

## **Final version of the Statutes in view of the GA of 23 November 2023.**

*(This translation is an informal translation for consultation reasons only. The legally binding version is the French original.)*

« Association des Parents d'Elèves de l'Ecole européenne de Bruxelles I-Uccle, section Services asbl ».

(abbreviated): "APEEE Services asbl".

Legal form: NON-PROFIT-MAKING ASSOCIATION

Headquarters: AVENUE DU VERT CHASSEUR 46-1180  
BRUSSELS

**Purpose of the act:** modification of the statutes

Between the undersigned:

[...] Which declare that they form a non-profit association under the Code of Companies and Associations, the following has been agreed:

### **TITLE I**

#### **DESIGNATION — COMPANY SEAT — DURATION**

Article 1. The name of the association shall be: "Association des Parents d'Elèves de l'Ecole européen de Bruxelles I — Uccle, Services asbl".

In abbreviated terms, the association may use the following names: "APEEE Services asbl".

Article 2 — The registered office shall be the seat of the European School in Brussels I, 46, avenue du Vert Chasseur, Uccle, Brussels-Capital Region, **judicial district of Brussels**.

The association is established for an indefinite period.

### **TITLE II**

#### **SOCIAL AIM**

Article 3 — The aim of the association is to offer a number of services to the families who are members of the Parents' Association of the European School in Brussels I — Uccle (APEEE).

It accomplishes all its initiatives by linking them, directly or indirectly, to its overarching goal. In particular, it may assist and take an interest in any activity similar to its purpose.

Article 4 — The purpose of the association shall be:

- Organise a number of services such as canteen, cafeteria, transport, extracurricular activities, day nursery and study, rental of lockers;
- To provide sufficient information to the members of the Parents' Association of Elèves of the European School in Brussels I — Uccle (APEEE) on the decisions or deliberations of the Association;
- Promote links and, where appropriate, establish direct collaboration with other associations with the same aim.

### **TITLE III MEMBERS**

#### Section 1 Eligibility

Article 5 — the number of members of the association shall be a minimum of six, who shall have all the rights granted to members under the Code of Companies and Associations and these Statutes.

All the actual members of the Parents of Elèves Association of the European School in Brussels I — Uccle (APEEE) automatically acquire the status of a member of the Association).

Members of the Administrative Board and the Management Committees of APEEE Services also have the status of members of the Association.

#### Section II Resignation, exclusion, suspension

Article 6 — The resignation, suspension and exclusion of members shall be effected in accordance with the provisions of the Company Code and in particular Article 9: 23 of the Code of Companies and Associations.

Article 7 — A member who has resigned, suspended or excluded, and the creditors, heirs or dependants of the deceased member shall have no right to the social fund. They may not request or require a record, presentation of accounts, sealing or inventory.

The following shall also be deemed to have resigned:

- A member who does not pay the membership fee of the Association des Parents d'Elèves de l'Ecole européen de Bruxelles I — Uccle (APEEE), within 30 days of receiving a reminder by registered letter;
- A member who does not attend or is not represented at two consecutive general meetings;
- A member who no longer has a child attending the European School in Brussels I;

Article 8 — The Board of Directors shall keep a register of members in accordance with the mandatory provisions of the Companies Code and in particular Article 9: 3 of the Code of Companies and Associations.

Article 9 — Members do not enter into any personal obligations in relation to the commitments

of the association.

#### **TITLE IV CONTRIBUTIO N**

Article 10 — Members shall not be subject to any entry fees or contributions. They actively assist the association with their capacities and dedication.

Members must, however, keep their membership fees up to date with the Association des Parents d'Elèves (Association des Parents d'Elèves) of the European School in Brussels I — Uccle (APEEE).

#### **TITLE V GENERAL ASSEMBLY**

Article 11 — The General Assembly shall be composed of all the members of the Association.

Article 12 — The General Assembly shall have the powers expressly conferred upon it by law or by these Statutes.

In particular, the following shall be reserved for its competence:

- Amendments to social statuses;
- The appointment and dismissal of directors;
- Where appropriate, the appointment and dismissal of Commissioners and the determination of their remuneration in cases where remuneration is awarded;
- The discharge to be granted to directors and Commissioners, where appropriate;
- Approval of budgets and accounts;
- The voluntary dissolution of the association;
- Exclusions of members;
- The transformation of the association into a society with a social purpose;
- All hypotheses where required by the articles of association.

Article 13 — At least one general meeting shall be held each year.

The Association may be convened in an extraordinary General Assembly at any time by decision of the Board, in particular at the request of at least one fifth of the members.

Such a request must be sent to the Management Board by e-mail at least three weeks in advance.

Article 14 — All members must be convened by the Board of Directors at the General Assembly by e-mail **at least 15 days** before the Assembly.

The notice of invitation shall state the date, time and place of the meeting.

The agenda shall also be mentioned in the notice of invitation. Any proposal signed by one fifth of the members must be put on the agenda.

Except in cases provided **by law**, the General Assembly may validly deliberate on items not mentioned on the agenda.

Members confirmed their participation in the GA in writing, in accordance with the arrangements to be shared with them in the invitation to the GA, with a view to ensuring the smooth running of the assembly, access to the site and compliance with security protocols.

Article 15 — Each member shall have the right to attend the assembly. He may be represented by another member of the association holding a written power of attorney appointing him by name. Each member may hold only a maximum of 3 proxies.

**Proxy arrangements must be presented before the start of the GA.**

Proxies may only be submitted in writing (email with scanned form, letter, fax).  
Proxies may not be presented after the start of the meeting.

Article 16 — The General Assembly shall be chaired by the Chairman of the Board of Directors or, failing that, by the **Deputy Chairperson** or, failing that, by the oldest member present.

Article 17 — The General Assembly may validly deliberate, irrespective of the number of members present or represented, except as provided for by law or by these Statutes. Except where otherwise decided by law or by these Statutes, decisions of the General Assembly shall be adopted by a simple majority of the votes duly cast.

In the event of a tie, the President or the administrator replacing him or her shall have the casting vote. In the event of a vote by secret ballot, the proposal shall be rejected. Blank, null and void votes and abstentions shall be excluded from voting quorums and majorities.

However, once a decision has been taken by the General Assembly, without half of the members being present or represented, the Board will have the option of postponing the decision until a forthcoming Extraordinary General Meeting.

Where the attendance quorum is not reached at the first General Meeting duly convened, a second meeting of the Assembly may not be held less than 15 days after the second convocation is sent. The decision will then be final, irrespective of the number of members present or represented at the General Assembly, subject to the application in casu of the legal provisions.

Article 18 — The general meeting may not validly deliberate on the dissolution of the association, on amendments to the articles of association, on the exclusion of members or on conversion into a company for social purposes only in accordance with the special conditions of attendance and majority required **by the Code of Companies and Associations**.

Article 19 — Decisions of the Assembly shall be recorded in a register of minutes countersigned by the President and an administrator. This register shall be kept at the registered office where all members and third parties may become acquainted with it but without moving the register, following a written request to the Management Board with which the member must agree on the date and time of the consultation.

For a third party, on request sent to the directorate by e-mail or post, the documents will be sent by e-mail or made available to the association's secretariat. They are required to specify the documents to which they wish to have access.

All amendments to the articles of association shall be lodged, in a coordinated version, at the Registry of the Company Court within thirty days of the date of the final act and published by the Registrar by means of an extract from the Annexes to the Moniteur Belge in accordance with Articles 2: 7 and 2: 9 (1) (2) of the Code of Companies and Association. The same applies to all

acts relating to the appointment or termination of office of directors, as stated in the Articles of the Code of Companies and Associations and, where appropriate, of Commissioners in accordance with Articles 2: 7; 2: 9 § 1, 4° and 2: 9 § 1, 10° of the Code of Companies and Associations.

## **TITLE VI ADMINISTRATION OF THE ASSOCIATION**

### Section 1 Management Board

Article 20 — The Association shall be administered by a Board of Directors of at least 3 members and a maximum of 13 members for a term of two years, and may be removed at any time.

The number of directors must in any event be less than the number of members of the Association.

The candidates with the most positive votes, and who always outnumber the negative votes at the General Meeting, will be elected in descending order of positive votes, subject to the number of places available.

Retiring Board members are eligible for re-election.

Procedure for applying for election to the Board: prior to the Annual General Meeting, candidates wishing to join the Board should send their application by email to the Management, whose email address is specified in the invitation.

The application must be received by the secretariat 1 week before the date of the GA to enable the list of candidates to be sent out no later than 3 days before the date of the GA.

Article 21- In the event of a vacancy during a term of office, a provisional director may be appointed by the Board of Directors. In that case, he shall complete the term of office of the administrator he or she replaces.

Article 22 — The Board of Directors shall appoint a Chairperson, a Treasurer and a Secretary

from among its members.

The Management Board may decide to appoint a Vice-Chair.

The same director shall be re-eligible for the same post only once unless unanimously agreed by the Board of Directors.

If the President is prevented from attending, his or her duties shall be performed by the Vice-President or, by default, by the oldest of the directors present.

Article 23 — The Management Board shall meet whenever the requirements of the Association so require and whenever requested by one of its members.

Invitations to the meeting shall be sent on behalf of the President or, failing that, **by the Vice-President**, by e-mail at least 8 days before the date of the meeting. They shall contain the

agenda, date and place of the meeting. Documents submitted to the Administrative Board for discussion shall be annexed to this dispatch. If, exceptionally, they prove unavailable at the time of the meeting, they must be able to be consulted before the Administrative Board is convened.

A director may be represented on the board of directors by an authorised representative — where appropriate third party to the association — holding a written power of attorney appointing him by name. Each administrator may hold only one power of attorney.

The Management Board shall validly deliberate, irrespective of the number of members present or represented, unless otherwise provided by law, regulation or statute.

Its decisions shall be taken by a simple majority of the votes cast on a regular basis.

All directors have equal voting rights, each having one vote. If votes are shared by secret ballot, the proposal shall be rejected.

The Management Board may invite to its meetings any person whose presence it considers necessary as necessary and in an advisory capacity only.

Its decisions shall be recorded in the form of minutes, countersigned by the President and an administrator and entered in a special register. This register shall be kept at the registered office. Any member, having a legitimate interest, may acquaint himself with it without travelling on the register.

Article 24 — The Administrative Board shall have the most extensive powers for the administration and management of the Association. Only acts reserved by law or by these Statutes to the General Assembly shall be excluded from its jurisdiction.

## Section II Management committees

Article 25 — The Management Board shall manage all the affairs of the Association. However,

it may delegate the management of certain sectors of the association's activities (such as canteen, transport, extra-curricular activities), with the use of the signature relating to such management, to management committees.

Within the limits of the delegations made to it and the objectives set by the General Assembly or the Board of Directors, each Management Committee shall be free to define the guidelines to be given to the sector of activity it manages and to ensure that these guidelines are properly implemented.

Each Management Committee has its own budget. Sums collected for the benefit of each sector may not be used for other purposes, except for the financing of horizontal activities of common interest or an opinion to the contrary by the General Assembly.

Each Management Committee may also delegate the day-to-day management of its sector of activity, with the use of the signature relating to that management, to a manager. Within the limits of the delegations made to him, each manager is responsible for the day-to-day management of his/her sector of activity.

During the annual general assembly, each Operational Committee must submit, in the same way as its activity report, the balance sheet for the previous year and its estimated budget. The composition and operating procedures of the Management Committees shall be decided by the Management Board.

Their respective members and chairpersons, chosen from among the members of the Association or third parties, shall be appointed by the Management Board for two years. They shall be re-eligible and shall at all times be revocable by the Management Board.

The members of the Management Committees act in a college and will not have to prove their powers vis-à-vis third parties.

Acts relating to the appointment or termination of the duties of the members of the Management Committees delegated to day-to-day management shall be lodged at the Registry of the Company Tribunal within thirty days of the date of the final act and published, by means of extracts, by the Registrar in the annexes to the Moniteur belge **as required by Articles 2: 7; 2: 9 § 1 (4) (b) and 2: 9 § 1 (10) of the Code of Companies and Associations**".

Article 26 — The Chairman of the Management Board shall represent the Association in all judicial and extrajudicial documents. However, the Management Board may entrust such representation to another person or body mandated to do so.

Each Chairman of the Management Committee shall also be authorised to represent the Association for the activities falling within the remit of its Management Committee.

Documents relating to the appointment or termination of service of persons authorised to represent persons shall be lodged at the Registry of the Tribunal of the undertaking within thirty days of the date of the final act and published by the Registrar, **by extracts, in the annexes to**



the Moniteur Belge as required by Articles 2: 7; 2: 9 § 1 (4) (a) and 2: 9 § 1 (10) of the Code of Companies and Associations”.

Article 27 — The directors, the persons delegated to the day-to-day management and the persons authorised to represent the association shall not, by reason of their duties, enter into any personal obligations relating to the commitments of the association.

## **TITLE VII MISCELLANEOUS**

Article 28 — Rules of procedure may be adopted by the Administrative Board.

By way of derogation from the first subparagraph, where the rules of procedure concern the rights of members, the powers of the bodies or the organisation and method of operation of the general meeting, the rules of procedure shall be submitted by the Board of Directors to the General Assembly, the latter shall decide on the rules of procedure in accordance with Article 9: 21 of the Code of Societies and Associations.

Article 29 — The business year begins<sup>on</sup> 1 September and ends on 31 August.

Article 30 — The accounts for the preceding financial year and the budget for the following financial year shall be submitted annually to the ordinary general meeting for approval by the Board of Directors.

The accounts for the preceding financial year and the budget for the following financial year are also presented for information at the General Assembly of the Parents’ Association of the European School in Brussels I — Uccle (APEEE).

Accounts and budgets shall be kept and, where applicable, deposited in accordance with Article 3: 47 of the Code of Companies and Associations.

Article 31 — Accounting documents shall be kept at the registered office where all members may acquaint themselves with them but without moving the register, following a written request to the Management Board with which the member must agree on the date and time to be consulted.

Article 32 — In the event of the dissolution of the association, the General Assembly shall appoint the liquidator (s), determine their powers and indicate the use to be made of the net assets of the company’s assets.

This allocation must be made to another organisation which pursues a similar non-profit aim. All decisions relating to the dissolution, the conditions for the liquidation, appointment and termination of office of the liquidator (s), the closing of the liquidation and the assignment of the net assets shall be lodged with the Registry of the Company Court and published, for the Registrar, in the Annexes to the Moniteur, as stated in Article 2: 9 (1) (5) of the Code of Companies and Associations.



Article 33 — Any matter not explicitly provided for in these Statutes shall be governed by the Code of Companies and associations.

NON OFFICIAL TRANSLATION