



# VSE CONSTITUTION

(Latest amendments published on 27 January 2016)

Company number: 828.549.254

Name: VICTIM SUPPORT EUROPE

Legal form: Non-profit international association

Registered office: Avenue Louise, 65, box 4, Brussels (1050 Brussels)

Purpose of the act: **Constitution**

Under an act

- received on 19 May 2010 by Maître Gérard Indekeu, associated Notary residing in Brussels, being part of the civil law partnership in the form of a private limited company "Gérard Indekeu – Dimitri Cleenewerck de Crayencour", BCE number 0890.388.338,
- and registered at the Second Registry Office in Jette on 21 May 2010, volume 16, folio 66, box 6, the 25 euros fees having been charged by the Chief Inspector W. Arnaut

and the amending act

- received on 9 August 2010 by Maître Dimitri Cleenewerck de Crayencour, associated Notary residing in Brussels, being part of the civil law partnership in the form of a private limited company "Gérard Indekeu – Dimitri Cleenewerck de Crayencour", above mentioned
- and submitted before being registered to the qualified registry office

the non-profit-making international association called "Victim Support Europe" was constituted.

Founding members

1. WEISSER RING, Austria
2. STEUNPUNT ALGEMEEN WELZIJNSWERK, Belgium
3. BILY KRUH BEZPECI, Czech Republic
4. VICTIM SUPPORT DENMARK, Denmark
5. Rikosuhriipaivystys Suomessa, Finland
6. ARBEITSKREIS DER OPFERHILFEN IN DEUTSCHLAND E.V., Germany
7. WEISSER RING E.V., Germany
8. FEHER GYURU, Hungary
9. ASSOCIACAO PORTUGUESA DE APOIO A VITIMA (APAV), Portugal
10. SOPROTIVLENIE, Russia
11. VICTIMOLOGY SOCIETY OF SERBIA, Serbia
12. POMOC OBETIAM NASILIA, Slovakia
13. WEISSER RING SCHWEIZ, Switzerland
14. SLACHTOFFERHULP NEDERLAND, The Netherlands
15. VICTIM SUPPORT ENGLAND & WALES, UK
16. VICTIM SUPPORT NORTHERN IRELAND, UK
17. VICTIM SUPPORT SCOTLAND, UK

Those present are all originators, promoters of the idea and responsible for the formation of the non-profit-making international association now constituted, the aforementioned are thereafter referred to as founding members of the association.

Those appearing hereby present the articles of association of an international non-profit-making association under Belgian law, which they declare to be formed between them in the following terms:

## **TITLE I: NAME, OFFICE, OBJECTS AND ACTIVITIES**

### **1. NAME**

1.1 This non-profit-making international association (AISBL) is called "Victim Support Europe", hereafter 'VSE'.

1.2 This association is governed by the provisions of Title III of the law of 27 June 1921 concerning non-profit-making associations, non-profit-making international associations and foundations (articles 46 to 57 as modified by the laws of 2 May 2002, 9 July 2004 and 27 December 2004) hereafter the 'Law'.

### **2. ADDRESS OF THE REGISTERED OFFICE**

2.1 The head office of the association is established in the area of Brussels-Capitale. It is registered at rue de la Loi 235 box 27, 1040 Brussels. *(change published on 1 October 2012)*

2.2 The registered office can be transferred to any other place in Belgium by decision of the General Assembly under the procedure described at Article 16. The change of registered office shall be published in the Annexes to the "Moniteur belge" and communicated to the federal public service during the month in which the decision is taken.

### **3. OBJECTS**

3.1 VSE has the following nonprofit international objectives:

(a) The mission of the organisation is to encourage, support, promote and develop the provision of national services providing practical and emotional support to victims and others affected by crime in any European state as defined by the Council of Europe. This includes providing assistance to parties interested in creating national organisations aimed at supporting victims of crime in any European state. The mission includes work to prevent crime, re-victimisation and secondary victimisation. The mission extends to the development, advancement and promotion of knowledge and learning including in and through academic institutions across all European states so as to improve the position of victims and others affected by crime in Europe. The mission includes the commissioning of research and development in victims' rights, national and international standards and best practice for the provision of services. The mission involves representing the interests of victims and the membership to European institutions including the European Commission, the Council of Europe as well as international bodies such as the United Nations. Representation will extend to European and international organisations concerned with human rights and social and criminal justice. The mission will seek to secure justice, freedom and security for victims and others affected by crime in Europe.

(b) The relief of poverty, sickness and distress among persons in Europe which has arisen as a result of any criminal offence committed by any person or through any means whatever; and

(c) The advancement of education of the public throughout Europe and in particular to increase awareness of the problems of victims of crime and the remedial action required.

3.2 In furtherance of the above objects, VSE may exercise the following powers:

(a) To promote the development of effective and high quality support services for victims and other persons affected by crime throughout Europe and the world.

- (b) To promote fair and equal compensation for all victims of crime and other persons affected by crime throughout Europe and the world of whatever nationality including advising Governmental agencies and bodies on appropriate compensation schemes and their implementation.
- (c) To promote and advise on the rights of victims of crime in Europe under the laws of the country having jurisdiction to adjudicate upon matters relating to the crime or crimes in question.
- (d) To provide opportunities for the exchange of experiences and information between victim service organisations throughout Europe and internationally.
- (e) To represent the views of members of VSE to the European Parliament, the European Commission, the Council of Europe, the United Nations and other European and international organisations and (after consultation with the National Organisation concerned) with national governments.
- (f) To provide information and advice to individuals and groups planning to organize services for victims of crime in European countries where such services do not exist.
- (g) To provide a scheme of accreditation determining quality standards of activity with victims and others affected by crime that is open to member organisations and other organisations and institutions existing in Europe.

3.3 The activities which VSE proposes to carry out in order to achieve its objects are the following :

- (a) to publish and distribute reports, leaflets and other literature relating to existing services, good practice models and services which would benefit victims of crime.
- (b) to organise conferences for the exchange of information including conferences on issues relating to victims of crime for members and other interested parties.
- (c) to liaise with bodies throughout Europe and internationally (whether national or international, governmental or non-governmental, statutory or non-statutory) representing other professions and other interest groups whose contribution could be beneficial to victims of crime.
- (d) to co-operate with other bodies.
- (e) to support, administer or set up other charities.
- (f) to raise funds (*change published on 8 January 2015*)
- (g) to acquire rent or hire property of any kind.
- (h) to let or dispose of property of any kind.
- (i) to make grants or loans of money.
- (j) to set aside funds for special purposes or as reserves against future expenditure.
- (k) to deposit or invest funds in any manner (but to invest only after obtaining advice from a financial expert and having regard to the suitability of investments and the need for diversification).
- (l) to arrange for investments or other property of VSE to be held in the name of a nominee being a corporate body under the control of the Executive Board or

of a financial expert acting under their instructions.

(m) to insure property for any amount against any risk and take out other insurance policies to protect VSE.

(n) to insure Board Members against defence costs or personal liability incurred in respect of any act or omission which is or is alleged to be a breach of trust or breach of duty, unless the Board Members concerned knew that, or was reckless whether, the act or omission was a breach of trust or breach of duty.

(o) to employ paid or unpaid agents, staff or advisers.

(p) to enter into contracts to provide services to or on behalf of other bodies.

(q) to establish other NGOs to assist or act as agents for VSE.

(r) to pay the costs of forming VSE.

(s) to do anything else within the law which promotes or helps to promote the objectives.

#### **4. LANGUAGE & DURATION**

4.1 In principle the working language is English. Nevertheless, instruments and documents of the association required by current legislation for the purposes of legal publication or deposition must be written in French.

4.2 VSE is formed for an unlimited duration.

#### **TITLE II: MEMBERS**

##### **5. THE NOTION OF MEMBER** *(changes in this article published on 27 January 2016)*

5.1 VSE is composed of full, associate and supporter membership.

(a) Full membership is only open to non-governmental organisations that operate in a European state as defined by the Council of Europe that provide generic support services to victims of crime meeting the criteria laid down by VSE. The number of full members in each European state is unlimited *(change published on 8 January 2015)*. The numbers of and arrangements for full membership may be changed on resolution by a General Assembly.

(b) Associate membership is open to State level governmental bodies, academic institutions, other governmental and non-governmental organizations not fulfilling criteria for a full membership as well as victim organisations meeting the criteria laid down by VSE. Associate membership is also open to natural persons. Such organisations and individuals may have a legitimate interest in contributing to and benefiting from VSE's work. The number of associate members in each European state is unlimited *(change published on 8 January 2015)*. The numbers of associate membership may be changed on resolution by a General Assembly.

(c) Supporter membership is open to all natural and legal persons on condition that they do not act, through words or actions, in any way contrary to the interests and values of Victim Support Europe, its members or victims of crime.

5.2 Full members are legal persons legally formed according to the law and usage of their country of origin.

5.3 Given VSE's activities, a full member:

(a) shall not restrict the scope of its activities by declining to assist victims on the basis of sex, race, colour, ethnic or social origin, genetic features, language, religion or belief, political or any other opinion, membership of a national minority, property, birth, disability, age or sexual orientation, the nature of his/her complaint or for any other reason based on the personal or social characteristics of the person.'

(b) A full member may refer a victim, with their consent, to another organisation which provides an effective service for a specific group of victims';

(c) shall submit up-to-date information about its activities in a form agreed and at intervals specified by VSE.

## 6. ADMISSION AND TERMINATION

### 6.1 Admission of Full and Associate Members *(changes in this article published on 27 January 2016)*

(a) Every organisation admitted to full or associate membership of VSE shall either sign a written consent to become a full or associate member or sign the registers of such members and shall not become a member until such consent has been given.

(b) An application for full or associate membership shall be submitted to a nominated member of the Executive Board who will examine the candidate and may admit the applicant organisation to associate or full membership. The application shall be made on a form approved by the Executive Board and by VSE in a General Assembly. Appointments to full and associate membership will be reported to each General Assembly. Applicants not admitted to full or associate membership may appeal such a decision to the Executive Board or the General Assembly.

(c) Subject to the approval of the Annual General Assembly, a programme of accreditation for full and associate member organisations could be introduced as part of the membership criteria.

(d) The Executive Board shall take decisions whether to admit an application for full or associate membership and shall have the right for good and sufficient reason to terminate the membership of any full or associate member provided that the member concerned shall have a right to be heard before a final decision is made.

### 6.2 Termination of Full or Associate Membership *(changes in this article published on 27 January 2016)*

Membership is terminated if the member concerned

(i) gives written notice of resignation by recorded delivery to the registered office of the association (representation of the outgoing member shall cease upon notification of resignation);

(ii) ceases to exist.

### 6.3 Exclusion of Full or Associate Members *(changes in this article published on 27 January 2016)*

(a) The General Assembly may exclude a member of VSE after the Executive Board heard, at its request, representations from the interested party and reported to the General Assembly.

(b) Exclusion may take place:

- (i) should a member no longer meet the membership's conditions contained in Articles 5 and 6;
- (ii) should a member be six months in arrear in paying the relevant subscription (but in such a case the member may be reinstated on payment of the amount due).
- (iii) or for any other reason communicated in advance by the Executive Board to all of the members of VSE.

#### **6.4 Admission of Supporter Members** *(changes in this article published on 27 January 2016)*

- (a) Every natural or legal person admitted to supporter membership of VSE shall either sign a written consent to become a supporter member or sign the registers of such members and shall not become a member until such consent has been given.
- (b) An application for supporter membership shall be submitted to the Secretariat of the Board who will examine the application and submit a recommendation to any Board member according to their availability. The Board member receiving the recommendation shall take a decision whether to admit an application for membership. The Secretariat to the Board shall inform the applicant accordingly. The application shall be made in a form approved by the Executive Board and by VSE in a General Assembly. Appointments to supporter membership will be reported to each General Assembly.
- (c) The first year of membership shall run until 31 December of the year the applicant joins VSE, irrespective of the date of joining. Subsequent renewals of membership shall run for a period of 12 months from 1 January until 31 December.
- (d) Subject to the approval of the Annual General Assembly, a programme of accreditation for member organisations could be introduced as part of the membership criteria.

#### **6.5 Termination of Supporter Membership** *(changes published on 27 January 2016)*

- (a) Membership, and any benefits attached to such membership, is terminated if the member concerned:
  - (i) gives written notice, by electronic or other means, of resignation to the registered office of the association;
  - (ii) ceases to exist;
  - (iii) does not renew its membership and pay the required fees within the prescribed payment period.
- (b) The Executive Board may terminate any supporter membership upon recommendation of the Secretariat to the Board where:
  - (i) there is prima facie evidence that the member has acted through words or actions, in way contrary to the interests and values of Victim Support Europe, its members or victims of crime;
  - (ii) or for any other reason aimed at protecting Victim Support Europe's mission, integrity or reputation.
- (c) The supporter member shall have the right to be heard by written submission before a final decision on termination of membership is made.

### **7. CONTRIBUTIONS AND ASSETS**

#### **7.1 Contribution**

- (a) Every member of VSE undertakes to contribute to the assets of VSE.
- (b) The contribution shall be fixed by the General Assembly on the basis of a proposal from the Executive Board.
- (c) Levels of contributions shall be provided for full, associate and supporter members. *(Changes published on 27 January 2016)*
- (d) The contribution shall be payable on a date each year to be fixed by the AGM. The contribution for a new member shall be due immediately after the admission of that member to VSE.
- (e) Contributions may never be refunded.
- (f) Payment of the contribution shall be made in Euros.
- (g) The ability to participate in the work of VSE and the benefit of any documentation distributed by VSE shall depend upon receipt of the contribution payable.

## **8. INCOME AND PROPERTY**

8.1 The income and property of VSE shall be applied solely towards the promotion of its objects as set forth in these Statutes and no portion of such income and property shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise howsoever by way of profit, to members of VSE. No Board Member shall be appointed to any office of VSE, paid by salary or fees or receive any remuneration or other benefit in money or money's worth from VSE, provided that nothing shall prevent any payment in good faith by VSE:

- (a) of reasonable and proper remuneration to any member, officer or servant of VSE not being a Board Member for any services rendered to VSE;
- (b) of interest on money lent by any member of VSE or of its Executive Board at a reasonable and proper rate per year not exceeding 2% less than the published base lending rate prescribed for the time being by a clearing bank selected by the Executive Board;
- (c) of reasonable and proper rent for premises let by any member of VSE or Board Member;
- (d) of fees, remuneration or other benefit in money or money's worth to a company of which a Board Member may be a member holding not more than one hundredth part of the issued capital of that company;
- (e) to any Board Member of reasonable out-of-pocket expenses;
- (f) to any Board Member who possesses specialist skills or knowledge required by VSE for its proper administration, of reasonable charges for work of that nature done by him or her or by his or her firm, when instructed by VSE to act on its behalf; provided that:
  - (i) at no time shall a majority of the Board Members benefit under this provision: and
  - (ii) a Board Member shall withdraw from any meeting whilst his or her own instruction or remuneration, or that of his firm, is being discussed.
- (g) to any person holding office as Board Member or any other office of VSE or Executive Board of reasonable remuneration for work undertaken whilst holding that office notwithstanding that they are Board Members of VSE: Provided that a Board Member withdraws from any meeting whilst his/her remuneration is being discussed.

(h) any Board Member may receive and retain any reasonable remuneration paid to him or her in respect of his or her employment by VSE notwithstanding that he or she is a Board Member, provided that

(i) a Board Member withdraws from any meeting whilst his or her appointment, remuneration or other terms of employment, or the appointment, remuneration or other terms of employment of any other employee or employees which might affect the Board Member is being discussed; and

(ii) the majority of the Board Members do not receive remuneration in respect of employment by VSE.

## **9. GENERAL ASSEMBLY**

### **9.1 Composition**

(a) The General Assembly shall be composed of all of full members that are in order of contribution.

(b) Each active full member shall have one sole vote. Associate and supporter members shall have no vote. *(Changes published on 27 January 2016)*

(c) Members shall be represented by the individual designated by them.

(d) General Assembly shall be presided over by the President of the Executive Board.

In the absence of the President, the Vice Presidents of the Executive Board or another Board member elected at the meeting shall chair the meeting.

(e) If at any General Assembly no Board Member is willing to act as chair or if no Board Member is present within 15 minutes after the time appointed for holding the meeting, the members present by their authorised representatives shall choose a representative of one of their number to chair the meeting.

### **9.2 Meeting**

(a) VSE shall in each calendar year hold its Annual General Assembly in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it;

(b) not more than 6 months shall elapse between the closure of the annual accounts and the Annual General Assembly

(c) Any General Assembly other than Annual General Assembly shall be called Extraordinary General Assembly.

### **9.3 Notice of General Assembly**

(a) The Executive Board convenes the General Assembly. Not fewer than five members may call upon the Executive Board to convene General Assembly;

(b) the Annual General Assembly shall be called by at least two months' notice in writing prior to the meeting;

(c) extraordinary General Assembly shall be called by at least two months' notice in writing prior to the meeting;

(d) notice shall be sent to members by letter, fax, electronic mail or any other means of communication;

(e) the notice shall enclose the agenda and specify the place, the day and the hour of meeting;



(f) the accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

#### 9.4 Proceedings at General Assembly

The General Assembly has the full power to realise the objects and activities of VSE.

9.5 The business to be transacted at an Annual General Assembly shall include:

(a) the consideration of :

- (i) a report of the work of VSE since the previous General Assembly, drawn up by the Executive Board;
- (ii) a report of the Auditor of the finances of VSE and adopt the budget
- (iii) any resolution notified by full member organisations or the Executive Board
- (iv) any amendments to the statutes which may be proposed ;
- (v) appeals from organisations which have not been admitted to full or associate membership;
- (vi) the priorities of work for the coming year ;

(b) the deciding of :

- (i) the annual membership fee ;
- (ii) the dates and venues for future General Assembly ;
- (iii) rules, regulations or guide-lines governing VSE or its General Assembly
- (iv) the winding up of the association and select the liquidators ;
- (v) VSE's budget, following receipt of the Auditor's report;

(c) the election of :

- (i) the Executive Board and its members
- (ii) the Auditors;

9.6 No business shall be transacted at any General Assembly unless a quorum of members is present at the time when the meeting proceeds to business; one-third of the membership, each member represented by a delegate entitled to vote, shall be a quorum.

9.7 Two delegates (but no more) from each full and associate member organisations shall be entitled to attend and speak at any General Assembly;

9.8 At any General Assembly a resolution put to the vote of the meeting shall be decided on a show of hands of full members unless a poll is (before or on the declaration of the result of the show of hands) demanded:

- (a) by the President; or
- (b) by at least 2 representatives of full members present and having the right to vote at the meeting;

9.9 Unless a poll is so demanded, a declaration by the President that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost and an entry to that effect in the minutes of proceedings of VSE shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution;

9.10 The demand for a poll may be withdrawn before the poll is taken, but only with the consent of the President. The withdrawal of the demand for a poll shall not invalidate the result of a show of hands declared before the demand for the poll was made;

9.11 Except where otherwise provided by Belgian law, every issue shall be decided by a majority of the votes cast;

9.12 A resolution in writing signed by all the members entitled to receive notice of and to attend and vote at General Assembly (or, being organisations, by their duly authorized representatives) shall be

as valid and effective as if it had been passed at a General Assembly duly convened and held. Any such resolution in writing may consist of 2 or more documents in like form each signed by one or more members.

9.13 Resolutions of the General Assembly shall be recorded in a register signed by the President and kept by the President, who shall make them available to members at the registered office. Resolutions are notified in accordance with Article 13 of these statutes within 4 weeks of their adoption by letter and e-mail.

#### **9.14 Votes of Members**

(a) Every full member shall have one vote. One representative from each full member organisation may vote on behalf of his or her organisation.

(b) No full member shall be entitled to vote at any General Assembly unless all money presently payable by it to VSE has been paid.

### **10. EXECUTIVE BOARD (CONSEIL D'ADMINISTRATION)**

#### **10.1 Formation**

(a) The maximum and minimum number of the Board Members of the Executive Board shall be determined by VSE in General Assembly but in the absence of special circumstances the usual number of Board Members should be between six and ten.

(b) The first Board Members shall be those persons named in these statutes, who shall be deemed to have been appointed under these Articles. Future Board Members shall be appointed as provided subsequently in these Articles.

(c) When funds are available for this purpose the Board Members shall be paid all reasonable out of pocket, hotel and other expenses properly incurred by them in attending and returning from Executive Board meetings or General Assemblies of VSE or in connection with the business of VSE.

#### **10.2 Powers and Duties of the Executive Board**

10.3 The Executive Board shall retain all of the powers of management and administration, subject to those reserved to the General Assembly.

10.4 In accordance with the provisions of article 53 § 1 of the Law, the Executive Board shall produce each year the annual accounts of the past financial year as well as the budget for the following term.

10.5 The Executive Board's power of management and administration covers:

(a) Payment of all expenses incurred in the formation of VSE;

(b) Determination of manner according to which all cheques and other negotiable instruments, and all receipts for money paid to VSE, shall be signed, accepted, endorsed or otherwise executed;

(c) Co-optation for periods of up to 3 years of staff that is required for its work;

(d) Proposal to the Annual General Assembly of rules that may be convenient for the proper conduct and management of VSE and for the purposes of prescribing classes of and conditions of membership.

10.6 The Executive Board shall cause minutes to be made:

(a) of all appointments of officers made by the Executive Board;

(b) of all resignations and removals of officers;

(c) of the names of the Board Members present at each Executive Board meeting;

(d) of all resolutions and proceedings at all meetings of VSE, and of the Executive Board.

#### **10.7 Disqualification of Board Members**

- (a) The office of Executive Board member shall be vacated if the Board Member:
- (i) becomes bankrupt or makes any arrangement or composition with his creditors generally;
  - or
  - (ii) ceases to be a Board Member by virtue of any provision in Belgian law; or
  - (iii) becomes incapable by reason of mental disorder, illness or injury of managing and administering his property and affairs; or
  - (iv) resigns his office by written notice to VSE; or
  - (v) is directly or indirectly interested in any contract with VSE and fails to declare the nature of his interest.

(b) The office of Executive Board member may also be revoked by an ordinary resolution, of which special notice has been given. The General Assembly may by ordinary resolution appoint another person in place of a Board Member removed under this Article. The Board Member so appointed shall not be a representative of a full member who is already represented on the Executive Board and no more than two members of the Board may come from any one European state.

(c) A Board Member shall not vote in respect of any contract in which he is interested or any matter arising out of it, and, if he does so vote, his vote shall not be counted.

#### **10.8 Election of Board Members**

The Executive Board is appointed at the Annual General Assembly.

(a) The Executive Board will be elected from among the full members. Four will be elected to perform one of the following specific offices, i.e. President, Vice Presidents and Treasurer. Up to an additional 7 members will be elected. Unless posts have become vacant through resignation, in order to create the required vacancies the post-holders who have served longest will retire by rotation and will be eligible for re-election. In the event of there being more than two postholders of equal seniority, the post-holders to retire will be determined by lot.

(b) The office of Executive Board member is limited to two terms of three years. Executive Board members elected to the specified roles of President, Vice Presidents and Treasurer may serve a further two terms of three years.

(c) The Executive Board shall have power at any time to appoint any person representing a full membership organisation to be a Board Member, either to fill a vacancy or as an addition to the existing members but so that the total number of Board Members shall not at any time exceed any maximum number fixed in accordance with these Articles. Any Board Member so appointed shall not be a representative of an organisation which is already represented on the Executive Board and shall hold office only until the next General Assembly and shall then be eligible for re-election in accordance with these Articles.

(d) No person may be appointed as a Board Member:

- (i) unless he has attained the age of 18 years;
- (ii) in circumstances such that, had he already been a Board Member he would have been disqualified from acting under the provisions of Article 10.7.

(e) Nominations of candidates for election must be given in writing to the Secretary of the Executive Board not later than 14 clear days before the Annual General Assembly at which the election is to be held and shall specify the office occupied by the Board member whose retirement or resignation has caused the vacancy and which the nominee, if successful, would fill.

(f) Each organisation in full membership may nominate one candidate, who must be a member of the organisation making the nomination using the nomination form provided by the Executive Board. Nominations must be signed by a senior officer of the organisation other than the candidate and by

the candidate accepting nomination. No full member organisation shall nominate as a candidate a member of an organisation who is already represented by a Board member.

(g) Voting will take place at the Annual General Assembly by a separate closed ballot for each place to be filled. Each organisation in full membership which is present at the meeting will have one vote for each position to be filled. If any candidate fails to attend the meeting at which the relevant election is to take place, the nomination of that candidate will be invalid unless reason for non-attendance is given, which is acceptable to the meeting.

(h) Voting Procedures: A candidate with an absolute majority in the first ballot will be elected. If there is no absolute majority in the first ballot, the two candidates with the most votes will stand in a second ballot at which a candidate will succeed with a simple majority. In the case of the two final candidates having the same number of votes, a lot will be drawn.

(i) If, for whatever reason, no-one can be elected using the normal procedures, the President of the meeting may call for further nominations at the meeting and an election will take place forthwith.

(j) The offices to which Board Members shall have been elected pursuant to these Articles are as follows:

- (i) A President;
- (ii) Two Vice Presidents; *(change published on 29 July 2014)*
- (iii) A Treasurer;
- (iv) Up to seven further members of the Board

#### 10.9 Meetings and calling meetings

(a) The Executive Board shall meet at least once a year, at the requisition of the President on 14 days notice.

(b) The requisition shall be sent by letter, fax, electronic mail or any other mean of communication.

(c) Any four Board Members may request the President at any time to summon an Executive Board meeting.

#### 10.10 Proceedings of the Executive Board

(a) The Executive Board may meet together for the dispatch of business, adjourn, and otherwise regulate its meetings, as it thinks fit. Questions arising at any meeting shall be decided by a simple majority of votes. In the case of an equality of votes the President shall have a second or casting vote.

(b) The quorum necessary for the transaction of the business of the Executive Board shall be 4;

(c) The Executive Board may act notwithstanding any vacancy in its body, but, if and so long as its number is reduced below the number fixed by or pursuant to the Articles of VSE as the necessary quorum of Board Members, the Executive Board may act for the purpose of increasing the number of Board Members to that number, or of summoning a General Assembly of VSE, but for no other purpose;

(d) The Executive Board may delegate any of its powers to sub-committees consisting of such persons as it thinks fit; any sub-committee so formed shall conform to any regulations that may be imposed on it by the Executive Board and shall report all acts and proceedings to the Executive Board fully and promptly;

(e) A resolution in writing, signed by all the Board Members entitled to receive notice of all Executive Board meetings, shall be as valid and effectual as if it had been passed at an Executive Board meeting

duly convened and held, and may consist of several identical documents each signed by one or more Board Members.

(f) The resolutions shall be recorded in a register, signed by the President and kept by him, and shall be kept at the disposal of the members at the registered office of the association.

#### **11. REPRESENTATION OF THE ASSOCIATION WITH RESPECT TO THE THIRD PARTIES AND AT LAW**

11.1 All the acts which bind VSE, except special powers of attorney, shall be signed by two Board Members or by the President alone. They/He shall not have to justify to third parties the powers conferred on them for such a purpose.

11.2 VSE shall be validly represented at law as plaintiff or as defendant by two Board Members or by the President alone, or by a sole administrator appointed specifically for this purpose.

11.3 Acts relating to the appointment, the revocation and the termination of functions of persons accustomed to representing VSE, which are passed in accordance with the law, shall be communicated to the clerk of the court of commerce so that they may be placed on file and they shall be published in the Annexes of the "Moniteur Belge" at the expense of the association.

#### **12. ACCOUNTS**

12.1 Accounts shall be prepared in accordance with the provisions of Belgian law, and start from 1 January to 31 December unless amended at an AGM.

12.2 In accordance with article 53 of the Law on nonprofit associations, international nonprofit associations and foundations, the annual accounts for the past accounting period as well as the budget of the following accounting period shall be determined by Executive Board each year, and placed before the General Assembly for approval at its next meeting.

12.3 Annual accounts will be deposited in accordance with requirements of Article 51 of the Law to the federal public justice department.

#### **13. NOTICES**

13.1 Any notice to be given to or by any person pursuant to the Articles shall be in writing except that a notice calling a meeting of the Executive Board need not be in writing;

13.2 VSE may give any notice to a member either personally or by sending it by post to him or to his registered address or by leaving it at that address;

13.3 Notice of every General Assembly shall be given in any manner authorised by the statutes to:

- (a) every member;
- (b) the statutory auditor of VSE; and
- (c) each Board Member;

No other person shall be entitled to receive notice of General Assembly.

13.4 A member present in person at any meeting of VSE shall be deemed to have received notice of the meeting and, where necessary, of the purposes for which it was called;

13.5 Proof that an envelope containing a notice was properly posted shall be conclusive evidence that the notice was given. A notice shall be deemed to be given at the expiration of 7 days after the envelope containing it was posted.

#### **14. LIABILITY**

14.1 Liability of members is limited.

14.2 VSE, as an aisbl, is liable for faults attributable to its appointees or to the bodies through which it acts.

14.3 Administrators and persons entrusted with the daily management are not personally bound by the obligations of VSE.

14.4 Their ability is limited to the execution of their assigned task and the faults committed in their management.

14.5 Members, in their capacity as members, do not contract any personal liability regarding the obligations of the international non-profit association.

## **15. INDEMNITY**

15.1 Subject to the provisions of Belgian law every Board Member or other officer or statutory auditor shall be indemnified out of the assets of VSE against any liability incurred by him in that capacity in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application in which relief is granted to him by the court from liability from negligence, default, breach of duty or breach of trust in relation to the affairs of VSE.

## **16. MODIFICATION OF THE ARTICLES OF ASSOCIATION**

16.1 Without prejudice to articles 50 §3, 55 and 56 of the Law on nonprofit associations, international nonprofit associations and foundations, any proposal seeking to modify the articles of the statutes or to dissolve VSE must come from the Executive Board or at least 5 active members of VSE.

16.2 The Executive Board must bring to the attention of VSE's members, at least two months in advance, the date of the meeting of the General Assembly which will decide the aforementioned proposal, and the amendments which have been proposed.

16.3 The General Assembly may validly decide the proposal only if two thirds of the active members of VSE are present or represented.

16.4 No resolution will be passed unless it obtains a majority of two thirds of the votes of the full members present or represented.

16.5 However, if the meeting of the General Assembly does not consist of two thirds of the active full members of VSE, a new meeting shall be convened which shall be able to rule definitively and validly on the proposal by passing a resolution with the same majority of two thirds of the votes, whatever the number of the full members present or represented, at the earliest, in the fifteen days which follow the first meeting.

16.6 Modifications to the statutes shall take effect only after approval by the competent authority in accordance with article 50 §3 of the Law on nonprofit associations, international nonprofit associations and foundations and only after publication in the Annexes to the "Moniteur Belge", in accordance with article 51 §3 of this Law.

## **17. DISSOLUTION & LIQUIDATION & REMAINING ASSETS**

17.1 The General Assembly will fix the means of dissolution and liquidation of the association.

17.2 If on the winding-up or dissolution of VSE there remains assets, after the satisfaction of all its debts and liability any property whatever, the net assets shall not be paid to or distributed among the members of VSE, but shall be given or transferred to some other charitable institution or institutions

having objects similar to the objects of VSE, or, failing this, to a disinterested cause, and which shall prohibit the distribution of its or their income and property to an extent at least as great as is imposed on VSE by virtue of these statutes.

17.3 This assignment shall be determined by the General Assembly when deciding the means of dissolution or liquidation of the association.

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### **Status of current mandates as of 10 November 2015**

- João LAZARO, President: elected Executive Board Member and Vice President in May 2010, re-elected in May 2013, elected President on 10 November 2015  
*First term of office as President ending in November 2018. Three more terms possible.*
- Helgard VAN HÜLLEN, Vice President: elected Executive Board Member and Treasurer in May 2010, re-elected in May 2013. Resigned as Treasurer in May 2014 and was elected Vice President in May 2014  
*First term of office as Vice President ending in May 2017. Three more terms possible.*
- Sabrina BELLUCCI, Vice President: elected Executive Board Member in May 2011, re-elected in May 2014, elected Vice President on 10 November 2015  
*First term of office as Vice President ending in November 2018. Three more terms possible.*
- Treasurer: vacancy (in the meantime Helgard VAN HÜLLEN is acting treasurer)
- Victor JAMMERS, Executive Board Member : elected Executive Board Member in May 2010, re-elected on 1 June 2013  
*Second term of office ending in May 2016. No more term possible as an executive Board Member.*
- Leena-Kaisa ÅBERG, Executive Board Member: elected Executive Board Member in May 2015  
*First term of office ending in May 2018. One more term possible.*
- Barbara UNTERLERCHNER, Executive Board Member : elected Executive Board Member on 10 November 2015  
*First term of office ending in November 2018. One more term possible.*
- Livija PLANČIĆ, Executive Board Member : elected Executive Board Member on 10 November 2015  
*First term of office ending in November 2018. One more term possible.*
- John Mark CASTLE, Executive Board Member : elected Executive Board Member on 10 November 2015  
*First term of office ending in November 2018. One more term possible.*

### **Statutory auditor:**

The General Assembly of 15 May 2015 has appointed the audit firm Crowe Horwath Callens Pirenne & Co as the Statutory Auditor. Ken Snoeks has been designated by the audit firm as their representative. The audit assignment will end at the General Meeting where the financial statements ending the 31 December 2017 are to be approved. *(published on 29 June 2015)*