**TABLE WITH THE PROPOSED AMMENTMENTS OF THE EAPN STATUTE**

The following table contains in the first column the provision per article of the current statute, in the second column the proposed amendments (in red and or ~~strike through~~). Some comments in yellow to indicate that there are open questions.

In the third column is the reasoning and or comments and questions to the members. In the fourth column we expect your comments and suggestions

**NAME OF MEMBER ORGANIZATION** ……………………………………………………………………………

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|  | **Current Statute** | **Proposal from Bureau** | **Reasoning** | **Comments, Suggestions, Proposals by Members** | **Final Decision by ExCO** |
|  | **Title I. Name and registered office** |  |  |  |  |
|  | **Article 1**  There is hereby established an international non-profit association with the name "Réseau européen des associations de lutte contre la pauvreté et l'exclusion sociale", governed by Title III provisions of the Law of 27 June 1921 and 2 May 2002 on non-profit associations, foundations and international non-profit associations.  The English name of the association is. European Anti-Poverty Network.  The network’s acronym is derived from the English name, i.e., “EAPN”. | There is hereby established an international non-profit association with the name "Réseau européen des associations de lutte contre la pauvreté et l'exclusion sociale", governed by Title III provisions of the Law of 27 June 1921 and 2 May 2002 on non-profit associations, foundations and international non-profit associations.  The English name of the association is. European Anti-Poverty Network, will hereinafter be referred to as “the Network”.  The network’s acronym is derived from the English name, i.e., “EAPN”.  The Network will be governed under Belgian Law in particular by (i) the law of 27 June 1921 that grants legal statutes to nonprofit making associations and to public utility establishments, such as amended among others by the Law of 2 May 2002 on the nonprofit making associations, the nonprofit making international associations and the foundations, as well as by laws of 16 January and 22 December 2003, by (ii) these statutes, and (iii) by the internal rules of the Network.  The duration of the Network will be unlimited. |  |  |  |
|  |  |  | From this point onwards the word “association” has changed to “Network” |  |  |
|  | **Article 2** |  |  |  |  |
|  | The registered office of the association shall be in Brussels. It is currently situated at Square de Meeûs 18 – 1050 Brussels. The registered office may be transferred to any other location in this conurbation by ordinary resolution of the Executive Committee published in the Schedules to the Moniteur belge (Belgian official journal) of the month in question. The General Assemble will ratify changes of the registered office in the statutes on its first meeting that follows. | No changes |  |  |  |
|  | **Title II: Purpose**   * **Article 3**   3.1. The international association is not established for commercial return. Its purpose is to establish across Europe a democratic and effective network of voluntary groups or non-governmental organisations (NGOs) working against poverty, which shall primarily be an expression of the desire of people experiencing poverty to initiate and effect change in the structures that keep people in a marginalised position. The explicit and main purpose of groups that join the Network must be to empower people and groups experiencing poverty and social exclusion to fulfil their responsibilities, to exercise their rights, to break their isolation and counter their social exclusion. | No changes |  |  |  |
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|  | 3.2. The Network shall pursue three main objectives:   * To promote and enhance the effectiveness of actions against poverty and social exclusion; * To help shape social policies and design action programmes * To lobby for and with people and groups experiencing poverty and social exclusion.   The Network may achieve its objectives through the organization of any kind of activities in all policy spheres relating to the lives of people enduring poverty, including but not limited to task forces, seminars/workshops, conferences, training, awareness-raising campaigns, and the like.  The international association can develop all kinds of activities that contribute directly or indirectly to the realisation of the non commercial purposes, including commercial activities and for profit products, within the frame of the law, whereby the full profit will be used for the realisation of the non profit purposes. | No changes |  |  |  |
|  | **Title III. Members**   * **Article 4**   The association shall be composed of at least three members, and shall have two categories of membership: full and associate membership.  Only full members will have all the rights given to the members according to the law and the present statutes. | **Title III. Members – Rights – Obligations**   * **Article 4**   The Network shall be composed of at least three members, and shall have three categories of membership: full and associate membership and supporting organisations.  Only full members will have all the rights given to the members according to the law and the present statutes. |  |  |  |
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|  | * **Article 5**   Full members are persons or entities legally constituted pursuant to the laws and customs of their country of origin, which were approved by the General Assembly as either a) a representative EAPN network in a Member State of the EU or a country applying for membership of the EU, **or a country of the European Free Trade Area**, also known as a “National Network”.  National Networks representing countries who cease to be EU Member States or to seek such membership, may continue to be full members, unless the General Assembly deems otherwise; | * **Article 5**  1. Full members are ~~persons or~~ entities legally constituted pursuant to the laws and customs of their country of origin or informal groups, and can either be   ~~which were approved by the General Assembly as either~~  a) a representative EAPN network in a Member State of the EU or a country applying for membership of the EU, **or a country of the European Free Trade Area**, also known as a “National Network”. National Networks representing countries who cease to be EU Member States or to seek such membership, may continue to be full members, unless the General Assembly deems otherwise;  or  b) a European organisation concerned with the fight against poverty and social exclusion having members and carrying out activities in at least a fixed number of Member states of the EU, the number of which will be determined in the standing orders.  The European Organisations who are members of EAPN shall constitute the Assembly of the European Organisations to facilitate their collective participation in the network. | “Informal groups”  We have full members from various countries that due to legal issues in the national law they cannot register and acquire legal entity. Thus we refer to them as informal groups vs the formal groups that are registered organizations with legal entity. |  |  |
|  | or b) a European organisation concerned with the fight against poverty and social exclusion having members and carrying out activities in at least a fixed number of Member states of the EU, the number of which will be determined in the standing orders. | No changes |  |  |  |
|  | Associate membership may be granted to persons or entities legally constituted pursuant to the laws and customs of their country of origin, which were approved by the General Assembly as a representative EAPN network in a European country which is neither a member nor applying for membership of the EU. Associate members shall not have voting rights. |  | Became **B** and moved further down |  |  |
|  | The European Organisations who are members of EAPN shall constitute the Assembly of the European Organisations to facilitate their collective participation in the network. | No changes |  |  |  |
|  |  | Full Members must:   * + have legal status in their own member state/ country as a non–governmental organisation representing non-governmental organizations and or have legal statutes recognised in national or international law, that fight against poverty and social exclusion; or   + have a signed protocol of co-operation to act as the coordinating body for the EAPN in their member state/country (informal group);   + demonstrate a clear commitment to work on the eradication of poverty and social exclusion on the basis of past and current activities and future plans;   + demonstrate that they have taken into account, in the policies and structures of their organisation, the needs and perspectives of the people that face poverty, multiple discrimination, because of different ages, race, gender or ethnic origins, religions or beliefs, abilities, and sexual orientation. This list is not exclusive;   + pay the annual membership fee set by the General Assembly, in accordance with criteria set out in the Statutes and or the Internal Rules and or the Standing Orders;   + be representative of a broad range of organisations across the whole of the member state/country;   + act independently of any political party or religious authority or governmental body;   + accept these Statutes and the Internal Rules and Standing Orders.   To ensure consistency and local accountability there will only be one National Network for each country, organised in an open, democratic and transparent manner. Where are a number of organisations are eligible and wish to take on this role the a Full member may be an umbrella of organisations specifically constituted in order to coordinate the work of the Network at national level or a pre-existing umbrella of organisations that accepts this role.  The National Network will draw up its own statutes, or draw up a signed protocol of co-operation for its establishment, which must include the above criteria. Any Network of non-governmental organisations or any European Organizations which is currently in membership or is applying for full membership and which does not conform to the above criteria is expected to make the necessary changes so that they fulfil these criteria, according to the procedure set out in the Internal Rules.  **The rights and responsibilities of full members include:**   * + participation in debates and voting rights at the General Assembly, according to the criteria set out in the Statutes;   + to put forward candidates for election to the organisational structures of the Network in accordance with these Statutes;   + to set the policies, guidelines and priorities of the Network and make an ongoing contribution to its activities;   + to be informed and consulted on an ongoing basis about the activities of the Network;   + to comply with the Membership Agreement annexed to the Internal Rules. | The amendment is to introduce characteristics and criteria for the organizations that are or wishes to become EAPN members.  We should recognize the fact that in some countries due to either the law or the culture the EAPN national networks cannot become legal entities  Proposal: every 3 years all member organizations singed a membership agreement (M.A.) that hold us responsible to respect the values and principles of the EAPN as well that we work on the elimination an eradication of poverty and social exclusion.  So every 3 years that we have elections all members sign a new M.A.  This will also show the commitment and respect to the EAPN |  |  |
|  |  | **B.** Associate and supporting membership may be granted to entities legally constituted pursuant to the laws and customs of their country of origin or informal networks, which were approved by the General Assembly as a representative EAPN network in a European country which is neither a member nor applying for membership of the EU.  Associate members shall not have voting rights in the Network and no right to stand for election or to present candidates to the organisational structures of the Network.  Associate and supporting members must:   * + demonstrate a clear commitment to work on the eradication of poverty and social exclusion on the basis of past and current activities and future plans;   + demonstrate that they have taken into account, in the policies and structures of their organisation, the needs and perspectives of the people that face poverty, multiple discrimination, because of different ages, race, gender or ethnic origins, religions or beliefs, abilities, and sexual orientation. This list is not exclusive;   + pay the annual membership fee as per decision of the General Assembly;   + be representative of a broad range of organisations across the whole of the member state/country;   + act independently of any political party or religious authority or governmental body;   + accept these Statutes and the Internal Rules and Standing Orders.   An Associate and or supporting member may be an umbrella of organisation specifically constituted to, in an open, democratic and transparent manner, coordinate the work of individuals and or Groups and or Organizations and or Networks who share the Networks commitment of eradicate social exclusion and poverty.  The Associate member will draw up its own statutes, or draw up a signed protocol of co-operation for its establishment, which must include the above criteria.  **The rights and responsibilities of associate members include:**   * + upon invitation to attend and be present at the General Assembly, as observers, according to the criteria set out in the Statutes and or the Internal Rules or Standing Orders;   + to be informed and consulted on an ongoing basis about the activities of the Network;   + to comply with the Membership Agreement annexed to the Internal Rules.   + attend seminars and conferences organised by the Network at their own expense; OR according to the criteria set out in the Statutes and or the Internal Rules or Standing Orders;   + receive the Newsflash of the Network, as well as any relevant information about the activities of the Network; | For the same reasons we add this for the associate and supporting members  Every 3 years we singed a membership agreement that hold us responsible to respect the values and principles of the EAPN as well that we work on the elimination an eradication of poverty and social exclusion.  So every 3 years that we have elections all members sign a new MA  This will also show the commitment and respect to the EAPN |  |  |
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|  | * **Article 6** | **Article 6 Application - Admission - Resignation - Exclusion**  **Membership application procedure**  Applications for admission as a member (in any of the three categories) will be directed to the Bureau. The Bureau submits these to the Membership Development Group (MDG) for evaluation and comments. The Bureau presents the MDG’s recommendation to ExCo who remit it to the General Assembly.  Membership of full members takes effect following a positive vote of the General Assembly, with ordinary majority of cast votes.  Membership of Associate and Supporting organisations takes effect following a decision of the Executive Committee by absolute majority (namely half of cast votes +1). | Procedures as to how an organization can apply in order to become member.  The membership development group should consist of one bureau member and 3-4 ExCo members  MDG should prepare an application form |  |  |
|  | The General Assembly shall decide on the admission of new full and associate members and the expulsion of full and associate members by ordinary majority vote of members present or represented.  The expulsion of full and associate members from the association may be proposed by the Executive Committee, after having heard the defence of the party concerned. A full or associate member may only be expelled by the General Assembly by a majority of two-thirds of the votes of members present or represented. Members who cease to be part of the association shall have no rights over its assets.  Full and associate members may resign from the association by registered letter sent to the President; such letter must be received by the President at least two weeks before the annual General Assembly. | **Admission - Exclusion**  The General Assembly shall decide on the admission of new full, associate and supporting members and the expulsion of full and associate members by ordinary majority vote of members present or represented.  The expulsion of full, associate and supporting members from the association may be proposed by the Executive Committee, after having heard the defence of the party concerned. A full or associate or supporting member may only be expelled by the General Assembly by a majority of two-thirds (2/3) of the votes of members present or represented. Members who cease to be part of the association shall have no rights over its assets.  Full, associate and supporting members may resign from the Network by registered letter sent to the President; such letter must be received by the President at least two weeks before the annual General Assembly. | Addition of the supporting members  Proposal from some bureau members, so that  “**EXCO** should be authorized to suspend members whose conduct merits a recommendation to the General Assembly of Expulsion.  This would be particularly important where a member is guilty of conduct which poses a risk to the Network or its members or where inaction may give rise to reputational damage.” |  |  |
|  |  | The resignation of a full member does not exempt them from the payment of any membership fees.  Any member which violates the Law or is no longer in compliance with the provisions of these statutes or the Internal Rules and Standing Orders, or which acts in a way that is detrimental to the interests of the Network or its members, may be excluded from the Network by the General Assembly, upon recommendation of the ExCo and after having been heard by the General Assembly.  Without prejudice to the provisions of Articles 5 and 7, a member who has not paid its membership fee within the month of the last reminder for the on-going year will bear the consequences set in the Internal Rules and or the Standing Orders.  A member which, in whatever way and for whatever reason, ceases to be a member of the Network will, because of such cessation of membership, have no claim for compensation from the Network and will have no claim on the Network’s assets. | The procedure as to how a member can be excluded was not in the statute and thus we are adding it.  The paragraph in yellow is connected with the issue of the membership fees. |  |  |
|  |  | **Conflict of Interest**  A member of the Network, including the members representatives in the Executive Committee (i.e. the administrators), is not entitled to participate in the discussion or voting in any of its administrative bodies if the decision to take is to effect a legal transaction or to bring an action between the Network and the said member or their partner or relative by blood or marriage up to the third degree of kinship or the legal transaction between the Network and a company, personal or capital, to which or the administration of which involved the member or their partner or relative thereof by blood or marriage, to the third degree of kindred. | Good practice /good governance |  |  |
|  | **Title IV: Membership fee**   * **Article 7**   Full and associate members are not required to pay a membership fee to the Network, but are invited to pay a voluntary contribution of an amount set by the General Assembly on a proposal from the Executive Committee. | Other than in exceptional circumstances (see Article 5), full members are required to pay a membership fee to the Network determined by the General Assembly.  ~~and a~~  Associate and Supporting members are not required to pay a membership fee to the Network but are invited to pay a voluntary contribution of an amount set by the General Assembly on a proposal from the Executive Committee. |  |  |  |
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|  |  | **Title V: ORGANISATIONAL STRUCTURES.**  **A. GENERAL**  It is the Network’s intention to make decisions by consensus. If no consensus can be reached, then decisions of the bodies of the Network will be validly adopted if they are approved by a simple majority of the votes cast (simple majority consists in adopting the proposal which obtains the highest number of votes), except if and to the extent that other majorities are provided for in the Statutes.  Non valid votes and abstentions are not taken into account when calculating majorities. | General rule to be included for all administrative bodies |  |  |
|  |  | **Article – Bodies**  The Network has the following bodies:   * the General Assembly; * the Executive Committee, (ExCo), and * the Bureau.   Sub committees, ad-hoc committees and working groups, which are consultative bodies and have no decision-making powers, may be appointed by the ExCo in pursuance of the aims and objectives of the Network and in accordance with the Internal Rules, Standing Orders and the Terms of Reference for each body as those are voted by the ExCo.  All the above are assisted in their work by the Secretariat of the Network. | Clarification as to the administrative bodies of EAPN |  |  |
|  | **Title V: General Assembly**   * **Article 8**   The General Assembly shall possess the full range of powers necessary to attain the association's purpose. It shall be composed of all the full members (associate members may attend without the right to vote).  Its exclusive areas of competence include:   1. changes of the statutes. 2. the nomination and withdrawal of administrators. 3. if needed, the nomination and withdrawal of the commissioners 4. the discharge of the administrators and commissioners. 5. the approval of the budgets and accounts. 6. the dissolution of the international association. 7. the exclusion of a member 8. the change from an International Association to a company with a non-profit engagement. 9. In all other matters where the statutes demand it. | **B. General Assembly**   * **Article 8**   The General Assembly shall possess the full range of powers necessary to attain the association's purpose. It shall be composed of all the full members (associate and supporting members and participating organisations may attend without the right to vote).  Its exclusive areas of competence include:   1. changes of the statutes. 2. the nomination, election and withdrawal or dismissal of administrators. 3. if needed, the nomination and withdrawal of the commissioners 4. the discharge of the administrators and commissioners. 5. the approval of the budgets and accounts. 6. the dissolution of the Network ~~international association~~. 7. the admission and or exclusion of a member 8. the change from an International Association to a company with a non-profit engagement. 9. The approval of standing orders and or internal rules. 10. In all other matters where the statutes demand it. | No major changes.  Rather clarifications for the General Assembly powers and questions  Question  Who are the commissioners?  Do we need this? We have no further mention of the commissioners nor in the statute neither in the standing orders |  |  |
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|  | * **Article 9**   The General Assembly shall by law convene under the chairpersonship of the president of the Executive Committee, once a year at the registered office or the place indicated in the notice of the meeting. The notice shall be signed by the president of the Executive Committee or two administrators. It shall be sent out in writing (by email) thirty days before the date of the assembly and shall contain the date, the venue and the agenda. An extraordinary General Assembly may also be called on the request of one fifth of the full members. | * **Article 9**   The General Assembly shall by law convene under the chairpersonship of the president of the Executive Committee, once a year at the registered office or the place indicated in the notice of the meeting. The notice shall be signed by the president of the Executive Committee or two administrators. It shall be sent out in writing (by email) thirty (30) days before the date of the assembly and shall contain the date, the venue and the agenda. An extraordinary General Assembly may also be called on the request of one fifth (1/5) of the full members, or whenever required by the interests of the Network.  Notification to any extraordinary General Assembly will be sent to members, by means of postal or electronic communication, fifteen (15) days in advance. The notification will set out the agenda, the location, the proportion of delegate’s expenses that the Network will meet, date and the time of the extraordinary General Assembly. | Clarification for the procedure of an extraordinary General Assembly. |  |  |
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|  | * **Article 10**   Any full member may appoint another full member to represent them in the General Assembly by special written proxy, but no member may hold more than one proxy. The quorum for the General Assembly shall be two-thirds of the members from National Networks present in person or by proxy. | * **Article 10 Composition**   The General Assembly will consist of delegates nominated by the current full members of the Network according to the rules laid out in the current Statutes and the Standing Orders. Only delegates representing full members who have paid their membership fee will be entitled exercise their full rights at the General Assembly, as per Standing Orders.  Supporting organisations and Associated members may attend by invitation only, as observers.  Any full member may appoint another full member to represent them in the General Assembly by special written proxy, but no member may hold more than one proxy. The quorum for the General Assembly shall be two-thirds of the members from ~~National Networks~~ full members present in person or by proxy.  Members can participate in the General Assembly through teleconference and or any other web based meetings (webinars) applications. For this reason the ExCo may introduce procedures in the Standing Orders. | Clarification for the composition of the GA.  In yellow is linked with the membership fees.  Question  Is the proxy vote valid in Belgian Law?  Denton Legal  A proposal so that if a member organization cannot be present physically, they can still attend via teleconference. |  |  |
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|  | * **Article 11**   Other than in exceptional cases provided for in these Statutes, resolutions shall be passed by ordinary majority of the full members present or represented, and shall be communicated to all members.  The Assembly may transact only the business entered on its agenda.  Resolutions passed by the General Assembly shall be recorded in a register signed by the president and kept at the registered office of the association where it shall be available for inspection by full and associate members. | * **Article 11**   Other than in exceptional cases provided for in these Statutes, ~~resolutions~~ Decisions shall be passed by ordinary majority of the full members present or represented and shall be communicated to all members.  The Assembly may transact only the business entered on its agenda.  Decisions ~~Resolutions~~ passed by the General Assembly shall be recorded in a register signed by the president and kept at the registered office of the ~~association~~ Network where it shall be available for inspection by full and associate members and supporting organizations. | Why resolutions and not decisions? Is there any reason?  Resolution is more specific.  In this article do we mean the decision of the GA? |  |  |
|  |  | **Quorum - Votes**  The quorum for the General Assembly is at least half of its full members with voting rights to make it valid. Two-thirds of the National Networks must be represented in this quorum. This includes the members participating through teleconference and or any other web based meetings (webinars) applications.  The total votes that may be cast by the representatives of the European organisations may not exceed one-fifth of the total votes that may be cast by all members of the General Assembly.  Decision shall be passed by ordinary majority (50+1) unless a different majority is expressly provided for.  The quorum defined in paragraph 1 (one) will become two thirds (2/3) of the number of full members organisations if the General Assembly is called to vote on proposed changes to these Statutes or to the dissolution of the Network. Furthermore, and as a condition for reaching this quorum, the General Assembly can only deliberate if the proposed changes in the Statutes and/or the reasons for the dissolution of the Network are mentioned explicitly in the notification. | The text was taken from the Standing orders.  It is usual to typical to have general reference on the quorum and vote in the statute. |  |  |
|  |  | **Article … Procedures**  The procedures of the General Assembly will be as set forth in the Internal Rules and the Standing Orders, which complement the measures set out in these Statutes and cannot contravene them. |  |  |  |
|  |  | **Article ….. – Written procedure**  In exceptional cases and when the urgency of the matter so requires, the General Assembly shall make decisions by a written procedure, including electronic communication.  To that effect the Bureau, with the assistance of the Secretariat, will send by means of postal and/or electronic communication, the proposed decisions with an explanatory note to all full members. The Bureau will deem the proposed decision adopted if, within ten (10) working days following the dispatch of such communication, 50% plus one response from full members have been received by the Bureau, care of the Secretariat, and a simple majority reached.  Decisions adopted in this way will be subject to ratification at the next General Assembly.  Articles that refers to the purpose as well as the fees …. cannot change with a written procedure. | Again, there may be a case where EAPN needs to adopt an urgent decision by a GA however due to the costs we cannot organize one. A written process will allow EAPN to adopt decisions that will later be again subject to voting in the next GA.  However not all issues could be decided via this process, thus certain issues will be excluded from this, such as the purpose, as well as the fees.  What else do we want to add? |  |  |
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|  | **Title VI. Administration**   * **Article 12**   The international association shall be administered by an Executive Committee composed of administrators whose number shall be fixed as follows: one member proposed by each National Network and a number of members proposed by the European Organisations. The number of administrators from the European Organizations shall not exceed one-fifth of the number of administrators from the National Networks. | The Network ~~international association~~ shall be administered by an Executive Committee composed of administrators whose number shall be fixed as follows: one member proposed by each National Network and a number of members proposed by the European Organisations. The number of administrators from the European Organizations shall not exceed one-fifth of the number of administrators from the National Networks. |  |  |  |
|  | The Executive Committee shall consist of at least 20 individuals.  The administrators shall be appointed by the General Assembly for a renewable three-year term of office. | The Executive Committee (ExCo) shall consist of at least twenty (20) individuals.  The administrators shall be appointed by the General Assembly for a renewable three-year term of office. Each administrator will have a substitute. | General issues for the ExCo that are in the standing orders should be in the statute. |  |  |
|  |  | The term of office of elected Members of the Executive Committee begins at the first ExCo meeting following the General Assembly at which the member has been elected and finishes at the end of the General Assembly when the three (3) years term of office is completed. The term of office may be renewed twice only. A Member of the Executive Committee who has served a full nine (9) consecutive years cannot stand for election to the ExCo again until a further three-year period has elapsed. | A limitation in the terms of office is also be suggested as good practice.  The changes will be valid after the adoption and the terms will start count from 2021 elections.  We cannot count from before since there was not such restriction. |  |  |
|  | The administrators may be dismissed by the General Assembly by resolution passed by a majority of two-thirds of the full members present or represented. As long as the General Assembly hasn’t proceeded to put in place the new Executive Committee at the end of the mandate of the Administrators, these will continue to execute their mandate pending a decision of the General Assembly. | No changes |  |  |  |
|  |  | No remuneration, of any kind, shall be paid for services rendered to any member or official of the Administration of the Network. Provided that the representatives of the full members, including members of the Executive Committee, may recover and / or claim any reasonable expenses incurred in performing their duties, including their remuneration corresponding to a fee for services rented or remuneration for participation in research or other funded or co-financed projects by third parties, provided they have provided the necessary documents.  Each member of the Executive Committee/Administrator, who is unjustifiably absent for four (4) continuous meetings, is deducted from his post and the post is covered by the substitute from the full member he represents.  The same applies if a member of the Executive Committee is convicted by a Court of any country, from which the members are from, of a criminal offence involving dishonesty or moral disgrace, the fraudulent claiming of expenses from the Network, the circumvention of the aims of the Network or failure to comply with a decision of the General Assembly. This decision is put before the next General Assembly for ratification.  If a member of the Executive Committee resigns from the Executive Committee, is replaced by his/her substitute and or by the member he/she represents. | It is good practice.  We need to find out what the Belgian law provides.  This needs to correlate with Article 6. |  |  |
|  | * **Article 13**   The Executive Committee shall elect from amongst its number by ordinary majority a Bureau comprising a president, and vice-presidents whose number shall be determined by the Executive Committee and between whom shall be allocated at least the following duties: support to the presidentship, secretary and treasurer. | No changes | In the standing orders the number is 6 plus the president  We can live it as it is here |  |  |
|  | * **Article 14**   Executive Committee meetings shall be called in writing (by email) by the president. It shall meet at least four times a year.  An administrator may be represented by another administrator, but no administrator may hold more than one proxy.  The quorum for the Executive Committee shall be at least two-thirds of its members present in person or by proxy provided that at least two-thirds of the members from National Networks are present in person or by proxy. | Executive Committee meetings shall be called in writing (by email) by the president. It shall meet at least ~~four~~ three times a year.  An administrator may be represented by another administrator, but no administrator may hold more than one proxy. An Administrator may participate in the meeting via teleconference and or any other web based meetings (webinars) applications.  The quorum for the Executive Committee shall be at least two-thirds of its members present in person or by proxy provided that at least two-thirds of the members from National Networks are present in person or by proxy. | The change will give us flexibility if for any reason we cannot hold four meetings in one year.  The same with the ability to participate in the meeting via teleconference. |  |  |
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|  | * **Article 15**   The Executive Committee shall possess full management and administrative powers other than those vested in the General Assembly. It may delegate the day-to-day management to the Bureau, or to its president, an administrator or an official-in-charge. It may also confer special and specific authority to one or more persons on its own responsibility. | No changes |  |  |  |
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|  | * **Article 16**   The Executive Committee shall pass its resolutions by a simple majority of members present in person or by proxy. If there is an equal number of votes, the president shall have a casting vote. | * **Article 16**   The Executive Committee shall pass its ~~resolutions~~ decisions by a simple majority of members present in person or by proxy. If there is an equal number of votes, the president shall have a casting vote. |  |  |  |
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|  | * **Article 17**   Except where special powers have been granted, all instruments binding the association shall be signed by an administrator appointed by the Executive Committee who shall not be required to prove his authority to third parties. | No changes |  |  |  |
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|  | * **Article 18**   Legal proceedings whether as plaintiff or defendant shall be conducted by the Executive Committee represented by its president and an administrator or any other agent appointed by the committee for the purpose. | **Article 18 REPRESENTATION**  **Legal Representation vis-à-vis third parties**  The Network will be validly represented vis-à-vis third parties and with regard to all deeds by the President acting individually or by two members of the Bureau acting jointly. The Bureau represented by the President or by two of its members will conduct legal proceedings, either as plaintiff or as defendant.  Within the framework of daily management, the Network will be validly represented vis-à-vis third parties and with regard to all deeds by the Director.  None of the aforementioned persons needs to justify his-her powers vis-à-vis third parties.  Legal proceedings whether as plaintiff or defendant shall be conducted by the Executive Committee represented by its president and an administrator or any other agent appointed by the committee for the purpose. | Check with Denton Legal |  |  |
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|  | **Title VII: Budget and accounts**   * **Article 19**   The financial year starts on the 1st of January and ends on the 31st of December.  The Executive Committee shall submit for approval to the General Assembly the accounts for the preceding financial year and the budget for the next financial year.  The annual accounts of the international non-profit association, established in accordance with Article 53 of the Law, must be submitted annually to the Ministry of Justice. | No changes |  |  |  |
|  |  | Resources  The resources of the Network may include:   * + Membership fees from members,   + voluntary contributions from members, subsidies, donations, subscriptions (annual or extraordinary), legacies, gifts, offerings and contributions from public or private legal entities or individuals;   + exceptional resources, such as loans;   + income generated by goods and assets belonging to the Network;   + the proceeds of payments for services provided and other economic activities.   The economic activities are only permitted if they are incidental / accessory / subordinated to the non-economic activities. Such incidental or accessory economic activities are subject to the following conditions:   1. they are incidental to the non-commercial activities on a quantitative level, taking into account the turnover or the allocation of means or personnel; 2. they are directly or indirectly related to the non-commercial activities; 3. the profits derived from these economic activities are attributed to the development of the non-commercial activities. | Usually in the statute we have a general paragraph with the resources of the organization and its one of the minimum requirement of the statute.  We can have art 21 of the standing orders  This way we have it in the statute that we can take loans or provide paid services  We need to see the final decision on the fees . |  |  |
|  |  | **BUREAU**  **Duties of the Bureau members**  The Bureau comprises a minimum number of ……….. members and maximum of seven (7) members.  There will be a President and Vice- Presidents, acting collectively, and supported by the staff, to manage the smooth operation of the affairs of the EAPN as manifested by its Executive Committee and staff.  The responsibilities and duties are set in the Internal Rules and the Standing Orders. | What is the minimum number of bureau members as set in the Belgian law? |  |  |
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|  | **Title VIII: Amendments to the statutes**   * **Article 20 (former article 11.1)**   A proposal to amend the Statutes may only be made by the Executive Committee or at least one-fifth of the full members of the association. The Executive Committee must bring it to the attention of the full and associated members of the association at least three months before the date of the General Assembly called to decide on that proposal.  An amendment of the Statutes must be passed by a majority of two-thirds of the votes present or represented. If a modification is related to the purpose or objectives in view of which the International association has been founded, it cannot be adopted unless by at least a four/fifths majority of the votes of the full members present or represented. | * **Article 20 ~~(former article 11.1)~~**   A proposal to amend the Statutes may only be made by the Executive Committee or at least one-fifth of the full members of the ~~association~~ Network. The Executive Committee must bring it to the attention of the full and associated members of the ~~association~~ Network at least three (3) months before the date of the General Assembly called to decide on that proposal.  An amendment of the Statutes must be passed by a majority of two-thirds (2/3) of the votes present or represented. If a modification is related to the purpose or objectives in view of which the Network ~~International association~~ has been founded, it cannot be adopted unless by at least a four/fifths (4/5) majority of the votes of the full members present or represented. | No major changes |  |  |
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|  | Should such General Assembly not contain two-thirds of the full members of the association, a new General Assembly shall be convened on the same conditions as above, and it shall decide conclusively and validly on the proposal in question regardless of the number of members present or represented. The second meeting cannot be held earlier than 15 days after the first meeting. The resolution is deemed to be accepted if it has been accepted by two/thirds of the votes of the full members present or represented. | Should such General Assembly not contain two-thirds of the full members of the ~~association~~ Network, a new General Assembly shall be convened on the same conditions as above, and it shall decide conclusively and validly on the proposal in question regardless of the number of members present or represented. The second meeting cannot be held earlier than 15 days after the first meeting. The resolution is deemed to be accepted if it has been accepted by two/thirds of the votes of the full members present or represented. | No major changes |  |  |
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|  | Amendments to the Statutes must be submitted to the Ministry of Justice and be published in the Schedules to the Moniteur belge (Belgian official journal). | Amendments to the Statutes must be submitted to the Ministry of Justice and be published in the Schedules to the Moniteur belge (Belgian official journal). |  |  |  |
|  |  | Amendments to these present Statutes will only take effect within the conditions foreseen in article 50 § 3 of the Law dated 27 June 1921. |  |  |  |
|  | **Title IX: Dissolution of the international association**   * **Article 21 (former article 11.2)**   Should the Network cease operations or be dissolved, the same procedure shall be followed as for an amendment of the Statutes concerning the purpose of the international association.  The General Assembly or competent adjudicatory body shall appoint one or more liquidators, who shall possess the fullest powers necessary to realize the assets and discharge the liabilities.  All funds, moveable and immovable property occupied by or under the control of the Network as agent, user or in any other capacity shall be returned to their rightful owners; contributed assets shall be returned to the contributors.  The Executive Committee or the liquidator(s) shall apply the net balance of the association’s assets to a non-profit activity as similar as possible to the purpose of the association. | **Title IX: Dissolution of the international association**   * **Article 21 ~~(former article 11.2)~~**   Should the Network cease operations or be dissolved, the same procedure shall be followed as for an amendment of the Statutes concerning the purpose or objective of the ~~international association~~ Network.  The General Assembly or competent adjudicatory body shall appoint one or more liquidators, who shall possess the fullest powers necessary to realize the assets and discharge the liabilities.  All funds, moveable and immovable property occupied by or under the control of the Network as agent, user or in any other capacity shall be returned to their rightful owners; contributed assets shall be returned to the contributors.  The Executive Committee or the liquidator(s) shall apply the net balance of the association’s assets to a non-profit activity as similar as possible to the purpose of the association. | No major changes |  |  |
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|  | **Title X: Standing Orders**   * **Article 22**   The Executive Committee may put forward standing orders to the General Assembly. Changes to these standing orders may be accepted by simple majority of the full members present or represented. | **Title X: Standing Orders**   * **Article 22**   The Executive Committee may put forward standing orders to the General Assembly. Changes to these standing orders may be accepted by simple majority of the full members present or represented in the General Assembly. | No major changes |  |  |
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|  | **Title XI: General provision**   * **Article 23**   All matters not otherwise provided for in these Statutes, in particular all publications to be effected in the Schedules to the Moniteur Belge (Belgian official journal), shall be disposed of in compliance with law. | **Title XI: General provision**   * **Article 23**   The Network may become a member of a federation or a network either in a European or global level if the Executive Committee so determines.  All members of the Network must work for the achievement of the purposes of the Network and are entitled to require the members of the Network to observe the Articles of Association. Any matter relating to the Association not provided for in these Articles of Association is governed by the laws of the Republic of Belgium in force.  For any matter not provided by the Articles of Association, the Executive Committee shall decide.  The Executive Committee shall not be liable for compensation in the event of an accident of any person (member or not) within the Association or its premises.  French and English can be used according to the needs of each occasion. Annexes B and C are the official translations of the Articles of Association in the English and French languages respectively and can be used according to the needs of the Association.  All matters not otherwise provided for in these Statutes, in particular all publications to be effected in the Schedules to the Moniteur Belge (Belgian official journal), shall be disposed of in compliance with law. |  |  |  |
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|  |  | **Applicable Law**  Anything that is not included in these Statutes will be governed by the Belgian Law for nonprofit making organisations, international nonprofit making organisations and foundations.  The official language in which this Statute is submitted to the Ministry of Justice is French. The current English translation is used as a working document. In case of conflict on the meaning of the current Statute we consult the French text since is the original. |  |  |  |
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