

Statutes of Association for Teacher Education in Europe

TITLE I. NAME. LEGAL FORM. TERM. REGISTERED OFFICE

Article 1. Name. Legal form. Term

The international non-profit association named "Association pour la Formation des Enseignants en Europe" in French, abbreviated "ATEE" and "Association for Teacher Education in Europe" in English, also abbreviated "ATEE" (hereafter: "**Association**"), is constituted for an indefinite period.

All acts, invoices, announcements, publications and other documents issued by the Association shall contain the name of the Association, immediately followed or preceded by the mentions "association internationale sans but lucratif" or by the abbreviation "AISBL" and, if applicable, "in liquidation" and the address of the registered office of the Association.

Article 2. Registered office

Without prejudice to the application of the Belgian linguistic legislation, the registered office may be transferred to any other place in Belgium by decision of the Administrative Council. If the transfer of the registered office implies a change of the applicable language of the present Statutes, only the General Assembly is empowered to take such a decision, subject to the rules on the amendment of the present Statutes.

In addition, the Association may establish offices in any other country by a decision of the Administrative Council.

TITLE II. NON-PROFIT PURPOSE. ACTIVITIES

Article 3. Non-profit purpose. Activities

3.1. Non-profit purpose

The non-profit purpose of international utility of the Association shall be, within the European Union and worldwide, to:

- (a) Promote (i) teacher education, (ii) the European dimension in teacher education within the global dimension and (iii) an active dialogue and international exchange of research, policy and practice in teacher education;
- (b) Contribute to the development and the enhancement of the professional competences of teachers, during initial, induction and in-service phases and at all levels of the teacher's careers;
- (c) Increase and support co-operation between individuals and institutes engaged in teacher education both inside and outside Europe;
- (d) Contribute to the promotion and coordination of research regarding development of and innovation in teacher education; and
- (e) Stimulate dialogue, communication, exchanges and co-operation between teacher educators, researchers, students, teachers, employers, politicians, policy makers, inspectorate, universities and other institutions, Non-Governmental Organisations (NGOs) and any other natural persons and/or legal entities involved in teacher education, research and innovation in (teacher) education and people responsible for teacher education.

3.2. Activities

To that effect, the Association may develop, alone or in collaboration with third parties, directly or indirectly, all activities related, directly or indirectly, to its purpose. The Association may, in particular develop the following non-exhaustive list of activities for its Members and/or third parties:

- (a) Gather, analyse, exchange, compare and disseminate information on the changes that influence teacher education;
- (b) Issue publications and publish the Journal(s) of the Association, such as the European Journal of Teacher Education (hereafter: “EJTE”);
- (c) Represent and promote the common interests of its Members vis-à-vis the European Union institutions, the national, federal or local governments, public authorities, international organisations, and the general public;
- (d) Assist Members in organising and arranging conferences, seminars, workshops, and other programmes and meetings at international and national levels and organise and arrange conferences, seminars, workshops, and other programmes and meetings at international and national levels;
- (e) Undertake alone or with others, joint activities as partner or in any other capacity with the institutions of the European Union, national, federal or local governments, or other public and semi-public authorities and private corporations and organisations;
- (f) Establish and maintain close contacts with initiatives and/or organisations having a purpose similar to the purpose of the Association, as well as other regional and/or international initiatives and/or organisations; and
- (g) Apply for grants from the European Union, national, federal or local governments or other public and semi-public authorities.

In addition, the Association may support and have interests in any other activities or legal entities which are similar or related to those defined above. The Association shall perform and develop its activities either in Belgium or abroad and may be member of or set up other non-profit entities with purposes related to those of the Association.

TITLE III. MEMBERS

Article 4. Membership

The Association shall have two (2) membership categories: Institutional Members and Individual Members. The Association shall always consist of at least two (2) Members.

All references in these Statutes to “Member” or “Members” without any other specification are references to Institutional Members and Individual Members collectively.

The rights and obligations of the Members shall be as defined in and pursuant to these Statutes.

The annual membership follows the calendar year (1 January – 31 December).

The membership fees shall be paid every year by credit card or bank transfer. Cash payments shall not be allowed.

Article 5. Institutional Members

The category of Institutional Membership is open and accessible to any legal entity which:

- (a) Has the legal personality in accordance with the laws and practices of its country of origin; and
- (b) Is actively engaged in initial and/or continuing teacher education and/or educational research related to teacher education and/or educational policy related to teacher education.

Institutional Members shall enjoy all membership rights, including voting rights.

Article 6. Individual Members

The category of Individual Membership is open and accessible to any natural person who is interested in teacher education.

Individual Members shall enjoy all membership rights, including voting rights.

Article 7. Admission to membership

Any applicant to membership of the Association shall submit an application form for admission to membership via regular mail or any other means of written communication (including e-mail) to the Secretary.

The Secretary may request any information to apply for membership he/she deems necessary to verify if all conditions for membership are complied with. After having verified if all conditions for membership are complied with, the Secretary shall decide on the admission to membership. The decisions of the Secretary regarding membership admissions are final, sovereign and must be motivated.

Article 8. Representation of Institutional Members

Each Institutional Member shall appoint one person, called the "Representative", to represent it within the Association. Each Representative shall cast the vote of his/her Institutional Member and maintain the administrative relationship with the executive secretariat. Each Representative must have full capacity powers to represent his/her Institutional Member.

Article 9. Resignation. Exclusion

Members are free to resign from the Association at all times by giving written notice via registered mail with acknowledgment of receipt or email with acknowledgment of receipt, at least three (3) months before 31 December of each year, to the Secretary. The Secretary shall submit the resignation to the Administrative Council, which shall in turn take note of it. The resignation shall be effective on the date on which the written notice has been sent to the Secretary.

A Member who (i) ceases to satisfy the definition of the membership category it belongs to as set out in Articles 5 and 6 of these Statutes, or (ii) is not duly or timely or fully complying with these Statutes, the internal rules, if any, and/or any decision validly taken by the bodies of the Association, or (iii) does not pay all its membership fees within the stated period, if applicable, or (iv) infringes the interests of the Association, or (v) is in a situation of judicial administration, or bankruptcy, judicial reorganisation, dissolution or liquidation, or is subject to insolvency proceedings of a similar nature under the laws of any jurisdiction, (vi) a member's conduct is harming the reputation of the Association or (vii) for any other reasonable cause, may be excluded from membership, upon decision of the Administrative Council.

Before excluding a Member, the Administrative Council shall provide the concerned Member with the relevant details in writing via registered mail ninety (90) calendar days in advance of the proposed exclusion date. The concerned Member has then time to definitely remedy the consequences of the breach or breaches having led to the proposal of exclusion of the concerned Member. The Administrative Council may decide to exclude a Member, provided that the concerned Member is convened at the meeting and has received the possibility to defend its position during the meeting of the Administrative Council and prior to the voting on the exclusion. The decisions of the Administrative Council regarding the exclusion of a Member are final, sovereign and must be motivated. All membership rights of the Member concerned by the abovementioned exclusion procedure shall be suspended until the decision of the Administrative Council.

A Member who, in whatever way and for whatever reason, ceases to be a Member of the Association shall (i) remain liable for its obligations towards the Association, including for the payment of the membership fees, if applicable, up to the end of the financial year in which the termination of its membership became effective, (ii) have no claims for compensation on the Association or for its assets, (iii) forthwith cease to hold itself out as a Member of the Association in any manner, (iv) upon decision of the Secretary, promptly deliver to the Association all material, equipment, software, and documents, in written, electronic or digital form, in its possession that have been provided by the Association, and (v) remain liable for its obligations towards the Association for any outstanding project reports that are due.

A Member which has resigned or has been excluded from the Association and wishes to re-join the Association as a Member shall be considered as an applicant to membership.

Article 10. Membership fees

Each Institutional Member shall pay membership fees per year, as decided upon by the Administrative Council. Each year, the amount of membership fees, the membership fees category and the calculation method of the membership fees for each Institutional Member shall be decided by the Administrative Council based, amongst others, on the number of votes as determined pursuant to Article 14.2 of these Statutes.

Each Individual Member shall pay membership fees per year, as decided upon by the Administrative Council. Each year, the amount of membership fees and the calculation method of the membership fees for each Individual Member shall be decided by the Administrative Council.

Without prejudice to Article 9 of these Statutes, if a Member fails to pay the membership fees within ninety (90) calendar days after a reminder has been sent to the Member by the Secretary, the voting rights of the Member shall be automatically and immediately suspended until the payment of the membership fees due.

In addition to membership fees, Members can be subject to the payment of additional contributions. The amount of the additional contributions shall be proposed by the Administrative Council to the General Assembly for approval.

Article 11. Compliance with the Statutes and the internal rules

Any Member of the Association shall expressly adhere to these Statutes and the internal rules, if any, as amended from time to time, and commit to (i) actively cooperate towards the achievement of the purpose of the Association and (ii) pay the annual membership fees, if applicable, including those for the year in which the application for admission to membership is submitted, pursuant to Article 7 of these Statutes.

TITLE IV. HONORARY PERSONS AND LIFETIME HONORARY PERSONS

Article 12. Honorary Persons and Lifetime Honorary Persons

The Administrative Council may decide to offer the status of Honorary Person to one or more natural persons being Representatives, Individual Members and/or third parties for a one (1)-year term, indefinitely renewable. In certain exceptional cases, the Administrative Council may decide to offer the status of Lifetime Honorary Person to one or more natural persons being Representatives, Individual Members and/or third parties for a lifetime term.

(Lifetime) Honorary Persons shall have no rights in or pursuant to these Statutes, except the right to attend and to be heard in the meetings or parts of meetings of the General Assembly

TITLE V. ORGANISATIONAL STRUCTURE

Article 13. Bodies. Principle of single mandate

The Association's bodies include:

- (a) The General Assembly;
- (b) The Administrative Council;
- (c) The President;
- (d) The Vice-President;
- (e) The Treasurer;
- (f) The Editorial Board;
- (g) The Secretary;
- (h) The Working Group(s); and
- (i) The Research and Development Community(ies).

No Representative or Individual Member may hold more than one position or mandate simultaneously in any of the bodies specified in Article 13 of these Statutes. However, the following exceptions apply:

- (i) The President and the Vice-President also serve as the President and Vice-President of the General Assembly, respectively.
- (ii) The President and the Vice-President also serve as the President and Vice-President of the Administrative Council, respectively.
- (iii) The President, Vice-President, and Treasurer are all members of the Administrative Council.
- (iv) Members of the Administrative Council may also serve as members of one or more Research and Development Communities and/or one or more Working Groups.

TITLE VI. GENERAL ASSEMBLY

Article 14. Composition. Voting rights

14.1. The General Assembly shall be composed of all Members. Each Institutional Member shall be represented at the General Assembly by its Representative pursuant to Article 8 of these Statutes.

14.2. Each Institutional Member shall have voting rights according to the following weighted voting system:

- (a) Each Institutional Member belonging to the membership fees category A shall have two (2) votes;
- (b) Each Institutional Member belonging to the membership fees category B shall have four (4) votes;
- (c) Each Institutional Member belonging to the membership fees category C shall have six (6) votes;
- (d) Each Institutional Member belonging to the membership fees category D shall have eight (8) votes;
- (e) Each Institutional Member belonging to the membership fees category E shall have ten (10) votes; and
- (f) Each Institutional Member belonging to the membership fees category F shall have twelve (12) votes.

14.3. Before 1 October of each year, each Institutional Member shall communicate to the Secretary which membership fees category it wishes to belong to for the next financial year. If an Institutional Member is unable or unwilling to communicate the membership fees category it wishes to belong to for the next financial year, then the Administrative Council has the right to decide in which membership fees category that Institutional Member will belong to for the next financial year.

14.4. Each Individual Member shall have one (1) vote.

14.5. Each member of the Administrative Council shall have the right to attend the meetings of the General Assembly without voting rights and with the right to be heard. Each member of the Administrative Council, who has been appointed as Representative, shall be authorised to vote in this specific capacity for the Institutional Member he/she represents.

14.6. The General Assembly shall be chaired by the President. If the President is unable or unwilling to chair the General Assembly, the General Assembly shall be chaired by the Vice-President. If the President and the Vice-President are both unable or unwilling to chair the General Assembly, the General Assembly shall be chaired by a Representative or an Individual Member being a member of the Administrative Council designated for this purpose by the Administrative Council.

14.7. The General Assembly may decide to invite one or more third parties to attend without voting rights one or more meeting(s) or part(s) of meeting(s) of the General Assembly. Upon authorization of the chairperson of the General Assembly these third parties will receive the right to speak.

Article 15. Powers

The General Assembly shall have the powers specifically granted to it by law or these Statutes. In particular, the General Assembly shall have the following powers:

- (a) The election and revocation of the members of the Administrative Council, the President, and the Vice-President;
- (b) If applicable, the appointment and revocation of a statutory auditor and the determination of his/her/its remuneration;
- (c) If applicable, the appointment and revocation of an external accountant and the determination of his/her/its remuneration;
- (d) The discharge to be given to the members of the Administrative Council and, if any, to the statutory auditor, or to the external accountant;
- (e) The approval to establish, delegate tasks to and/or revoke one or more Research and Development Community(ies), upon proposal of the Administrative Council;
- (f) The approval of the annual working plan, the annual accounts and the budget of the Association;
- (g) The amendment of these Statutes; and
- (h) The dissolution of the Association, the allocation of the Association's net assets in case of dissolution, and the appointment of one or more liquidator(s).

Article 16. Meetings

The General Assembly shall meet at least once a year, either in person or online, upon convening by the President or the Administrative Council, and at such time and place as determined in the convening notice. A meeting of the General Assembly entrusted with the approval of the annual accounts and the budget shall be held within six (6) months following the end of the financial year (hereafter: "**Ordinary General Assembly**"). Each year, the Administrative Council shall determine the exact date of the Ordinary General Assembly.

An extraordinary General Assembly shall be convened at any time by the President or the Administrative Council whenever required by the interests of the Association. An extraordinary General Assembly shall be convened by the President at the request of one third (1/3) of the Members.

If the President is unable or unwilling to convene the General Assembly, the General Assembly shall be convened by the Vice-President. If the President and the Vice-President are both unable or unwilling to convene the General Assembly, the General Assembly shall be convened by the Administrative Council.

Article 17. Proxies

Each Member shall have the right, via regular mail or via any other means of written communication (including e-mail), always with copy to the Secretary via similar means, to give a proxy to another Member of its membership category to be represented at a General Assembly meeting. No Member may hold more than two (2) proxies.

Each Member shall have the right, via regular mail or via any other means of written communication (including e-mail), always with copy to the Secretary via similar means, to give a proxy to another Member of its membership category or a third party in case of a General Assembly having to adopt in the presence of a notary amendments to these Statutes which must be recorded in a notarial deed, provided that these amendments have been previously approved by the General Assembly according to the attendance and voting quorums stipulated in Article 53 of these Statutes. In that case, each Member or third party may hold an unlimited number of proxies.

Article 18. Convening notices. Agenda

Convening notices for the General Assembly shall be notified to the Members and the members of the Administrative Council by the Secretary via regular mail or via any other means of

written communication (including e-mail) at least twenty-eight (28) calendar days before the date of the meeting. The convening notice shall mention the date, time and place of the meeting of the General Assembly. The agenda and the material documents necessary for the discussion shall be attached to the convening notices. The agenda of the meetings of the General Assembly shall be prepared by the Secretary and adopted by the President or the Administrative Council.

The Members shall have no right to propose (an) additional item(s) on the agenda of the General Assembly before the meeting of the General Assembly.

No vote shall be cast regarding an item that is not listed on the agenda, except if two thirds (2/3) of the Members are present or represented at a meeting of the General Assembly and vote to proceed with such a vote.

Each Member of the Administrative Council shall have the right, before, during or after a meeting of the General Assembly, to waive the convening formalities and periods required by the present Article. Unless he/she/it disagrees, any Member present or represented and any member of the Administrative Council present at a meeting of the General Assembly shall be considered to have been regularly convened to this meeting.

Article 19. Quorum. Votes

Unless otherwise stipulated in these Statutes, the General Assembly shall be validly constituted when at least one third (1/3) of the Members are present or represented. In any case, the General Assembly shall always be constituted of at least two (2) natural persons physically present.

If one third (1/3) of the Members are not present or represented at the first meeting, a second meeting of the General Assembly may be convened pursuant to Article 18 of these Statutes, at least twenty-eight (28) calendar days after the first meeting of the General Assembly. The second meeting of the General Assembly shall validly deliberate, irrespective of the number of Members present or represented, in accordance with the majorities stipulated in the third paragraph of this Article.

Unless otherwise stipulated in these Statutes, decisions of the General Assembly shall be validly adopted if they obtain a majority of fifty percent (50%) plus one (1) vote of the votes cast by the Members present or represented.

Blank votes, invalid votes and abstentions shall not be counted. In the event of a tie, the Member whose Representative is the President, or if the President is an Individual Member, the Individual Member himself/herself, shall have the decisive vote and in its absence (whether represented or not), the Member whose Representative is the Vice-President, or if the Vice-President is an Individual Member, the Individual Member himself/herself. If the Member whose Representative is the President, or if the President is an Individual Member, the Individual Member himself/herself, and the Member whose Representative is the Vice-President or if the Vice-President is an Individual Member, the Individual Member himself/herself are both absent (whether represented or not), the Member whose Representative or the Individual Member that has been designated by the Administrative Council to chair the General Assembly shall have the decisive vote.

The votes are issued by a call out, or by a show of hands, unless a secret ballot is requested by at least one third (1/3) of the Members present or represented.

Article 20. Register of minutes

Minutes shall be drawn up at each General Assembly meeting. They shall be approved and signed by the President and kept in a register of minutes. A copy of the minutes of the meeting of the General Assembly shall be sent to all Members by e-mail or by any other written means of communication, within thirty (30) calendar days after the meeting.

TITLE VII. ADMINISTRATIVE COUNCIL

Article 21. Composition

21.1. The Association shall be administered by an Administrative Council composed of minimum seven (7) and maximum fifteen (15) members of the Administrative Council.

21.2. Each member of the Administrative Council shall be:

- (a) A Representative of an Institutional Member or an Individual Member; and
- (b) An expert regarding one or more service(s) provided by the Association to the Members and/or one or more field(s) covered by the Association.

21.3. The Administrative Council cannot be composed of members of the Administrative Council working for, representing, or employed by a same legal entity.

21.4. The General Assembly shall elect the members of the Administrative Council. The members of the Administrative Council are elected for a three (3) years term, renewable once. A member of the Administrative Council whose mandate has been renewed once may only be re-elected for a new three (3) years term, renewable once, three (3) years after his/her mandate as a member of the Administrative Council has ended. Their mandate shall be non-remunerated. The Association shall cover all reasonable travel and accommodation expenses exposed by the members of the Administrative Council to attend the meetings of the Administrative Council in compliance with the travel policy of the Association.

21.5. Each Member may propose one (1) candidate member of the Administrative Council to the Administrative Council at least fifty-six (56) calendar days in advance of a meeting of the General Assembly at which one or more member(s) of the Administrative Council will be elected. Each candidate member of the Administrative Council must be supported by at least two (2) Members which are not of the same nationality. One (1) Member cannot support more than two (2) candidate members of the Administrative Council. The Administrative Council must inform the Members as soon as a new election by the General Assembly is necessary. The Administrative Council, taking into account the criterion set out in paragraph 21.3. of the present Article, shall draw up a list of all proposed members of the Administrative Council. The list shall be attached to the convening notice of the meeting of the General Assembly at which one or more member(s) of the Administrative Council will be elected. The list shall indicate for each proposed member of the Administrative Council the criteria set out in paragraph 21.2. of the present Article and shall indicate if the proposed member of the Administrative Council is a Representative of an Institutional Member or an Individual Member. If there is no list or an incomplete list of candidate members of the Administrative Council, the General Assembly may freely elect without any formality one or more member(s) of the Administrative Council out of the Representatives of the Institutional Members and the Individual Members.

21.6. At the meeting of the General Assembly during which one or more member(s) of the Administrative Council will be elected, a first round of voting shall be held on all candidate members of the Administrative Council. For each candidate member of the Administrative Council, the Members shall vote against or in favour of his/her election or abstain. The candidate members of the Administrative Council obtaining the highest numbers of votes shall be elected according to the number of positions to fill. By derogation to Article 26 of these Statutes, it is not required that the candidate members of the Administrative Council, in order to be elected, obtain a majority of fifty percent (50%) plus one (1) vote of the votes cast by the Members present or represented. In the event of a tie regarding the last position to be filled, a second round of voting for the concerned candidate members of the Administrative Council shall be held. The procedure as described above for the first round of voting shall apply *mutatis mutandis* to the second round of voting.

21.7. Members of the Administrative Council shall be elected by secret ballots.

21.8. The mandate of a member of the Administrative Council terminates by expiry of his/her membership of the Administrative Council. The mandate of a member of the Administrative Council terminates as of right and with immediate effect, (i) by death or incapacity, or (ii), if applicable, if a member of the Administrative Council ceases to be employed by or is no longer otherwise linked to the Institutional Member he/she is representing, or (iii) if the Institutional Member the member of the Administrative Council represents or the Individual Member being a member of the Administrative Council, for whatever reason, ceases to be a Member of the Association, or (iv) if the Institutional Member the member of the Administrative Council represents, is in a situation of judicial

administration, or bankruptcy, judicial reorganisation, dissolution or liquidation, or is subject to insolvency proceedings of a similar nature under the laws of any jurisdiction, or (v) if a member of the Administrative Council does no longer meet the criteria set out in paragraph 21.2. of the present Article.

21.9. The mandate of a member of the Administrative Council also terminates upon revocation by the General Assembly. The General Assembly may revoke a member of the Administrative Council at any time and does not need to motivate its decision, without any compensation or cost becoming due by the Association, and provided that the member of the Administrative Council concerned is convened at the meeting and has received the possibility to defend his/her position during the meeting of the General Assembly and prior to the voting on the revocation.

21.10. The members of the Administrative Council are also free to resign from their office at any time by submitting, via registered mail or via any other means of written communication (including e-mail) with acknowledgment of receipt, their resignation to the President. In case of termination of the mandate of a member of the Administrative Council for whatever reason, except the cases of automatic termination of the mandate of a member of the Administrative Council, or revocation, the member of the Administrative Council shall continue performing the duties of his/her office until he/she has been replaced within sixty (60) calendar days.

21.11. If the mandate of a member of the Administrative Council ceases before its term, for whatever reason, the Administrative Council may freely elect (by co-optation) a new member of the Administrative Council for the remainder of the term, provided that the member of the Administrative Council elected (by co-optation) fulfils the criteria for the composition of the Administrative Council of the replaced member of the Administrative Council.

21.12. In case of termination of the mandate of a member of the Administrative Council for whatever reason, the member of the Administrative Council shall have no claims for compensation on the Association or for its assets, without prejudice to the mandatory labour law provisions, if applicable.

21.13. The Administrative Council shall be chaired by the President. If the President is unable or unwilling to chair the Administrative Council, the Administrative Council shall be chaired by the Vice-President. If the President and the Vice-President are both unable or unwilling to chair the Administrative Council, the Administrative Council shall be chaired by the oldest member of the Administrative Council (in age) present.

21.14. The Administrative Council may invite one or more third party(ies) to attend without voting rights one or more meeting(s) or part(s) of meeting(s) of the Administrative Council.

Article 22. Powers

The Administrative Council shall have all powers necessary to accomplish the purpose of the Association, except for the powers that are specifically granted to other bodies of the Association by law or these Statutes. The Administrative Council shall act as a collegial body and shall have all the necessary management, administration and representation powers of the Association to realise the purpose of the Association in accordance with the applicable laws and the present Statutes, except for those powers reserved to the General Assembly. The Administrative Council shall provide strategic leadership, set the Internal Rules and supervise their implementation.

The Administrative Council shall in particular have the following powers:

- (a) The transfer of the Association's registered office;
- (b) The determination of the strategies and general policies of the Association;
- (c) The general management and administration of the Association;
- (d) The monitoring of the budget expenditures and the allocation of the budget;
- (e) The decision regarding the amount of membership fees and the calculation method of the membership fees for the Institutional Members and the Individual Members;
- (f) The execution of the decisions of the General Assembly;

- (g) The exclusion of Members;
- (h) The election and revocation of the Treasurer;
- (i) The election and revocation of the Secretary, including the discharge to be given;
- (j) Upon proposal of the Secretary, the hiring and the dismissal of the employees of the executive secretariat of the Association;
- (k) The proposal of the amount of the additional contributions to the General Assembly;
- (l) Upon receipt of the draft annual working plan, the draft annual accounts and the draft budget from the Secretary, the finalisation and approval of these documents that must be submitted to the General Assembly for approval;
- (m) The adoption, the amendment and the revocation of the internal rules, if any;
- (n) The adoption of propositions to be submitted to the General Assembly;
- (o) The election and revocation of the members of the Editorial Board, the Editor and the Co-Editor(s);
- (p) The decisions to establish, determine the working and governance rules of, and delegate tasks to one or more Working Group(s) and the overseeing of this/these; and
- (q) The proposal to establish, delegate tasks to, and/or revoke one or more Research and Development Community(ies) to the General Assembly; and
- (r) The election and revocation of the members of the Research and Development Community(ies), the election and revocation of the Chair(s) and Co-Chair(s) of the Research and Development Community(ies), and the overseeing of this/these.

Each year, before the approval of the annual accounts by the Ordinary General Assembly, the Administrative Council shall report to the General Assembly on the annual activity of the Association which includes at least information regarding (i) the use of the budget, (ii) the setting of the calculation method and the amount of the annual membership fees, and (iii) the activities of the Association.

At any time, the Administrative Council may delegate specific powers to one or more member(s) of the Administrative Council or other persons or bodies, with or without sub-delegation powers to the legal extent possible.

Article 23. Meetings

The Administrative Council shall meet, either in person or online, every time the interests of the Association so require and at least once a year, upon convening by the President, and at such time and place as determined in the convening notice. If the President is unable or unwilling to convene the Administrative Council, the Administrative Council shall be convened by the Vice-President. If the President and the Vice-President are both unable or unwilling to convene the Administrative Council, the Administrative Council shall be convened by the oldest member of the Administrative Council (in age).

Article 24. Proxies

Each member of the Administrative Council shall have the right, via regular mail or via any other means of written communication (including e-mail), to give a proxy to another member of the Administrative Council, to be represented at an Administrative Council meeting. No member of the Administrative Council may hold more than two (2) proxies.

Article 25. Convening notices. Agenda

Convening notices for the Administrative Council shall be notified to the members of the Administrative Council by the Secretary via regular mail or via any other means of written communication (including e-mail) at least seven (7) calendar days before the meeting. The convening notices shall mention the date, time and place of the meeting. The agenda and the material documents necessary for the discussion shall be attached to the convening notices. The agenda of the meetings of the Administrative Council shall be prepared by the Secretary and adopted by the President. If the President is unable or unwilling to adopt the agenda, the agenda shall be adopted by the Vice-President. If the President and the Vice-President are both unable or unwilling to adopt

the agenda, the agenda shall be adopted by the oldest member of the Administrative Council (in age) present.

Each member of the Administrative Council shall have the right to propose any additional item to be included on the agenda of the Administrative Council, which shall be notified via regular mail or via any other means of written communication (including e-mail) to the President at least five (5) calendar days before the meeting. In such a case, the President shall inform the members of the Administrative Council of the additional item(s) on the agenda of the Administrative Council via regular mail or via any other means of written communication (including e-mail) at least three (3) calendar days before the meeting of the Administrative Council.

Each member of the Administrative Council shall have the right, before, during or after a meeting of the Administrative Council, to waive the convening formalities and periods required by the present Article. Unless he/she disagrees, any member of the Administrative Council present or represented at a meeting of the Administrative Council shall be considered to have been regularly convened to this meeting.

Article 26. Quorum. Votes

Unless otherwise stipulated in these Statutes, the Administrative Council shall be validly constituted when at least one third (1/3) of the members of the Administrative Council are present or represented. In any case, the Administrative Council shall always be constituted of at least two (2) members of the Administrative Council present.

If one third (1/3) of the members of the Administrative Council are not present or represented at the first meeting, a second meeting of the Administrative Council may be convened pursuant to Article 25 of these Statutes, at least seven (7) calendar days after the first meeting of the Administrative Council. The second meeting of the Administrative Council shall validly deliberate irrespective of the number of members of the Administrative Council present or represented, in accordance with the majorities stipulated in the third paragraph of this Article.

Unless otherwise stipulated in these Statutes, decisions of the Administrative Council shall be validly adopted if they obtain a majority of fifty percent (50%) plus one (1) vote of the votes cast by the members of the Administrative Council present or represented. Each member of the Administrative Council shall have one (1) vote.

Blank votes, invalid votes and abstentions shall not be counted. In the event of a tie, the President shall have the decisive vote and in his/her absence (whether represented or not), the Vice-President. If the President and the Vice-President are both absent (whether represented or not), the oldest member of the Administrative Council (in age) present shall have the decisive vote.

A duly convened meeting of the Administrative Council shall be validly held even if all or some of the members of the Administrative Council are not physically present or represented, but participate in the deliberations via any means of telecommunication that allow members of the Administrative Council to directly hear each other and directly speak to each other, such as a telephone, video or web conference. In such a case, the members of the Administrative Council shall be deemed present.

Article 27. Register of minutes

Minutes shall be drawn up at each Administrative Council meeting. They shall be approved and signed by the President and kept in a register of minutes. Copies of resolutions shall be sent via regular mail or via any other means of written communication (including e-mail) by the Secretary to the members of the Administrative Council. The register of minutes shall be kept at the registered office of the Association where all members of the Administrative Council may consult it, without, however, displacing it.

Article 28. Written procedure

The Administrative Council may take decisions via written procedure.

For this purpose, the Secretary, upon request of the President, shall send a letter, via registered mail and/or via any other means of written communication (including e-mail) to all members of the Administrative Council, mentioning the agenda and the propositions of the decisions to be taken, with request to the members of the Administrative Council to approve the propositions and to send the letter back via registered mail and/or via any other means of written communication (including e-mail) to the registered office of the Association or any other place mentioned in the letter, duly signed and within the term mentioned in the letter.

If the approval of at least one third (1/3) of all members of the Administrative Council regarding the items on the agenda and regarding the procedure in writing is not received within this term, the decisions are deemed not to be taken. In the event of a tie, the decisions are also deemed not to be taken.

Article 29. Conflicts of interests

In case a member of the Administrative Council has a direct or indirect conflicting interest of an economic or financial nature in a decision or an operation falling within the powers of the Administrative Council, this member of the Administrative Council must notify the other members of the Administrative Council prior to a decision by the Administrative Council. The member of the Administrative Council's statement and the grounds justifying the aforementioned conflict of interest must be recorded in the minutes of the Administrative Council which must make the decision. In case the Association has a statutory auditor, the member of the Administrative Council concerned must also inform the statutory auditor of the conflicting interest. The member of the Administrative Council who has complied with the foregoing provisions may not participate in the deliberations of the Administrative Council regarding such decision or operation and may not participate in the related vote.

TITLE VIII. PRESIDENT, VICE-PRESIDENT, AND TREASURER

Article 30. Election and function of the President, Vice-President, and Treasurer

30.1. General

The President, Vice-President, and Treasurer shall be:

- (a) Each a member of the Administrative Council; and
- (b) Three (3) distinct natural persons.

The mandate of the President, the Vice-President, and the Treasurer shall be non-remunerated. The President and the Vice-President shall have different nationalities.

The President, the Vice-President, and the Treasurer shall be elected by secret ballots.

Each new President or Vice-President who is elected by the General Assembly to replace a President or Vice-President, whose mandate has terminated, shall only be elected for the remainder of the term of the President or Vice-President being replaced.

Each new Treasurer who is elected by the Administrative Council to replace a Treasurer, whose mandate has terminated, shall only be elected for the remainder of the term of the Treasurer being replaced.

The mandate of the President, the Vice-President, and the Treasurer terminates by expiry of the term of their mandate or, as of right and with immediate effect, by expiry of their membership of the Administrative Council.

The General Assembly may further revoke the President as President, and the Vice-President as Vice-President at any time and does not need to motivate its decision, without any compensation or cost becoming due by the Association, and provided that the President or Vice-President concerned is convened at the meeting and has received the possibility to defend his/her

position during the meeting of the General Assembly and prior to the voting on the revocation. The concerned President or Vice-President shall not participate in the deliberation of the General Assembly regarding such decision or action, and also not to the relevant voting.

The Administrative Council may further revoke the Treasurer as Treasurer at any time and does not need to motivate its decision, without any compensation or cost becoming due by the Association, and provided that the Treasurer concerned is convened at the meeting and has received the possibility to defend his/her position during the meeting of the Administrative Council and prior to the voting on the revocation. The concerned Treasurer shall not participate in the deliberation of the Administrative Council regarding such decision or action, and also not to the relevant voting.

The President, the Vice-President, and the Treasurer are also free to resign from their office at any time by submitting, via registered mail or via any other means of written communication (including e-mail) with acknowledgment of receipt, their resignation to the Administrative Council. In case of the end of the mandate of the President, the Vice-President, or the Treasurer for whatever reason, except the cases of automatic termination of the membership of the Administrative Council, or revocation, the President, the Vice-President, or the Treasurer as the case may be, shall continue performing the duties of his/her office until the Administrative Council has provided in his/her replacement within ninety (90) calendar days.

In case of termination of the mandate of the President, the Vice-President, or the Treasurer for whatever reason, the President, Vice-President, or Treasurer, as the case may be, shall have no claims for compensation on the Association or for its assets, without prejudice to the mandatory labour law provisions, if applicable.

30.2. President

The President shall be, ipso jure, the last Vice-President elected by the General Assembly whose mandate has terminated by expiry of the term of his/her mandate. The Vice-President shall become the new President immediately after the end of the meeting of the General Assembly during which the mandate of the Vice-President has terminated by expiry of the term of his/her mandate. The President shall serve for a three (3) years term, not renewable. A President whose mandate has expired may only be re-elected as Vice-President for a new three (3) years term, not renewable, three (3) years after his/her mandate as President has ended.

At the end of his/her mandate the President shall submit to the General Assembly:

- (a) A report of the situation and evolution of the Association during his/her mandate as President;
- (b) A financial report of the three (3) last years, together with a record of the amounts in the bank accounts of the Association; and
- (c) A report on pending issues and potential projects.

If the natural person who should serve as President is unable or unwilling to serve as President or when his/her membership of the Administrative Council is automatically terminated or revoked, the General Assembly shall elect as soon as possible a natural person who meets the criteria of Article 30.1., first and second paragraphs, of these Statutes as President.

In case a President has to be elected, the procedure to elect the Vice-President as described at Article 30.3. of these Statutes shall apply *mutatis mutandis*.

30.3. Vice-President

The General Assembly shall elect a Vice-President amongst the members of the Administrative Council. The Vice-President is elected for a three (3) years term, not renewable.

Each member of the Administrative Council may propose one (1) candidate Vice-President to the General Assembly at least fifty-six (56) calendar days in advance of a meeting of the General Assembly at which one (1) Vice-President will be elected. Candidate Vice-Presidents must be supported by at least five (5) Members. One (1) Member cannot support more than two (2) candidate

Vice-Presidents. The Administrative Council shall draw up a list of all proposed Vice-Presidents. The list shall be attached to the convening notice of the meeting of the General Assembly at which a Vice-President will be elected.

At the meeting of the General Assembly during which a Vice-President will be elected, a first round of voting shall be held on all candidates for Vice-President. For each candidate Vice-President, the Members shall vote against or in favour of his/her election or abstain. The candidate Vice-President obtaining the highest number of votes shall be elected. By derogation to Article 26 of these Statutes, in case there are multiple candidates Vice-President, it is not required that the candidate Vice-President, in order to be elected, obtains a majority of fifty percent (50%) plus one (1) vote of the votes cast by the Members present or represented. In the event of a tie, a second round of voting shall be held. The procedure as described above for the first round of voting shall apply *mutatis mutandis* to the second round of voting. If there is only one (1) candidate Vice-President, this candidate Vice-President shall be elected if he/she obtains a majority of fifty percent (50%) plus one (1) vote of the votes cast by the Members present or represented.

If the natural person who should serve as Vice-President is unable or unwilling to serve as Vice-President or when his/her membership of the Administrative Council is automatically terminated or revoked, the General Assembly shall elect as soon as possible a natural person who meets the criteria of Article 30.1., first and second paragraphs, of these Statutes as Vice-President.

30.4. Treasurer

The Administrative Council shall elect a Treasurer among the members of the Administrative Council. The Treasurer is elected for a three (3) years term, renewable once.

If the natural person who should serve as Treasurer is unable or unwilling to serve as Treasurer or when his/her membership of the Administrative Council is automatically terminated or revoked, the Administrative Council shall elect as soon as possible a natural person who meets the criteria of Article 30.1., first paragraph, of these Statutes as Treasurer.

Article 31. Powers of the President, Vice-President, and Treasurer

The President shall have the powers specifically granted to him/her by these Statutes. In particular, the President shall have the following powers:

- (a) Adopting the agenda of the meetings of the General Assembly and the Administrative Council, after preparation by the Secretary;
- (b) Presiding the meetings of the General Assembly and the Administrative Council;
- (c) Signing and approving the minutes of the meetings of the General Assembly and the Administrative Council;
- (d) Acting as a conciliator when differences of opinion occur, both within the Association and vis-à-vis third parties; and
- (e) In the event of a tie vote, having the casting vote within the Administrative Council.

The Vice-President shall have the powers specifically reserved for him/her by these Statutes. As a general rule, the Vice-President shall assist the President in the performance of his/her tasks and replace the President in his/her absence.

The Treasurer shall have the powers specifically granted to him/her by these Statutes and by the Administrative Council. As a general rule, the Treasurer shall oversee the financial affairs of the Association and report in this respect to the Administrative Council.

TITLE IX. WORKING GROUP(S)

Article 32. Working group(s)

The Administrative Council may establish and delegate tasks to one or more Working Group(s). The Working Group(s) shall have a supporting role to the Administrative Council on specific issues. The Administrative Council shall determine among others the mission, composition, powers,

conduct of meetings and governance, convening modalities and drafting of agendas, quorums and voting procedures, and drafting of minutes of the Working Group(s).

The Working Group(s) may be composed of third parties, (Lifetime) Honorary Persons, Representatives and Individual Members who (i) must be experts in the respective fields covered by the Working Group(s) concerned and (ii) are able to substantially contribute to support the Administrative Council. The Working Group(s) shall be chaired by a chairperson being a Representative or an Individual Member and, as the case may be, one or more vice-chairpersons may be elected. The Working Group(s) may invite one or more third party(ies) to attend without voting rights one or more meeting(s) or part(s) of meeting(s) of the Working Group(s).

The Working Group(s) shall not represent the Association vis-à-vis third parties. The Working Group(s) shall not make any public declaration or publication committing the Association.

The Working Group(s) shall always act under the responsibility of the Administrative Council and shall report periodically to the Administrative Council on its/their activities, and/or at the request of the Administrative Council.

TITLE X. SECRETARY

Article 33. Election and function of the Secretary

The Administrative Council may elect a natural person or legal entity, not being (i) a member of the Administrative Council, (ii) a Representative or (iii) a Member as Secretary. His/her/its office may be remunerated. The Association shall cover all reasonable expenses exposed by the Secretary. The Secretary's mandate may be of a definite or indefinite duration. The terms and conditions of his/her/its office shall be determined by the Administrative Council.

The mandate of the Secretary terminates as of right and with immediate effect, (i) by death or incapacity, or (ii) if the Secretary is under judicial administration, in bankruptcy, in judicial reorganisation, in dissolution or in liquidation, or is subject to insolvency proceedings of a similar nature under the laws of any jurisdiction.

Unless otherwise agreed, the Administrative Council may revoke the Secretary at any time and possibly with immediate effect, without (i) having to justify its decision, (ii) any compensation or cost becoming due by the Association, and (iii) prejudice to the mandatory labour law provisions, if applicable.

The Secretary is free to resign from his/her/its office at any time by submitting, via registered mail or via any other means of written communication (including e-mail) with acknowledgment of receipt, his/her/its resignation to the Administrative Council, without prejudice to the mandatory labour law provisions, if applicable. In case of termination of the mandate of the Secretary for whatever reason, except the cases of automatic termination of the mandate of the Secretary or revocation, the Secretary shall continue performing the duties of his/her/its office until the Administrative Council has provided in his/her/its replacement within ninety (90) calendar days.

In case of the end of the mandate of the Secretary for whatever reason, the Secretary shall have no claims for compensation on the Association or for its assets, without prejudice to the mandatory labour law provisions, if applicable.

The Secretary shall be a permanent observer at the General Assembly, the Administrative Council, the Working Group(s), the Research and Development Community(ies) and the Editorial Board, and shall have the right to attend all meetings of the aforementioned bodies, without voting rights and with the right to be heard. All convening notices to all meetings of the aforementioned bodies must simultaneously be notified to the Secretary.

Article 34. Powers of the Secretary

The Secretary shall have the powers specifically granted to him/her/it by these Statutes. In particular, the Secretary shall have the following powers:

- (a) The daily management of the Association, within the approved budget;
- (b) The organisation of membership;
- (c) In cooperation with the President, the coordination and the organisation of the General Assembly's meetings;
- (d) In cooperation with the President, the coordination and the organisation of the Administrative Council's meetings;
- (e) Deciding on the admission of new Members;
- (f) Executing the decisions of the Administrative Council;
- (g) Sending the convening notices of the General Assembly and the Administrative Council;
- (h) After consultation with the Treasurer, the preparation of the draft annual working plan, the draft annual accounts and the draft budget that must be submitted to the Administrative Council for finalisation and approval;
- (i) The follow-up of the financial affairs of the Association, under the supervision of the Treasurer;
- (j) Ensuring the public relations of the Association, particularly regarding communication with third parties; and
- (k) Proposing to the Administrative Council the hiring and the dismissal of the employees of the executive secretariat of the Association.

The Secretary shall always act under the responsibility of the Administrative Council and within the approved budget. The Secretary shall report periodically to the Administrative Council on his/her/its actions and activities, and/or at the request of the Administrative Council.

TITLE XI. EDITORIAL BOARD –

Article 35. Composition

The Editorial Board shall be composed of at least two (2) members .

Each member of the Editorial Board shall:

- (a) Be a third party, a (Lifetime) Honorary Person, a Representative or an Individual Member;
- (b) Be an expert in the respective fields covered by the Editorial Board;
- (c) Be able to substantially contribute to support the work which forms the purpose of the Association;
- (d) Agree to suggest high quality reviewers for papers submitted to the Journal(s) of the Association, such as the EJTE;
- (e) Contribute ideas to the Editorial Board concerning raising the quality of ATEE publications and suggestions for possible keynote speakers at ATEE conferences;
- (f) Have knowledge and understanding of teacher education in European/international context and particular topics within teacher education (e.g. ITE, Inservice);
- (g) Have experience in writing and reviewing papers for peer-reviewed journals with impact factor over at least a 3-year period;
- (h) Have evidence of at least 4 publications in peer-reviewed journals with impact factor;
- (i) Undertake the review of at least 8 papers for EJTE each year;
- (j) Attend the EJTE Editorial Board meeting at least once every 3 years (either in person or on-line);
- (k) Promote EJTE in your own country and at any relevant opportunities that arise (e.g., national/international conferences, educational networks); and
- (l) Support the development of new authors of papers by mentoring selected researchers at a mentoring meeting at the ATEE Annual Conference.

Article 36. Powers

The Editorial Board shall have the powers specifically granted to it by these Statutes. In particular, the Editorial Board shall have the following powers:

- (a) raise the academic quality of the Journal(s) of the Association, such as the EJTE; and
- (b) encourage the submission of high quality papers to the Journal(s) of the Association, such as the EJTE

The Editorial Board shall not represent the Association vis-à-vis third parties. The Editorial Board shall not make any public declaration or publication committing the Association.

The Editorial Board shall always act under the responsibility of the Administrative Council and shall report periodically to the Administrative Council on its activities, and/or at the request of the Administrative Council.

TITLE XII. RESEARCH AND DEVELOPMENT COMMUNITY(IES)

Article 37. Composition

The General Assembly, upon proposal of the Administrative Council, may establish, delegate tasks, and dissolve one or more Research and Development Community(ies).

The Research and Development Community(ies) may be composed of third parties, (Lifetime) Honorary Persons, Representatives and Individual Members who (i) must be experts in the respective fields covered by the Research and Development Community(ies) concerned and (ii) are able to substantially contribute to support the work which forms the purpose of the Association.

The Research and Development Community(ies) may invite one or more third party(ies) to attend without voting rights one or more meeting(s) or part(s) of meeting(s) of the Research and Development Community(ies).

Article 38. Powers

The Research and Development Community(ies) shall have a dedicated role regarding one or more activity(ies) developed by the Association. The Administrative Council shall determine the dedicated role and the powers of the Research and Development Community(ies).

The Research and Development Community(ies) shall not represent the Association vis-à-vis third parties.

The Research and Development Community(ies) shall not make any public declaration or publication committing the Association.

The Research and Development Community(ies) shall always act under the responsibility of the Administrative Council and shall report periodically to the Administrative Council on its/their activities, and/or at the request of the Administrative Council.

TITLE XIII. LIABILITY

Article 39. Liability

39.1. The Association shall only be liable for its debts up to the amount of the Association's own assets.

39.2. The Members or their respective Member Representatives shall incur neither a personal liability for the debts or for any other commitments of the Association nor for any other liability of whatever nature.

TITLE XIV. EXTERNAL REPRESENTATION OF THE ASSOCIATION

Article 40. External representation of the Association

The Association shall be validly represented vis-à-vis third parties and with regard to all judicial and extrajudicial deeds by the President, acting alone, and by the Vice-President, acting alone, or by two (2) members of the Administrative Council, acting jointly.

Within the framework of daily management, the Association shall also be validly represented vis-à-vis third parties and with regard to all judicial and extra-judicial deeds by the Secretary, acting alone.

None of the aforementioned persons must justify his/her/its powers vis-à-vis third parties.

In addition, the Association shall also be validly represented vis-à-vis third parties, within the framework of their mandates, by one or more proxy holder(s) duly mandated by the Administrative Council, the President, acting alone, the Vice-President, acting alone, or two (2) members of the Administrative Council, acting jointly, or, within the framework of daily management, by the Secretary, acting alone.

TITLE XV. INTERNAL RULES

Article 41. Internal rules

41.1. Internal Rules may be adopted by the Association in order to implement and further detail the present Statutes as well as to facilitate the regulation and management of the Association. The Internal Rules of the Association include among others the policies and any other internal regulation adopted by the Board of Directors of the Association. With an exception to the foregoing, the Rules of Procedures for election of the members of the Board of Directors are adopted by the General Assembly.

41.2. The Internal Rules may be amended according to the rules provided for in Article 23.1, paragraph 2, ix. of the present Statutes.

41.3. The Internal Rules are available to all Members and are communicated to the latter in accordance with Article 2:32 BCCA.

41.4. The Internal Rules complete the Statutes and are subordinate to the latter. In the case of any contradiction between the Internal Rules and the Statutes, the latter shall prevail.

TITLE XVI. FINANCIAL YEAR. ACCOUNTS. BUDGET. AUDITING OF THE ACCOUNTS

Article 42. Financial year

The financial year of the Association shall run from 1 January to 31 December.

Article 43. Annual Accounts. Budget

The Administrative Council shall establish each year the draft annual accounts of the past financial year, as well as the draft budget for the next financial year. The currency of the Association shall be the euro for the annual accounts and all other official accounting, tax and legal documents.

Each year, within six (6) months following the end of the financial year, the Administrative Council shall submit the draft annual accounts and the draft budget to the Ordinary General Assembly for approval.

The draft annual accounts and the draft budget shall be circulated amongst all Members at least twenty-eight (28) calendar days before the Ordinary General Assembly.

Article 44. Auditing of the accounts

If the law requires so, the General Assembly shall appoint a statutory auditor, chosen between the members of the Belgian “*Institut des Réviseurs d’Entreprise/Instituut der Bedrijfsrevisoren*”, for a three (3) years term.

If the Association is not required by law to appoint a statutory auditor, the General Assembly may still appoint a statutory auditor or an external accountant to audit the annual accounts.

The statutory auditor or the external accountant, as the case may be, shall draw up an annual report on the annual accounts of the Association. This report shall be submitted to the Ordinary General Assembly before the approval of the annual accounts.

TITLE XVII. AMENDMENTS TO THESE STATUTES

Article 45. Amendments to these Statutes

The General Assembly can validly decide on amendments to these Statutes only if (i) at least half (1/2) of the Members are present or represented and (ii) the decisions to amend obtain a majority of fifty percent (50%) plus one (1) vote of the votes cast by the Members present or represented. Blank votes, invalid votes and abstentions shall not be counted. In the event of a tie, the Member whose Representative is the President, or if the President is an Individual Member, the Individual Member himself/herself, shall have the decisive vote and in its absence (whether represented or not), the Member whose Representative is the Vice-President, or if the Vice-President is an Individual Member, the Individual Member himself/herself. If the Member whose Representative is the President, or if the President is an Individual Member, the Individual Member himself/herself, and the Member whose Representative is the Vice-President or if the Vice-President is an Individual Member, the Individual Member himself/herself are both absent (whether represented or not), the Member whose Representative or the Individual Member who has been designated by the General Assembly to chair the General Assembly shall have the decisive vote.

If half (1/2) of the Members are not present or represented at the first meeting, a second meeting of the General Assembly may be convened pursuant to Article 18 of these Statutes, at least twenty-eight (28) calendar days after the first meeting of the General Assembly. The second meeting of the General Assembly shall validly deliberate, irrespective of the number of Members present or represented, in accordance with the majorities stipulated in the first paragraph of the present Article, and decide the amendments. However, the General Assembly shall always be composed of at least two (2) natural persons physically present.

The main terms of any proposal to amend these Statutes shall be explicitly mentioned in the agenda of the convening notice to the Members and the members of the Administrative Council.

The date on which the amendments to these Statutes shall enter into force shall be determined in the internal rules, if any, or by the decision of the General Assembly regarding the amendments to these Statutes.

Any decision of the General Assembly relating to the amendments of these Statutes is subject to the additional requirements imposed by applicable law. In particular, when the law requires it, the amendments to these Statutes must be acknowledged by a Royal Decree or recorded in a notarial deed.

TITLE XVIII. DISSOLUTION. LIQUIDATION

Article 46. Dissolution. Liquidation

The General Assembly can validly pronounce the dissolution of the Association only if (i) at least half (1/2) of the Members are present or represented and (ii) the decision obtains a two-thirds (2/3) majority of the votes cast by the Members present or represented. Blank votes, invalid votes and abstentions shall not be counted. In the event of a tie, the Member whose Representative is the President, or if the President is an Individual Member, the Individual Member himself/herself, shall have the decisive vote and in its absence (whether represented or not), the Member whose Representative is the Vice-President, or if the Vice-President is an Individual Member, the Individual Member himself/herself. If the Member whose Representative is the President, or if the President is an Individual Member, the Individual Member himself/herself, and the Member whose Representative is the Vice-President or if the Vice-President is an Individual Member, the Individual Member himself/herself are both absent (whether represented or not), the Member whose Representative or

the Individual Member who has been designated by the General Assembly to chair the General Assembly shall have the decisive vote.

If half (1/2) of the Members are not present or represented at the first meeting, a second meeting of the General Assembly may be convened pursuant to Article 18 of these Statutes, at least twenty-eight (28) calendar days after the first meeting of the General Assembly. The second meeting of the General Assembly shall validly deliberate, irrespective of the number of Members present or represented, in accordance with the majorities stipulated in the first paragraph of the present Article, and decide on the dissolution. However, the General Assembly shall always be composed of at least two (2) natural persons physically present.

Any proposition to dissolve the Association shall be explicitly mentioned in the agenda of the convening notice to the Members and the members of the Administrative Council.

Upon the dissolution and liquidation of the Association, the General Assembly shall decide upon: the appointment of one or more liquidator(s), the decision-making process of the liquidators if several liquidators are appointed, and the scope of his/her/its/their powers. Failing the appointment of one or more liquidator(s), all the members of the Administrative Council shall be deemed to be jointly in charge of the Association's liquidation.

The General Assembly shall also decide upon the allocation of the net assets of the Association, provided however that the net assets of the Association may only be allocated to a disinterested purpose.

TITLE XIX. VARIA

Article 47. Varia

Anything that is not provided for in these Statutes or the internal rules, if any, shall be governed by the provisions of the Belgian Code on Companies and Associations of 23 March 2019 (**BCCA**), as modified and amended by subsequent laws, and its implementing Royal Decrees.

Membership of the Association does not imply or represent any endorsement by the Association of a Member or of an activity undertaken by a Member. Members shall not use the Association's name and logo(s) in any manner unless they received a prior and written authorisation from the Administrative Council to do so. Members shall have no claim on the Association's assets.

The business of the Association shall be conducted in English, without prejudice to applicable legal obligations. These Statutes are written in French and English, but only the French version shall be the official text.

Article 48. Jurisdiction

Any dispute in connection with the present Statutes, the Internal Rules, the policies of the Association and/or any decision of one of the governing bodies of the Association shall be brought to the competent Belgian Court.