source not found.** to 16.4 apply mutatis mutandis.

16.8. The Executive Committee may organise smaller working groups to prepare matters to be discussed and decided at Executive Committee meetings.

Article 17. Powers

17.1. The Executive Committee is authorised to take a/all actions and decisions that are necessary or useful to realise the object and the disinterested do/ of international benefit of the ICZW, except for those decisions for which the General Assembly has exclusive competence according to the FMC or the Statutes.

More specifically, the Executive Committee should:

prepare the proposals submitted/put forward to the General Assembly; implement the decisions of the General Assembly;
the meetings of the General Assembly and other activities of the IVZW

announce;

decide on the temporary suspension of a member in accordance with Article 7.3; prepare the budget;

take decisions in accordance with the statutes of the IVZW, in consistent with the interests of the ICZW or the policies of the General Assembly; report to the General Assembly on its activities and financial management; appoint the general secretary; and

Determining the annual membership fee for the members of the Executive Committee, for the members described in Article 6.3 and for the corresponding members as referred to in Article 6.4.

17.2. The Executive Committee may delegate its authority for certain acts and tasks, and for acts of daily management, to one or more members of the Executive Committee or even to another person, whether or not a member of the ICZW. The duration of this delegation of authority cannot be longer than four years and the mandate may be revoked at any time with immediate effect by the Executive Committee.

Article 18. External representation

18.1. The Executive Committee, as a college, represents IVZW in all acts in and out of court. It represents IVZW by the majority of its members.

18.2. Without prejudice to the general power of representation of the Executive Committee as a college, the ICFTU is represented by the president, the secretary-general, or a member appointed for a specific mission.

18.3. The Executive Committee may appoint members of the Executive Committee or third parties as proxies to represent the ICZW. Only special or limited proxies for certain or a series of certain legal acts are permitted. Plenipotentiaries shall bind the ICFTU within the limits of the power of attorney granted to them, the limits of which shall be enforceable against third parties in accordance with what applies to mandates.

Article 19. Disclosure requirements

The appointment of the members of the Executive Committee, of the persons in charge of the daily management and of the persons authorised to represent the ICZW as well as their termination of office shall be made public by filing in the association file and by publishing an extract in the Appendices to the Belgian Official Gazette.

Article 20. Chairmanship

20.1. The president of ILZW is elected by the General Assembly, on the proposal of the Executive Committee, from among the presidents or other persons authorised for this purpose by the councils represented on the Executive Committee.

20.2. The chairman is appointed for a term of two years. This term may be renewed by the General Assembly.

Article 21. Supervision by a commissioner

21.1. If the ISVC exceeds two or more criteria mentioned in Article 3:47, §2 of the Code of Companies, the General Meeting must appoint an auditor charged with auditing the financial situation, the annual accounts and the regularity, in the light of the law and the articles of association, of the transactions reflected in the annual accounts.

21.2. The General Meeting determines the remuneration of the auditor.

VI. FINANCING AND ACCOUNTING

Article 22. Funding

22.1. IVZW funding may come from:
the annual membership fees of the members of the Executive Committee;
the annual membership fees of the members described in article 6.3 and of the corresponding members as referred to in article 6.4;
grants related to IVZW's activities;
any other direct or indirect support from member organisations (organising meetings, hosting activities initiated by the General Assembly);
contributions, grants, donations, bequests, given both to support the general purposes of the IVZW and to support a specific project and, in general, any income linked to the activity of the IVZW.

22.2. In addition, the IVZW can acquire funds in any other way that does not violate the law.

Article 23. Accounting

23.1. The financial year runs from 1 January to 31 December.

23.2. The annual accounts and the budget were prepared by the Executive Committee in accordance with Articles 3:47 to 3:50 of the Code and submitted to the General Assembly at its next meeting.

23.3. IVZW's annual accounts are filed in accordance with the statutory provisions.

DISSOLUTION AND LIQUIDATION

Article 24. Dissolution and liquidation

21.1. The General Meeting will be convened to discuss proposals relating to the dissolution submitted by the Executive Committee and, if necessary, by the auditor when one fifth of the members so request. The convocation and agenda shall take place in accordance with the provisions of Article 11 of these Articles of Association.

21.2. The deliberation and decision on dissolution requires a deliberation of the general meeting. The decision is deemed accepted if it is approved by two-thirds of the votes of the members present or represented. Abstentions and invalid votes are not counted in either the numerator or the denominator and therefore do not count as votes against. As from the decision to dissolve, the ICZW shall always state that it is "ICZW in liquidation" in accordance with Article 2:115 of *the WVV*.

21.3. In case the proposal for dissolution is approved, the General Assembly will appoint one or more liquidators whose mandate it will define.

21.4. In the event of the dissolution and liquidation of the ICZW, the net assets, after discharge of the liabilities and fulfilment of the legal obligations, will be passed on to a network or association whose activities are most closely related to the design underlying the ICZW. The Executive Committee was then charged with implementing this decision.

21.5. All decisions relating to the dissolution, the terms of liquidation, the appointment and termination of office of the liquidators, the conclusion of the liquidation and the allocation of the assets will be filed at the Registry and published in the Annexes to the Belgian Official Gazette in accordance with the provisions of Articles 2:7, 2:13 and 2:136 of *the Code of Civil Procedure* and the implementing decrees relating thereto.

21.6. The procedure provided for by section 2:110 in conjunction with sections 2:115 to 2:139 *WVV* will be complied with in such a case of voluntary dissolution.

VIII. MISCELLANEOUS PROVISIONS

Article 25. Applicability of the Companies and Associations Code

For anything not provided for in these bylaws, reference is made to the *WVV*. Accordingly, provisions of that Act not lawfully derogated from shall be deemed to be included in this Act and provisions contrary to the mandatory requirements of that Act shall be deemed not to be written.

FOR UNIFORM COORDINATION

_____ *YD*

Yorik DESMYTTERE
Notary

D. 222-5778/ R. 2022/117142/ YD-15.12.2022/ AVI/ v

