

## **EU-CHRISTIAN ORGANISATIONS IN RELIEF AND DEVELOPMENT**

### **ASSOCIATION SANS BUT LUCRATIF**

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AT Rue de l'Arbre Benit 44, 1050 Brussels, Belgium

### **ARTICLES OF ASSOCIATION**

#### **Article 1 Legal form; Name**

The Association is a not-for-profit association governed by the provisions of Book 9 and other applicable provisions of the Code of Companies and Associations dated 23 March 2019 (published in the Belgian Official Gazette on 4 April 2019), as amended from time to time. The name of the Association is "EU-Christian Organisations in Relief and Development", abbreviated as "EU-CORD network" (hereafter the "Association"). The Association shall be commonly referred to as EU-CORD network. English shall be the working language of the Association.

All deeds, invoices, announcements, publications, websites and other documents, whether or not in electronic form, originating from the Association, shall contain the Association's name, immediately preceded or followed by the words 'not-for-profit association' ('association sans but lucratif') or the abbreviation 'NPA' ('ASBL'), the address of the Association's registered office, the enterprise number, the word 'register of legal entities' or the abbreviation 'RLE', followed by a mention of the court of the registered office of the Association, the email address and website of the Association, if applicable, and, the fact that the Association is in liquidation, if applicable.

#### **Article 2 Registered Office**

The Association's registered office shall be located in Belgium. It is currently located in the Brussels Capital Region.

The Administrative Council may transfer the Association's registered office to anywhere in Belgium, except if this transfer would necessarily imply a change of the language of the Association. In the event that the transfer of the registered office would necessarily imply a change of the language of the Association, a decision of the General Assembly is required according to the quorum and majority requirements applicable to a modification of the Articles of Association.

#### **Article 3 Purpose and activities**

The Association's not-for-profit purpose is to assist members in delivering quality programming in the fields of humanitarian action, development, peacebuilding, human rights and advocacy in the context of international cooperation.

In furtherance of its not-for-profit purpose, the Association may undertake the following activities:

- Equip members and their national civil society counterparts to advocate towards European policy makers;
- Support members and their national civil society counterparts to develop partnership approaches, diversify funding options and access funding from the European Union;
- Developing the knowledge of members and their national civil society counterparts through mutual capacity building and learning.

Besides, the Association may enter into any other activities and undertake any other actions that are necessary or useful for the realization of the above-mentioned purpose. Among other things,

the Association can solicit grants and contributions, grant security interests in its assets as well as, collaborate with, borrow from, grant loans to, provide guarantees for the obligations of, invest in the capital of, or, in any manner, directly or indirectly, take participations and hold a mandate in other legal entities, associations, bodies and companies of private or public nature, governed by Belgian or foreign laws.

The Association does not and will not support either a political party or persuasion.

## **MEMBERS**

### **Article 4 Categories of members**

There are four categories of members: Full Members, Affiliate Members, Associate Members and Observers. Unless stated otherwise in these Articles of Association, 'members' shall refer to all categories of members.

Application for membership shall be open to any legal entity, Belgian or foreign, that supports the purpose of the Association.

All members of the Association are committed to:

- Participate in the network, upholding the network values and codes of conduct.
- Work collaboratively to share and exchange information and experience on programming, fundraising, advocacy, and other issues.
- Quality and accountability.
- Proactively share with the Administrative Council any information that might bring the network into disrepute.

#### **4.1. Full Members**

Full Members need to fulfil the following membership criteria:

1. A Christian organisation which clearly articulates its Christians basis and values.
2. Has a good reputation and can demonstrate a commitment to quality and accountability in the delivery of its activities.
3. Has an international agenda whose primary aim concerns at least one of the following: the eradication of poverty, reduction of inequality, and ending social exclusion through activities relating to international development and/or peacebuilding and/or emergency relief, and /or advocacy and/or human rights and/or development education.
4. Is legally established in a European country.
5. Has an independent governance structure (Board of Trustees or Directors).
6. Maintains its own operations to address its aim rather than simply acting as a fundraising subsidiary of a parent organisation.
7. An organisation that has other affiliations must accept that membership of the Association is exclusive to itself and does not confer any rights on any affiliates. If any affiliated agency wishes to benefit from membership of the Association, they must apply in their own right.

Full Members have all rights and obligations as set out in applicable legislation and in these Articles of Association. Full Members have voting rights at the General Assembly. Full Members have full access to all working structures including the Administrative Council.

#### **4.2. Affiliate Members**

An affiliate of a Full Member can apply to become an Affiliate Member of the Association. The affiliate must meet the full membership criteria in Article 4.1 with the potential exception of point 6. The organisation with the highest turnover of the group/family needs to be the Full Member. Affiliate Members do not have voting rights but have the right to participate and a right of voice at the General Assembly. Affiliate Members have full access to all working structures, excluding the Administrative Council.

#### **4.3. Associate Members**

Associate Members are organisations with a similar mission and vision as the Association, but which do not strictly meet the criteria to become a Full Member. Associate Members do not have voting rights but have the right to participate and a right of voice at the General Assembly. Associate Members have full access to all working structures, excluding the Administrative Council.

Associate Members need to fulfil points 1,2, 4 and 7 set out under Article 4.1 and have some alignment with point 3 of the membership criteria as set out under Article 4.4 of these Articles of Association.

#### **4.4. Observers**

Observers are organisations with a different mission and vision and core business of the Association and its Full Members but which have valuable contributions to make to the mission, vision and strategies of Association and the Full Members. Observers have access to the General Assembly and working groups directly linked to their added value, but do not have voting rights at the General Assembly. Observers are not electable into any formal or representative position on any level. The Observer status is valid for three years after which it can be extended by other periods of three years.

Observers need to fulfil the following membership criteria:

1. To be willing to contribute recognisable added value to the Association through its own core competencies.
2. To be willing to share knowledge and can contribute to the learning agenda of the members.
3. To be accountable and transparent in working with partners, staff and other stakeholders.
4. To manifest quality and integrity to ensure the reputation and the brand of the Association.
5. To be capable and show a willingness to engage in cooperative structures with other members.

### **Article 5 Number; Representatives**

The Association shall consist of at least three (3) Full Members, legal entities, which shall be established in accordance with the laws and customs of their country of origin.

Each Full Member of the Association shall designate its CEO or senior director as its representative and may designate an alternate representative, who will act in the representative's absence, to act on its behalf in connection with the Association's matters, including but not limited to participating and voting at meetings of the General Assembly.

Each Full Member of the Association shall be entitled to replace said representative or alternate in accordance with the Internal Rules of the Association.

### **Article 6 Admission of new members**

Candidates wishing to apply as a member need to apply in writing to the Secretariat in accordance with the procedure set out in the Internal Rules.

The application shall first be reviewed by the Membership Taskforce. Subsequently, an advice on the application shall be requested from the Administrative Council.

The admission of new members shall be finally approved by the General Assembly by a two thirds (2/3) majority of the votes cast by the Full Members present or represented in accordance with what is stated in the Internal Rules of the Association.

The members can request the Administrative Council to change their membership category in accordance with what is set out in the Internal Rules. The General Assembly decides on these requests by a two thirds (2/3) majority of the votes cast by the Full Members present or represented.

### **Article 7 Membership fees**

Full, Affiliate and Associate Members shall pay annual membership fees to the Association, the amount of which shall be determined by the Administrative Council in accordance with the Internal Rules of the Association. The annual membership fee of Full and Associate Members will not exceed 40,000 euro per annum. The annual membership fee of Affiliate Members will not exceed 5,000 euro per year. Observers pay a maximum annual membership fee of 5,000 euro per year.

### **Article 8 Voting**

Only Full Members shall have the right to vote, each Full Member having one vote.

Full Members who have not paid all amounts due to the Association, including membership fees, within eight (8) days after the Full Member has received a notice of default by registered letter, can participate and shall count towards the calculation of the attendance quorum, but cannot vote at meetings of the General Assembly.

### **Article 9 Termination of membership**

Membership shall be terminated:

- upon a member's dissolution.
- upon a member's resignation. Any member wishing to resign must give written notice (by means of letter or email) to the Director. A notice period of twelve (12) months applies. A member remains liable to pay the full amount of the membership fees that become due during the notice period.
- after a decision taken by the General Assembly in accordance with the quorum and majority requirements applicable to an amendment of the Articles of Association on the basis of a member's misconduct that is deemed by the General Assembly, in its sole discretion, to be capable of causing prejudice to the Association's reputation and good standing. The exclusion needs to be mentioned in the convening notice. The Member in question shall have the opportunity to present its defence before the General Assembly takes its vote on the termination of its membership;
- if the membership fees are not paid and the member concerned has not made the required payments within a period of twelve (12) months after the member has received a notice of default by registered letter. Notwithstanding the termination of membership due to non-payment of membership fees, the former member remains liable to pay all amounts due to the Association.

Any member who ceases to belong to the Association shall forfeit all rights enjoyed by the members.

## **GENERAL ASSEMBLY**

### **Article 10 Composition; Powers**

The General Assembly shall be composed of all Full Members. The bureau of the General Assembly consists of the Chairperson, or in his or her absence, the person replacing him or her.

The General Assembly is the sovereign authority of the Association.

The General Assembly shall have the exclusive authority to:

- amend these articles of association;
- approve the budget and annual accounts;
- exclude members and admit new members;
- appoint and remove members of the Administrative Council, and determine their remuneration, if applicable;
- appoint and remove one or more statutory auditors, if applicable, and determine their remuneration;
- grant discharge to the members of the Administrative Council and, if applicable, the statutory auditor(s);
- dissolve and liquidate the Association;
- determine membership criteria;
- approve the Strategic Direction (as part of the covenant package)
- approve and modify the Internal Rules of the Association;
- to convert the Association into an international not-for-profit association, a cooperative company recognized as a social enterprise or a recognized cooperative company social enterprise;
- the powers attributed to the General Assembly by virtue of the Articles of Association or applicable legislation.

### **Article 11 Meetings and Notices**

The General Assembly shall meet at least once a year, in the course of the first half of the calendar year, on the date, at the time and in the place indicated in the convocation notice. The convening notice shall be sent by way of letter, email or registered letter to the members, the members of the Administrative Council and, if applicable, the statutory auditor(s) at least fifteen(15) days prior to the date set for the meeting. The convocation shall contain the agenda as determined by the Administrative Council. The convening notice shall be sent out by the Chairperson or in the name and on behalf of the Chairperson. If so requested by at least five (5) percent of the Full Members, items will be added to the agenda of the next General Assembly meeting for which the convening notice has not yet been sent out.

If so provided in the convening notice, the Full Members can be given the possibility to cast their vote on all or a limited number of the agenda items electronically or in writing in advance of the General Assembly meeting. These votes shall be taken into account for the purpose of the calculation of the quorum and majority requirements applicable to the General Assembly meeting. The Administrative Council will take the necessary measures to ascertain that the capacity and identity of the Full Members can be verified.

An additional meeting of the General Assembly will also be convened by the Administrative Council whenever the interests of the Association so require and upon written request (by means of a letter

or email) of one-fifth (1/5) of the Full Members. If the Association has appointed a statutory auditor, the statutory auditor shall convene a meeting of the General Assembly upon written request (by means of a letter or email) of one-fifth (1/5) of the Full members. If so requested by at least one-fifth (1/5) of the Full Members, a General Assembly will be convened within twenty-one (21) days after the request and the General Assembly will be held at the latest forty (40) days after the request.

Members who are not able to attend a meeting of the General Assembly may designate another Full Member to exercise their vote by proxy. Each Full Member of the Association may hold maximum three (3) proxies. All proxy instruments shall be presented to the Chairperson before the opening of the meeting.

Upon a decision of the Administrative Council, members can be offered the possibility to participate in the General Assembly meeting remotely via an electronic means of communication provided by the Association. If this is the case, such electronic means of communication shall, at a minimum, enable the Full Members to directly, simultaneously and uninterruptedly follow the discussions at the meetings and to exercise their right to vote. The electronic means of communication must also enable the Full Members to participate in the deliberations and ask questions. The way in which the meeting will be held and the procedures for remote participation shall be clearly and precisely indicated in the convening notice of the meeting. Any technical problems or incidents that may have prevented or hindered the participation in the General Assembly meeting or the voting need to be included in the minutes of the General Assembly meeting.

All meetings of the General Assembly shall be presided over by the Chairperson or, in his or her absence, by the Vice-Chair or, in his or her absence, by the Treasurer.

#### **Article 12 Quorum; Majority**

Except if otherwise provided by applicable law or these Articles of Association, the General Assembly may only validly deliberate if more than one-half (1/2) of the Full Members are present or represented.

If this quorum is not reached, a second General Assembly shall be convened in accordance with what is set out in Article 11. The second General Assembly can validly deliberate irrespective of the number of Full Members present or represented.

Except if otherwise provided by applicable law or in these Articles of Association, all resolutions shall be adopted by a simple majority of the votes cast by the Full Members present or represented. Abstentions and blank votes are considered not to have taken part in the voting. In case of a tie, the Chairperson of the meeting or the person replacing him or her shall have the decisive vote.

Unless all Full Members are present at the General Assembly meeting and unanimously agree to it, the General Assembly may only discuss matters mentioned in the agenda for such meeting.

Each Full Member, who is present at the meeting of the General Assembly, is entitled to request a vote by secret ballot.

The Full Members of the General Assembly can decide by unanimous written (including electronic) consent in all matters that belong to the powers of the General Assembly, except for modifications to the Articles of Association.

#### **Article 13 Minutes**

Resolutions adopted by the General Assembly shall be recorded in minutes signed by the Chairperson and kept by the Secretary of the Administrative Council at the disposal of the Members. The minutes shall be communicated to the Members via email, letter or any other means of written (including electronic) communication. Third parties wishing to consult the minutes of the General Assembly meeting may submit a written request (by letter or email) to the Administrative Council, who shall decide on this matter, at its sole discretion.

## **ADMINISTRATIVE COUNCIL**

### **Article 14 Number; Authority; Appointment; End of office**

The Association shall be managed by the Administrative Council, which is the name for the management body referred to in the Code of Companies and Associations.

Subject to the powers reserved to the General Assembly, the Administrative Council is authorized to carry out all acts and take all decisions that are necessary or useful for the realization of the purpose and activities of the Association. The Administrative Council shall consist of at least three (3) and maximum eight (8) natural persons, appointed for a period of three (3) years, which term may be renewed maximum twice consecutively (maximum 9 consecutive years in total). However, a former member of the Administrative Council can be re-elected if at least 3 years have passed since the end of his/her third mandate.

The Administrative Council should be balanced in terms of gender, sector experience, geographic spread of membership and organisational size, as set out in the Internal Rules.

Candidates for the Administrative Council must be able to demonstrate that they have been participating at the level of the General Assembly of the Association by being or having been a representative or alternate representative of Full Members.

The members of the Administrative Council shall be elected in their personal capacity and not as representatives of their organisations.

The members of the Administrative Council shall be appointed by the General Assembly in accordance with the election procedure set forth in the Internal Rules of the Association.

Any member of the Administrative Council can voluntarily resign by written notice (by letter or email) to the Chairperson of the Administrative Council. In case of resignation by the Chairperson, he or she shall give written notice (by letter or email) hereof to the Vice-Chair. Outgoing members of the Administrative Council shall remain in office as long as the General Assembly has not filled the vacancy.

If the seat of a member of the Administrative Council becomes vacant before the expiration of its term, the remaining members of the Administrative Council may temporarily fill such vacancy. This co-optation will need to be ratified at the next meeting of the General Assembly. The co-opted member of the Administrative Council shall hold office for the unexpired term of the member that he or she replaces, unless the General Assembly decides otherwise. In the absence of ratification by the General Assembly, the mandate of the co-opted member of the Administrative Council ends at the end of the meeting of the General Assembly, without prejudice to the regularity of the composition of the Administrative Council and of the decisions taken up to that point.

If a member of the Administrative Council is co-opted as set out in the previous paragraph, the term of the mandate of this co-opted member of the Administrative Council is not taken into account to calculate the maximum mandate term.

Members of the Administrative Council may be dismissed by a two-thirds (2/3) majority of the votes cast by the Full Members present or represented at a General Assembly meeting.

### **Article 15 Officers**

The Administrative Council shall elect a Chairperson, Vice Chair and Treasurer from among its members to serve for a period of three (3) years, unless otherwise decided by the Administrative Council. The Director, as described in Article 22 of these Articles of Association, shall act as Secretary of the Administrative Council.

### **Article 16 Meetings; Quorum; Majority**

The Administrative Council shall meet in person or virtually at least three times a year and shall be convened by the Chairperson by way of letter, email or registered letter.

At least one week's notice needs to be provided to all members of the Council, together with an agenda and sufficient information to take a decision on the points listed on the agenda.

An additional meeting of the Administrative Council shall be convened whenever the interests of the Association so require or upon written request (by letter or email) of one-quarter (1/4) of the members of the Administrative Council.

Meetings of the Administrative Council may be held via any electronic means of communication allowing an effective and simultaneous deliberation between all participants, if so stated in the notice of the meeting, including by telephone and video conference.

The Administrative Council may validly deliberate only if at least one-half (1/2) of its members are present or represented. An Administrative Council member who is not able to attend a meeting of the Administrative Council may designate another member of the Administrative Council to exercise its vote by proxy. Each member of the Administrative Council may hold maximum three (3) proxies. All proxy instruments shall be presented to the Chairperson before the opening of the meeting. However, no Council member may vote by proxy for more than two (2) consecutive meetings without the prior approval of the Administrative Council.

All meetings of the Administrative Council shall be presided over by the Chairperson, or in his or her absence, by a person chosen by the Council members present or represented. The Secretary of the Administrative Council shall act as secretary of each meeting of the Administrative Council. In the absence of the Secretary, the Chairperson of the meeting shall appoint a secretary of the meeting.

The resolutions of the Administrative Council shall be adopted by a simple majority of the votes cast by the Council members present or represented. Abstentions and blank votes are considered not to have taken part in the voting.

In case of a tie, the Chairperson of the meeting or the person replacing him or her shall have the decisive vote.

Resolutions of the Administrative Council can also be approved by unanimous written (including electronic) consent of all members of the Administrative Council.

#### **Article 17 Minutes and Resolutions**

The Administrative Council's resolutions shall be recorded in minutes signed by the Chairperson and any member of the Administrative Council who wishes to do so and are kept by the Secretary at the disposal of the Full Members of the Association.

#### **Article 18 Conflicts of interests**

In the event that a member of the Administrative Council has a direct or indirect interest of a financial nature contrary to a decision to be taken by the Administrative Council or to a transaction to be decided upon by the Administrative Council, such member of the Administrative Council shall immediately notify the other members of the Administrative Council of his or her conflict of interests. The minutes of the Administrative Council shall reflect such Council member's declaration as well as a clarification in relation to the nature of the conflict of interests. In case the majority of the members of the Administrative Council has a conflict of interest, the decision or transaction shall be submitted to the General Assembly. If the General Assembly approves the decision or transaction, it can be implemented by the Administrative Council.

A member of the Administrative Council faced with a conflict of interests shall not be entitled to take part in the deliberation of the Administrative Council and shall not be entitled to vote on the decision giving rise to the conflict of interests.

The Administrative Council shall comply with all applicable legal reporting obligations in relation to



the conflict of interests (including, if applicable, inclusion in the annual report and communication to the statutory auditor(s)) imposed by applicable legislation.

The conflicts of interests procedure is not applicable to usual transactions that take place against conditions and guarantees that are commonly applicable for such transactions.

### **Article 19 Representation**

Without prejudice to the general representation powers of the Administrative Council as a whole, the Association shall be validly represented vis-à-vis third parties by two (2) members of the Administrative Council, acting jointly, which persons need not offer proof of their authority to third parties.

### **Article 20 Legal Actions**

The Association shall also be validly represented in legal proceedings involving the Association, both as plaintiff and as defendant, by the Chairperson and by a member of the Administrative Council appointed for such purpose, acting jointly.

### **Article 21 Committees**

The Administrative Council may, by resolution adopted by a majority of the votes cast by the Council members present or represented, establish one or more standing or special committees, with the powers and authority as specified by the Administrative Council and as permitted by law. Standing or special committees will not infringe on the powers of the General Assembly or the Administrative Council.

## **DIRECTOR**

### **Article 22**

The Administrative Council may delegate the daily management of the Association to the Director. He or she may be dismissed by the Administrative Council in accordance with the terms of his or her contract with the Association.

The Director shall conduct the daily management of the Association in accordance with his or her contract signed with the Association. The daily management includes the actions and decisions that fall within the scope of the day-to-day needs of the Association, as well as the actions and decisions that, for reasons of their lesser importance or their urgent character, do not justify a decision of the Administrative Council. Unless otherwise instructed by the Chairperson of the Administrative Council, he or she shall attend and participate at any meeting of the General Assembly and of the Administrative Council in an advisory capacity, but shall not have a voting right.

He or she shall act on the authority and instructions of the Administrative Council and shall consult with the Chairperson between meetings, as necessary.

## **BUDGET, ACCOUNTS**

### **Article 23 Financial Year; Statutory auditor;**

The financial year shall begin on 1st January and end on 31st December of the same calendar year. The Administrative Council shall every year submit the accounts for the previous financial year, and the budget for the next financial year to the General Assembly for its approval.

The annual accounts shall be filed, as the case may be, with the clerk's office of the competent Enterprise Court or with the National Bank of Belgium.

In the event that the Association meets the thresholds set out in the Code of Companies and Associations, the General Assembly shall appoint one or more statutory auditors among the members of the Institute of Company Auditors in charge of auditing the financial situation, the accounts and the regularity of the transactions to be reflected in the accounts of the Association in light of the law and these Articles of Association. Also in case the abovementioned thresholds are not met, the General Assembly can appoint a statutory auditor to audit the financial situation and annual accounts of the Association.

## **AMENDMENT OF THE ARTICLES OF ASSOCIATION AND DISSOLUTION OF THE ASSOCIATION**

### **Article 24 Amendment of the Articles of Association and dissolution**

Any proposal to amend these Articles of Association or to dissolve the Association must emanate from the Administrative Council or from at least one twentieth (1/20) of the Full Members.

In the event of such a proposal, the Administrative Council shall inform the members thereof, at least two (2) months before the date on which the General Assembly shall meet to discuss said proposal. The proposed amendments must be expressly mentioned in the notice of the meeting.

The General Assembly may only validly deliberate on such a proposal if at least two-thirds (2/3) of the Full Members are present or represented. If, however, the above-mentioned quorum is not reached, a new meeting of the General Assembly shall be convened under the same conditions as mentioned above, at which the General Assembly shall be able to deliberate and decide validly and definitively on the proposal, irrespective of the number of Full Members present or represented. The second meeting must be held at least fifteen (15) days after the first meeting.

A resolution to amend the Articles of Association shall be adopted if approved by a two-thirds (2/3) majority of the votes cast by the Full Members present or represented. The decision to amend the purpose or the activities of the Association shall be adopted by a four-fifths (4/5) majority of the votes cast by the Full Members present or represented.

The decision to dissolve the Association shall be adopted in accordance with the quorum and majority requirements applicable to a modification of the purpose and activities of the Association. In case of voluntary dissolution of the Association, the General Assembly shall appoint one or more liquidators and will determine the powers of the liquidator(s).

All funds of the Association shall be dedicated to its purpose, as described in Article 3. In the event of dissolution, the General Assembly shall decide to which not-for-profit organization(s) established and legally recognized either in Belgium or abroad for the pursuit of substantially similar purposes as the Association, it will give the Association's net assets. In the event that any of the designated organizations are incapable of accepting their share of the net assets of the Association, the General Assembly shall designate another organisation or organisations, meeting the same criteria as those mentioned above, to receive the net assets of the Association.

In case of dissolution and liquidation, the applicable reporting obligations set out in the Code of Companies and Associations shall be complied with. Besides, in those cases where this is required in accordance with the Code of Companies and Associations, confirmation (e.g. of the appointment of the liquidator(s) and the distribution plan) will be requested from the court.

## **INTERNAL RULES**

### **Article 25 Internal Rules**

The General Assembly may approve and amend the Internal Rules of the Association. The Internal Rules shall not be in violation of these Articles of Association. The Administrative Council may submit proposals for changes to the Internal Rules to the General Assembly. The most recent version of the Internal Rules dates of 9 November 2021.

## **GENERAL PROVISIONS**

### **Article 26 Disputes**

All disputes in relation to the Association, including but not limited to disputes between the Association and any members of its governing bodies, shall be subject to Belgian law and shall be submitted to the competent courts of Brussels.

### **Article 27 Operation in Accordance with Law and Internal Rules**

Any item not provided in these Articles of Association, shall be resolved in accordance with the Internal Rules of the Association and applicable law.