**Proposed Changes to Statutes of "THE BRUSSELS BRITISH COMMUNITY ASSOCIATION**

**April 2023**

The base text below is the statutes as agreed 2004. See comments for proposed changes.

Title 1

Name, registered office, purpose, duration Article 1 The association is named "BRUSSELS BRITISH COMMUNITY ASSOCIATION" ASBL.

Article 2

Its registered office is established in 1000 Brussels, Boulevard Bischoffsheim, 11/1, in the judicial district of Brussels.

Article 3

The association's main purpose is the coordination of cultural, sporting, philanthropic and other activities of the British community residing in Brussels and in Belgium.

The association has no political aims and refrains from any interference in linguistic, racial or religious matters. Its main mission is to coordinate, but it can organise any activity likely to reinforce or promote, directly or indirectly, the bonds of solidarity and friendship between the British community and other residents of Belgium and support the interests of the British community in Belgium.

Article 4

The duration of the association is unlimited, but it can be dissolved at any time.

Title 2

Members, admissions, resignations, exclusions, commitments

Article 5

The association comprises full members and associate members.

The following are full members:

1. the founding members,

2. any natural person approved in this capacity by the Board of Directors, subject to the conditions of Article 8.

Adherent members are persons admitted in this capacity by the Board of Directors and who wish to help the association or participate in its activities and who undertake to respect the statutes and the decisions taken in application of these.

Traditionally, the honorary presidency is offered to His Excellency the Ambassador of Great Britain.

Article 6

The number of full members cannot be less than 8.

Article 7

All members enjoy the full rights conferred by the present statutes, with the exception of the right to vote reserved for full members only.

However, the associates will take into consideration the opinion of the adherent members expressed by a simple majority vote at their annual meeting.

Article 8

Those who wish to be part of the association as full or adherent member, must make a written request, to the board of directors

The latter decides on these requests, without being bound by a deadline and without having to justify its decision.

Article 9

The association keeps a register of full members.

The full members must sign the register of members or confirm their membership on the association’s website, which implies their unconditional adherence to the statutes of the association.

Full members and adherent members pay an annual fee.

Honorary members are exempt from paying dues.

The amount of the membership fee is fixed each year by the General Assembly, but may not exceed for any member the sum of 5,000 EUR per year.

The membership fee is payable in advance on March 1st of each year for a period of twelve months from the date of first subscription.

Any member who fails to pay the dues due within six months of the due date shall be given notice by letter or email by the Board of Directors, and in the absence of payment within one month, he shall be deemed to have resigned and shall be expelled.

Article 10

Any member is free to withdraw from the association by sending a written resignation to the board of directors. The resigning member cannot claim the contributions he has paid.

Article 11

The exclusion of a full member can only be pronounced by the general assembly and by a majority of two thirds of the votes, without prejudice to article 9. The resigning or excluded member has no right to the social security fund and cannot claim the reimbursement of the contributions he has paid. Likewise, the heirs, successors and creditors of a member may not have the association's property sealed, nor may they have it inventoried, divided or sold by auction.

Any member who has contravened the rules or who, in the opinion of the board of directors, has been guilty of an act likely to discredit the association or to harm either its interests or its good administration, shall, by decision of the board of directors, be suspended or ordered to resign.

The exclusion of a member, if any, is within the competence of the Board of Directors, which will not have to justify its decision to the member or to third parties.

TITLE 3

Administration, management

Article 12

The association is administered by a board composed of at least seven and at most fifteen members.

However, the number of directors will always be lower than the number of effective members of the General Assembly.

The directors are appointed by the General Assembly for a period of one year from among the full members, and may be dismissed by it at any time.

Each proposal for the position of director shall be sent, in writing, to the board of directors, at least fifteen days before the general assembly and must be sponsored by two full members

Outgoing directors are eligible for re-election, but if they are not re-elected, their functions cease immediately after the annual general meeting.

As long as the general assembly has not proceeded to the renewal of the board of directors at the end of the mandate of the directors, they continue to exercise their mission pending the decision of the general assembly.

Their mandate expires only by death, resignation or dismissal. In this case, the director or his successors are obliged to return any property of the ASBL that may be in their possession within a period of one month from the termination of their functions. Resignation shall be effected by sending a registered letter or electronic communication to the Board of Directors.

Article 13

The responsibility of the directors is limited to the execution of their mandate and they do not enter into any personal obligation in relation to the obligations of the association.

Article 14

The Board of Directors elects, from among its members, a president, a vice-president, a secretary and a treasurer or possibly a secretary-treasurer. It meets at least once a quarter, upon convocation by the president or, in case of impediment, possibly by the vice-president or by the most senior administrator in office, each time the interest of the association requires it, or when at least one third of the members of the committee requests it. The notice of meeting shall indicate the place, day and time of the meeting and the purpose or purposes of the meeting. In the event of a vacancy in the office of a director, whether as a result of death or otherwise, the other directors have the right to replace him. The general assembly, at its next meeting, shall proceed to the final election.

The director thus appointed completes the term of office of the director he replaces.

A director is deemed to have resigned if he or she fails to attend four meetings of the board of directors during the financial year without a valid reason or excuse

Article 15

The Board of Directors can only validly deliberate if at least half of its members are present or represented. An absent or prevented director can give in writing to another director the power to represent him and to vote in his place. and a director can represent several other directors. The decisions of the board are taken by an absolute majority of the voters and, in the event of a tie, the chairman has a casting vote.

Article 16

The deliberations of the Board of Directors are recorded in minutes, signed by the President or his substitute, at the next meeting.

The minutes are recorded in a special register and the copies and extracts must be signed by the president or by two members of the board.

Article 17

The board of directors is invested with the most extensive powers to accomplish all acts concerning the association and which are not expressly reserved by faith or the statutes to the general assembly.

Subject to these restrictions, it has in particular, without this enumeration being limitative, the power to decide alone, all the operations which fall within the object of the association; it can make or receive all payments and demand or give receipts, accept and receive all subsidies and private and public grants, accept and receive all legacies and donations, contract all loans, with or without guarantee, it manages the affairs of the association and represents it in all judicial and extrajudicial acts, both in demand and in defense, of pursuit and diligence of its president or of a director to this delegate

The board may delegate the day-to-day management of the association, with the use of the signature relating to this management to one or more persons, whose powers and possibly whose salary or wages it will determine.

However, the persons who have such a delegation of powers may not delegate them in turn.

When the day-to-day management is entrusted to several persons, they act individually.

As stated in article 25, the Board of Directors is required to submit the accounts for the previous financial year and the budget for the following financial year to the General Meeting for approval each year.

The Board of Directors may also set up a restricted Board of Directors, composed of a maximum of four members, which may take decisions that are urgently required and that must be ratified at the next meeting.

It may also issue regulations specifying the terms and conditions for the application of these statutes.

Article 18

The representations of the association in the acts which engage the association, other than the daily management, are signed, except special delegation of the board, either by the president, or by two administrators acting alone designated by the board of directors. The president will be responsible for the administration, which will not have to justify its powers to third parties.

The acts relating to the appointment and termination of the functions of the persons authorized to represent the association are filed and published in the Moniteur belge.

The directors and the persons delegated to the daily management do not incur any personal obligations by virtue of their office and are only responsible for the execution of their mandate. In principle, this mandate is exercised free of charge.

The acts relating to the appointment or the termination of the functions of the directors, of the persons authorized to represent the association are deposited at the clerk's office of the commercial court with a view to their publication by extract in the annexes of the Moniteur belge.

TITLE 4

General Meetings

Article 19

The General Assembly is the sovereign power of the association. It has the powers expressly conferred upon it by the law or the present statutes.

The following are in particular reserved to its competence

- the modification of the articles of association,

- the appointment and dismissal of directors;

- where applicable, the appointment and dismissal of the auditors and the determination of their remuneration where this is assigned to them

- the discharge to be given to the directors,

- the approval of budgets and accounts;

- the voluntary dissolution of the association, - the exclusion of members, - the transformation of the association into a company with a social purpose.

Article 20

The General Assembly is composed of all full members.

At least one general assembly must be held each year during the month of May.

The association can hold an extraordinary general assembly at any time by decision of the board of directors. It must be convened when at least one fifth of the full members request it.

Each meeting will take place on the day, time and place mentioned in the convocation.

All full members must be convened.

Article 21

The General Assembly is convened by the Board of Directors, by simple letter or email addressed to each full member, at least eight days before the meeting.

The agenda is mentioned in the convocation.

Any proposal signed by 1/5 of the full members must be included in the agenda. Except in the cases provided for in articles 8 (modification of the statutes), 12 (exclusion of a full member) and 19 (dissolution of the association), the general assembly can validly deliberate on the annexes to the items of the Belgian Official Gazette which are not mentioned on the agenda.

Article 22

The General Assembly is chaired by the Chairman of the Board of Directors or, in his absence, by the Vice-Chairman or, in his absence, by the oldest director in office; the Chairman of the Assembly appoints the Secretary.

Article 23

Resolutions are taken by a majority of the votes of the active members present or represented, except in cases where the law or the present statutes decide otherwise.

Any amendment of the articles of association or decision relating to the dissolution must be filed with the clerk of the Commercial Court and published in the Annexes to the Moniteur belge.

Article 24

The decisions of the general assembly are recorded in a special register signed by the president and the secretary of the assembly and published on the website of the association where any person can take cognizance of them. The active and associate members as well as third parties who can prove an interest can request extracts of these minutes, signed by the president of the board of directors and by a director.

TITLE 5

Budgets and accounts

Article 25

The financial year begins on January 1 and ends on December 31.

The accounts for the past financial year and the budget for the next financial year shall be presented annually for approval by the general assembly, at the latest six months after the closing date of the financial year.

The general assembly may appoint an auditor, who may not be a member of the board of directors, to audit the accounts of the association and to present its annual report

It will determine the duration of his mandate.

The responsibility of the auditor is limited to the duration of his mandate, which is not remunerated.

TITLE 6

Dissolution, liquidation

Article 26

The dissolution and the liquidation of the association are governed by articles 23

Article 27

The general assembly which pronounces the dissolution of the association, will name the liquidators and determine their powers and will decide on the destination of the goods and values of the dissolved association, after settlement of the liabilities, it will give to these goods and values an assignment which is as close as possible to the object of the dissolved association or, failing that, to philanthropic works of a British nature. If the dissolution is pronounced by the court, a general meeting of the full members must be convened for the same purpose by the liquidator or liquidators appointed by the court.

Article 28

This text cancels and replaces the previous statutes of the asbl "THE BRUSSELS. BRITISH COMMUNITY ASSOCIATION" published in the Annexes to the Belgian Official Gazette of 28 December 2004

Done in Brussels, on MONTH DAY, 2023.

Name Name

President Director