

EBOWN CONSTITUTIONAL AMENDMENT

6 June 2025

Florian Gottein
Treasurer/EBO Philippines

Proposed Amendments to the EBOWN Constitution



Explanatory Note:

- These proposed amendments are intended to update and modernize the existing Constitution of the European Business Organisation Worldwide Network ASBL in its current version drawn up on 11 April 2011 to reflect changes in the Belgian Legislation, to strengthen governance and to align with the network's evolving operational needs since its first inception.
- The EBOWN Board has agreed on these amendments and wishes to propose them to the membership for approval as single collective change.

Proposed Amendment:

Article No.	Existing Article	Renumbered Article No.	Proposed Article	Explanation & Reasons for Amendments
1	<p>TITLE 1 – Name, Head Office, Purpose, Duration</p> <p>The name of the Association is "European Business Organisation Worldwide Network asbl" (abbreviated name: "EBO Worldwide Network asbl")</p> <p>The Association is a not-for-profit Association</p> <p>All documents, invoices, advertisements, publications and other items originating from the Association must mention the aforesaid name of the Association preceded or followed by the words "not-for-profit association" legibly written in full.</p>	N/A	<p>GENERAL CLAUSES</p> <p>The name of the Association is "European Business Organisation Worldwide Network ASBL" (abbreviated name: "EBOWN"), hereinafter the "Association" or "EBOWN.</p> <p>The Association is a not-for-profit Association. The EBOWN is constituted for an unlimited period of time.</p> <p>All official deeds, letters, notices, invoices or websites and other documents, whether in electronic form or not, originating from the EBOWN must mention the full name of the Association preceded or followed by the words "not-for-profit association" legibly written in full.</p>	<p>Updated naming convention: The abbreviation "EBOWN" is now the standard across all communications, improving brand identity and global recognition.</p> <p>Legal precision: Wording updated for clarity and alignment with Belgian non-profit regulations, especially for electronic documentation.</p>

Proposed Amendment:

Article No.	Existing Article	Renumbered Article No.	Proposed Article	Explanation & Reasons for Amendments
2	<p>The head office of the Association shall be located in the judicial district of Brussels, the Capital of Belgium and is currently located at 1000 Brussels, 168, Avenue de Cortenbergh.</p> <p>The location of the head office can be changed by decision of the Board of Directors to any other place in this judicial district.</p> <p>Regional offices may be set up in other locations by decision of the Board of Directors.</p>	N/A	<p>The head office of the EBOWN shall be located in the Brussels Metropolitan Region, Belgium and is currently located at C/o International Department, Avenue de Cortenbergh 168, 1000 Brussels. The location of the head office can be changed by decision of the Board of Directors, provided that the applicable language regulations do not require a modification of the language of this Constitution.</p> <p>Regional offices may be set up in other locations by decision of the Board of Directors.</p>	<p>Terminology alignment: Uses the legally recognized term "Brussels Metropolitan Region" for consistency with regional governance</p>
3	<p>The objectives of the Association are:</p> <ul style="list-style-type: none"> a) to improve the business environment for businesses of the European Union in non-EU countries and to support the internationalisation of Small and Medium-sized Enterprises (SMEs) of the European Union; b) to represent the views of the members of the Association present in non-EU countries before the institutions of the European Union; c) to establish a closer relationship between the EU institutions and the EBO members while contributing actively to the policies of the EU; d) to exchange information amongst the members of the Association and to develop extensive regional opportunities amongst the members; 	N/A	<p>The objectives of the Association are:</p> <ul style="list-style-type: none"> a) To represent and improve the business environment for European businesses in non-European Union (EU) countries; b) To represent the common views of the members of the EBOWN before the institutions of the EU; c) To establish a close relationship between the EU institutions and the EBOWN members while contributing actively to the policies of the EU; d) To exchange information and promote opportunities within the EBOWN membership; e) To build capacity within the EBOWN; and f) To support the internationalisation of European Businesses. 	<p>Expanded scope: New language better reflects the collective voice of the network and includes capacity building.</p> <p>Inclusive formulation: Updated to explicitly support all types of European businesses, not only SMEs.</p> <p>Clarity and precision: Wording refined for better readability and broader applicability.</p>

Proposed Amendment:

Article No.	Existing Article	Renumbered Article No.	Proposed Article	Explanation & Reasons for Amendments
4	The Association is constituted for an unlimited period of time. The Association can be dissolved at any time.	Article 1	The Association is a not-for-profit Association. The EBOWN is constituted for an unlimited period of time.	Structural simplification: Incorporated into Article 1 for streamlined constitutional framing. The dissolution clause is now covered later under dissolution provisions.
5	<p>TITLE II - Members - Fee</p> <p>The maximum number of members is unlimited. The minimum number of members is three.</p> <p>Membership is limited to one organisation per country or self-governing region.</p> <p>The range of social rights only recognises members of the Association.</p>	Article 4	<p>MEMBERS</p> <p>A member of EBOWN is referred to as a European Business Organisation or EBO.</p> <p>Any organisation that wishes to become a member must submit an application to the Board of Directors of the EBOWN for approval. The Board of Directors will notify applicants of their approval. The EBOWN is not required to provide any reasons in cases where the application is not approved.</p> <p>The minimum number of members is three. The maximum number of members is unlimited.</p> <p>Membership is limited to one organisation per country or self-governing region and is limited to countries outside the European Union.</p>	<p>Terminology: Introduces standard term “EBO” (European Business Organisation) for consistency.</p> <p>Clarified procedures: Formalizes the application process and confirms the Board’s discretion in approvals.</p> <p>Jurisdictional update: Restricts membership to non-EU countries to reflect the purpose and operational scope of EBOWN.</p>

Proposed Amendment:

Article No.	Existing Article	Renumbered Article No.	Proposed Article	Explanation & Reasons for Amendments
6	<p>Only private not-for-profit organisations representing the interests of businesses from the European Union present in non-EU countries can be admitted as members.</p> <p>Each member shall choose a maximum of three permanent members from the highest governance or managerial level in their respective organisation, to represent their organisation.</p> <p>Each member is responsible for informing the secretariat of the "EBO Worldwide Network asbl" regarding specific persons and for ensuring that their contact information is up-to-date for notification and communication purposes.</p> <p>Each organisation that wishes to become a member must submit a written application to the Board of Directors of the Association. A letter of recommendation from the EU delegation of the country of the applicant must accompany the application.</p> <p>Applications are considered received after a period of 30 days following the receipt of a complete application. The Board of Directors will notify the applicant whether or not the application for membership has been accepted as soon as possible after the expiry of this period.</p> <p>The Board of Directors shall keep a register of members at the head office of the Association.</p> <p>Admission to membership entails adherence to this Constitution, to the internal rules and the observance thereof.</p>	<p>Article 4</p> <p>Article 5</p>	<p>Only private not-for-profit organisations representing the interests of businesses from Europe present in non-EU countries can be admitted as members.</p> <p>In order to be eligible for EBOWN membership, an endorsement from the EU Delegation in the host country must be obtained and maintained.</p> <p>In order to join and remain in the EBOWN, the EBO must maintain its active status in the EU Transparency register.</p> <p>In the case of an organisation wishing to rejoin the network, any outstanding past dues must first be settled, before a new application will be considered by the EBOWN board.</p> <p>Each EBO shall designate one or more senior representatives from its organisation, to represent their EBO. An EBO shall not notify the Association of the withdrawal of a senior representative without at the same time proposing a new senior representative. For the purpose of voting, each senior representative shall hold a power of attorney to represent the EBO.</p> <p>Each EBO is responsible for informing the Board of Directors or the person(s) designated by the Board of Directors (i.e. EBOWN secretariat) regarding the designated persons or any change there-of.</p> <p>An online register of EBOWN members shall be kept under the responsibility of the Board of Directors.</p> <p>Members of the EBOWN must adhere to this EBOWN Constitution and By-laws of the EBOWN.</p>	<p>Terminology updated: to align with current legal language (e.g. "from Europe" instead of "European Union"). Adds</p> <p>Jurisdictional compliance: by requiring active EU Transparency Register status and EU Delegation endorsement. Also clarifies representation and accountability mechanisms for EBOs, reinforcing governance.</p>

Proposed Amendment:

Article No.	Existing Article	Renumbered Article No.	Proposed Article	Explanation & Reasons for Amendments
7	<p>The loss of member status occurs:</p> <ul style="list-style-type: none"> - by resignation: each member is free to resign at any time from the Association by sending a written notice of resignation to the Board of Directors. In cases of resignation, the member status ceases at the end of the financial year in which the notification was issued. - by removal: a member can only be removed by decision of the general meeting of the members by a majority of two-thirds (2/3) of the votes of the members present or represented, provided that the member has been invited by registered letter sent 15 days in advance to present his/her defence. <p>The grounds for exclusion are:</p> <ul style="list-style-type: none"> - a prolonged lack of interest in the activities of the Association; - repeated failures to fulfil the member's obligations in the context of the Association; - non-compliance with the Constitution of the Association; - all conduct capable of harming the Association; - by death, dissolution or insolvency; - by expulsion when the member refuses to pay the membership fee which the member is obligated to pay. Refusal is established when formal notice, by registered mail remains unanswered for 15 days from the date of the postage stamp. <p>In the event of serious misconduct contrary to this Constitution or the internal rules, the Board of Directors may suspend the membership until the expulsion is approved at the next general meeting of the members.</p>	Article 6	<p>The automatic loss of membership status occurs:</p> <ul style="list-style-type: none"> a) By cancellation: any member may cancel their membership at any time by sending a written notice to the Board of Directors. In cases of cancellations, membership fees already paid are non-refundable. b) By dissolution or insolvency of the EBO. c) An EBO in a country that attains membership in the European Union (EU) shall automatically forfeit its membership in EBOWN upon the country's accession to the EU. d) If the EBO no longer meets the criteria for the EBOWN membership. <p>The grounds for expulsion are:</p> <ul style="list-style-type: none"> e) If incorrect or false information was submitted at the time of the application; f) Unpaid membership fees; g) An absence by the member during an uninterrupted period of three years or more from the EBOWN activities; h) Repeated failures to fulfil the member's obligations in the context of the Association; i) Non-compliance with the Constitution of the Association; and j) Misconduct and harming of the Association. <p>Under e) to j), a member can be removed by decision of a general meeting of the members. The decision to remove a member can only be adopted by the general meeting of members if the presence and voting quorum for an amendment of the articles of association are complied with. The proposed exclusion must be specifically mentioned in the agenda. The member concerned shall be notified fifteen (15) days in advance of the meeting. At the general meeting, the member concerned must have been given an opportunity to be heard.</p> <p>Alternatively, in the event of serious misconduct contrary to this Constitution or the By-Laws of the Association, the Board of Directors may choose to temporarily suspend the membership until the expulsion is approved at the next general meeting of the members.</p>	<p>Introduces new categories for automatic removal (e.g. EU accession, prolonged inactivity) and provides procedural safeguards for suspension and expulsion (e.g. advance notice, right to be heard). Aligns with Belgian non-profit association law on due process.</p>

Proposed Amendment:

Article No.	Existing Article	Renumbered Article No.	Proposed Article	Explanation & Reasons for Amendments
8	<p>A resigning, suspended or expelled member as well as such member's creditors or persons to whom obligations are owed as well as the heirs and creditors of a deceased member or a member who has resigned shall not be entitled to any reimbursement of membership fees paid and do not have any right to the funds of the Association.</p> <p>A resigning member does not have the right to claim or demand bank statements, rendering of accounts, affixing of seals or the taking of inventory.</p> <p>The suspension or the loss of the status of a member shall not have any impact upon the contractual obligations of the suspended or resigned member in so far as such member's legal obligations in regard to the Association are concerned, if these obligations are connected with services provided by the Association.</p>	Article 7	<p>A cancelled, suspended, or expelled member, as well as such member's creditors or persons to whom obligations are owed as well as the creditors of a member who has cancelled, shall not be entitled to any reimbursement of membership fees paid and do not have any right to the funds of the Association.</p> <p>A member who has sent a notice of cancellation to the person(s) designated by the Board of Directors (i.e. EBO's secretariat) or Board of Directors does not have the right to claim or demand bank statements, rendering of accounts, affixing of seals or the taking of inventory. The same applies in respect of an expelled member or a member whose membership is suspended.</p> <p>The suspension or the loss of membership shall not impact any other contractual obligation or responsibilities the member may have in regard to the Association.</p>	<p>Clarifies post-membership rights and liabilities. Strengthens legal precision by eliminating outdated language ("heirs" replaced with "creditors") and confirms that financial obligations remain enforceable after membership ends.</p>

Proposed Amendment:

Article No.	Existing Article	Renumbered Article No.	Proposed Article	Explanation & Reasons for Amendments
9	<p>Each member must pay a one-time entry fee at the time of accession. The amount of this entry fee shall be fixed in advance by resolution and may not exceed the sum of € 100.00.</p> <p>Each member must pay an annual membership fee. The amount of the annual membership fee shall be determined before the end of the previous year by the Board of Directors and cannot exceed € 200.00 per year.</p> <p>In exceptional cases, when the membership fee cannot be paid for legal or regulatory reasons, a dispensation may be granted by the Board of Directors after having received written notification from the EU delegation of the country in which the member has its seat reporting the reasons for the non-payment.</p> <p>The resources of the Association can in addition ensue:</p> <ul style="list-style-type: none"> – from financial assistance from physical or legal persons – from income generated from its assets – from public funding – from other resources permitted in terms of the Statutes. <p>On no account shall the membership fees be used for any purpose other than to exclusively promote and reinforce the objectives of the Association.</p>	Article 8	<p>New members pay a one-time entry fee at the time of accession. The entry fee shall be fixed in advance by resolution of the general meeting, but the maximum amount shall be limited to maximum 1,000 Euros. In addition, members pay an annual membership fee.</p> <p>The annual membership fee will be determined on a yearly basis by the general meeting upon advice of the Board of Directors. The maximum amount of the annual membership dues of a member shall be 2,000 Euros.</p> <p>The annual membership fee is due by 30th of March. Failure to make payment by the 30th of June may result in membership termination, as per the terms outlined in Article 6.</p> <p>Non-membership income of the Association may come from, but may not be limited to:</p> <ul style="list-style-type: none"> a) financial assistance from physical or legal persons; b) income generated from assets; c) public funding; d) events, advertising and sponsorship; and e) other income sources as approved by the Board of Directors <p>On no account shall membership fees be used for any purpose other than to exclusively benefit the objectives of the Association.</p>	<p>Raises fee caps to reflect current operational costs. Transfers the authority for setting annual dues from the Board to the General Assembly, enhancing transparency and collective ownership. Introduces clear deadlines and consequences for non-payment.</p>

Proposed Amendment:

Article No.	Existing Article	Renumbered Article No.	Proposed Article	Explanation & Reasons for Amendments
10	<p>TITLE III - Administration</p> <p>A Board of Directors consisting of at least five Association members administers the Association.</p> <p>The number of Directors must always be less than the number of persons who are members of the Association.</p> <p>The Directors are appointed and removed by the general meeting of the members.</p> <p>Directors of the Association shall hold office without remuneration.</p>	Article 9	<p>ORGANISATION & AUTHORITY</p> <p>The Board of Directors consists of at least five (5) and a maximum of eleven (11) directors, who are appointed and removed by the general meeting of the members.</p> <p>Directors of the Association shall hold office without remuneration.</p> <p>If a director's seat becomes vacant before the end of his mandate, the remaining directors have the right to co-opt a new director.</p> <p>The next general meeting of members must confirm the mandate of the co-opted director; if the mandate is confirmed, the co-opted director will carry out the mandate of his/her predecessor, unless the next general meeting of members decides otherwise. In the absence of confirmation, the mandate of the co-opted director will end after the next general meeting of members, without prejudice to the regularity of the composition of the Board of Directors until then.</p>	<p>Adjusts board size to include a maximum cap (11) and introduces co-option procedures to fill vacancies, ensuring operational continuity. These amendments reflect Belgian ASBL (non-profit) legal practice and promote stronger succession planning and governance clarity.</p>
11	<p>The members of the Board of Directors are elected for a period of one year and are eligible for re-election. Each member of the Association is eligible to hold any position within the Board of Directors.</p>	Article 10	<p>The members of the Board of Directors are elected for a period of one (1) year and are eligible for re-election. Each member of the Association is eligible to hold any position within the Board of Directors.</p> <p>Within one (1) month following the general meeting of the members, the Board of Directors shall elect from within, a Chairperson, two (2) Vice Chairperson, a Secretary, and a Treasurer.</p>	<p>Clarifies internal governance procedure by setting a formal timeline for officer appointments. This ensures better continuity and formalisation of leadership roles post-election.</p>

Proposed Amendment:

Article No.	Existing Article	Renumbered Article No.	Proposed Article	Explanation & Reasons for Amendments
12	Where one of the members of the Board passes away or ceases to act during a financial year, the Board may decide upon a replacement. This appointment shall be provisional and subject to ratification at the next general meeting of the members; the member so appointed shall act in place of the predecessor for the remainder of the mandate.	Article 11	<p>The Board of Directors has full authority to decide upon all matters, which arise, save and except for those which are reserved for the general meeting of the members by the Belgian Code of Companies and Associations (the "Law") and by this Constitution.</p> <p>The Board of Directors may, under its responsibility, establish committees or working groups, by any name whatsoever, and entrust them with specific matters, taking into account the limitations that the Constitution imposes on the delegation of powers, the representation of the Association and the granting of proxies.</p> <p>The Board of Directors determines the composition, powers and function of the committees or working groups.</p>	Repurposed to reflect modern governance practices , authorising the Board to establish substructures (committees/working groups). Prior content on Board member replacement is covered in Article 9. Improves operational flexibility and compliance with BCAC delegation rules .
13	<p>Each year the Board of Directors elects, from within its members, office bearers consisting of a Chairman, two Vice Chairmen, a Secretary and a Treasurer.</p> <p>The Board of Directors is authorised to delegate some of its powers of its choosing to one of its members or to any other person.</p>	Article 12	<p>The Board of Directors represents as a body, the Association in all acts, matters and operations, including the representation before a court of law.</p> <p>Notwithstanding the general powers of representation of the Board of Directors as a body, the Association shall be validly bound in dealings with third parties, as well as before a court of law, if represented as follows:</p> <p>(i) by two (2) directors, acting jointly;</p> <p>(ii) within the limits of the day-to-day management, by the person in charge of the day-to-day management (Executive Director);</p> <p>They do not have to submit evidence of a prior decision by the Board of Directors.</p> <p>(iii) by special proxy holders within the limits of their delegation.</p> <p>The Board of Directors may delegate the day-to-day affairs of the Association to the Executive Director and or person(s) designated for this purpose by the Board of Directors, who shall form the Secretariat. The Secretariat shall perform such duties as are specifically assigned to the Secretariat in this Constitution and as may be determined by the Board of Directors.</p>	Introduces legal clarity on representation rules per BCAC, including binding signature authority , delegation to the Secretariat, and internal checks. Replaces vague delegation authority with specific powers.

Proposed Amendment:

Article No.	Existing Article	Renumbered Article No.	Proposed Article	Explanation & Reasons for Amendments
14	<p>The Board of Directors shall meet whenever the interests of the Association so require.</p> <p>The Chairman convenes meetings of the Board of Directors and presides over them; in the event that the Chairman is unable to do so, one of the Vice Chairmen shall preside and in cases where this is not possible, the most senior Director present shall preside.</p> <p>The Board of Directors shall meet at the request of at least three Directors.</p> <p>The quorum for a valid meeting of the Board of Directors is at least half of the members of the Board of Directors present or represented.</p> <p>A Director may represent an absent Director. However, a Director may only represent one other Director.</p> <p>All decisions of the Board of Directors are taken by a simple majority vote. In case of equal numbers of votes the person presiding shall have the deciding vote.</p> <p>Minutes shall be kept of each meeting and these shall be recorded in a register and approved by the Chairman or by two members of the Board of Directors.</p>	Article 19	<p>The Board of Directors shall meet at least once every other month or whenever so required.</p> <p>The Board of Directors shall meet at the request of at least two (2) Directors, provided that a quorum can be reached.</p> <p>The quorum for a Board of Directors meeting is a simple majority.</p> <p>The Chairperson convenes and presides over the Board of Director meetings. In the event that the Chairperson is unable to attend, a Vice-Chairperson shall preside.</p> <p>All decisions of the Board of Directors are taken by a simple majority vote. In case of equal numbers of votes, the person presiding shall have the deciding vote.</p> <p>The meeting minutes shall be approved by the Board of Directors. The meeting minutes shall be recorded in a register.</p>	Improves meeting frequency (at least bimonthly), adds flexibility for Director requests (2 instead of 3), and retains clear voting/quorum rules.

Proposed Amendment:

Article No.	Existing Article	Renumbered Article No.	Proposed Article	Explanation & Reasons for Amendments
15	<p>The Board of Directors is vested with the fullest powers to administer and manage the Association.</p> <p>The Board of Directors must submit each year the accounts for the relevant financial year and the budget for the following year to the general meeting of the members for approval.</p> <p>The Board of Directors has full authority to decide upon all matters, which arise, save and except for those which are reserved to the general meeting of the members by Law and by this Constitution.</p> <p>The Board of Directors shall establish the internal rules of the Association.</p> <p>For urgent or extraordinary measures not specifically assigned to the Board of Directors, the Board is authorised to act on behalf of the general assembly. Such measures are, however, subject to confirmation by the general assembly at the next general assembly meeting.</p>	Article 13	<p>The Board of Directors shall establish the By-Laws of the Association.</p> <p>Such By-Laws cannot contain provisions contrary to the BCAC or the articles of association. The By-Laws and any amendment thereof shall be notified to the members.</p> <p>The most recent version of the By-Laws is always available for inspection at the registered office of the Association.</p> <p>If the Board of Directors amends the By-Laws it is obliged to include them on the agenda and in the minutes of the Board.</p> <p>The most recent version of the By-Laws is dated 02 June 2016.</p>	<p>Shifts focus to formal recognition of By-Laws, required under Belgian law. Emphasises process transparency for changes and ensures documents are archived and accessible to members.</p>

Proposed Amendment:

Article No.	Existing Article	Renumbered Article No.	Proposed Article	Explanation & Reasons for Amendments
16	<p>All official decisions and acts which bind the Association, other than those arising in the course of day-to-day management or taken by specially authorised persons, are signed by the Chairman or by two Directors acting jointly. Such decisions and acts related to third parties do not require a deliberation by the Board of Directors.</p> <p>Day-to-day management of the Association is assigned to the person or persons designated for this purpose by the Board of Directors.</p>	Article 20	<p>When the Board of Directors has to take a decision or decide on a transaction falling within its competence, in which a director has a direct or indirect interest of a patrimonial nature that is contrary to the interests of the Association, the director concerned must inform the other directors in respect to this before the Board of Directors takes a decision. His statement and explanation of the nature of this conflicting interest are included in the minutes of the meeting of the Board of Directors that has to take the decision.</p> <p>A director with a conflict of interest as referred to in the first paragraph is not allowed to take part in the deliberations of the board of directors on these decisions or transactions, or in the vote relating thereto. If the majority of the directors present or represented have a conflict of interest, the decision or transaction is submitted to the general meeting of members; if the general meeting of members approves the decision or transaction, the Board of Directors may implement it.</p> <p>This procedure does not apply if the decisions of the Board of Directors relate to normal transactions that take place under the conditions and against the securities normally applicable on the market for similar transactions.</p>	<p>The article was entirely replaced to reflect mandatory legal compliance with BCAC conflict-of-interest rules. This brings greater transparency, accountability, and governance integrity. Prior content on signatures and day-to-day management has been moved to Article 12.</p>

Proposed Amendment:

Article No.	Existing Article	Renumbered Article No.	Proposed Article	Explanation & Reasons for Amendments
17	<p>TITLE IV – General assembly</p> <p>The general meeting of the members is open to all of the members of the Association.</p> <p>Matters for decision by the general meeting of the members are:</p> <p>1° - The appointment and removal of the Directors and the fixing of the number of Directors.</p> <p>2° - The approval or rejection of the accounts and the budget.</p> <p>3° - The modification of the Constitution of the Association in a manner which conforms to any applicable legislation thereto.</p> <p>4° - The dissolution of the Association.</p> <p>5° - The expulsion of a member.</p> <p>6° - The approval of the annual report of the Board of Directors of the activities of the Association.</p> <p>7° - The granting of discharge of the members of the Board of Directors for their activities during the preceding year.</p> <p>8° - The exercising of the powers reposed by the Board of Directors in the Constitution.</p>	Article 14	<p>MEETINGS</p> <p>The general meeting of the members is open to all of the members of the Association.</p> <p>Matters for the general meeting of the members are:</p> <p>a) The granting of discharge of the members of the Board of Directors.</p> <p>b) The appointment and removal of the Directors.</p> <p>c) The appointment and revocation of the statutory auditor(s), if required by law.</p> <p>d) The approval of the annual report of the Board of Directors of the activities of the Association.</p> <p>e) The approval or rejection of the accounts and the budget.</p> <p>f) The modification of this Constitution in a manner which conforms to any applicable legislation thereto.</p> <p>g) The expulsion of a member as per Article 6.</p> <p>h) The dissolution of the Association.</p> <p>i) The discharge to the directors and statutory auditor(s) as well as initiating the Association action against the directors and/or the statutory auditor(s).</p> <p>j) The conversion of the Association into (i) an international non-profit association, (ii) a cooperative company recognised as social enterprise or (iii) a recognised cooperative company social enterprise.</p> <p>k) To do or accept a contribution of a universality without consideration.</p> <p>l) All other situations where a general meeting of members is required by the Constitution or the Law.</p>	Broadened to fully align with Belgian non-profit law, offering greater clarity on governance responsibilities and legal requirements. More precise listing of powers and processes.

Proposed Amendment:

Article No.	Existing Article	Renumbered Article No.	Proposed Article	Explanation & Reasons for Amendments
18	<p>Except in cases where the law or this Constitution provides otherwise, the general meeting of the members is validly constituted if at least one-third (1/3) of the members of the association are present or represented and decisions are taken by a simple majority vote.</p> <p>Where there is an equal number of votes cast the presiding chairman shall have the deciding vote.</p> <p>However, decisions made in regard to matters addressed in article 17, 3° et 5° may only be taken by the members in a general meeting of the members at which two-thirds (2/3) of the members are present or represented and at which two-thirds (2/3) of the members present or represented vote in favour.</p> <p>A change to the social objective of the Association may only be made by a general meeting of the members at which two-thirds (2/3) of the members are present or represented and at which two-thirds (2/3) of the members present or represented vote in favour.</p> <p>In order for the Association to be dissolved a decision must be taken by a general meeting of the members at which two-thirds (2/3) of the members are present or represented and at which three-quarters (3/4) of the members present or represented vote in favour.</p> <p>The general meetings may be attended by means of videoconferencing and the presence of a member by such a means is accepted in the quorum of presence and votes. Costs relating to videoconferencing are at the member/s own expense.</p> <p>If these conditions are not met, a further general meeting of the members may be convened.</p> <p>The further general meeting of the members may validly meet and take decisions regardless of the number of members present or represented.</p>	Article 15	<p>A quorum is constituted when the general meeting of the members is at least half (50%) of the members of the association are present, including those represented via proxy.</p> <p>The Board of Directors can offer the members to take part in the general meeting of members via electronic means of telecommunication. In that case, the Board of Directors shall make sure that Article 9:16.1, §1 BCAC is complied with. In particular, the notice of meeting shall specify clearly and accurately the procedure to take part in the general meeting of members. Attendance by videoconference is valid for the purpose of obtaining a quorum.</p> <p>If the aforementioned condition of presence is not met, a further general meeting of the members shall be convened.</p> <p>Decisions are carried by a simple majority vote.</p> <p>However, decisions made in regard to matters addressed in article 14, points "f" and "g", may only be carried out at the general meeting of the members :</p> <ul style="list-style-type: none"> a) when two-thirds (2/3) of the members are present or represented via proxy and b) when two-thirds (2/3) of those present or represented via proxy vote in favour. <p>Where there is an equal number of votes cast, the presiding chairman at the general meeting of the members shall have the deciding vote.</p> <p>A change to the objective of the Association may only be made by a general meeting of the members at which two-thirds (2/3) of the members are present or represented via proxy and at which four-fifths (4/5) of those members present or represented vote in favour.</p> <p>The quorum at a further general meeting of the members is obtained with one-third (1/3) of the members present. Decisions are taken by simple majority vote.</p> <p>To dissolve the Association, a decision must be taken by a general meeting of the members at which two-thirds (2/3) of the members are present or represented via proxy and at which four-fifths (4/5) of those members present or represented via proxy vote in favour.</p>	Enhanced legal compliance and clarity in quorum and voting mechanics . Improves procedural transparency for virtual participation and extraordinary matters like amendments and dissolution.

Proposed Amendment:

Article No.	Existing Article	Renumbered Article No.	Proposed Article	Explanation & Reasons for Amendments
19	<p>The general meeting of the members is presided over by the Chairman of the Board of Directors or in his or her absence by a Vice Chairman and shall meet at least once a year.</p> <p>The Board of Directors convenes the general meeting of the members by notification at least three months in advance, and such notice shall contain the general meeting agenda. Only agenda items can be dealt with at the general meeting of the members.</p> <p>The Board of Directors may convene an extraordinary general meeting of the members at any time; and also if there is a request from at least one-fifth (1/5) of the members.</p> <p>The Board of Directors may on a case-by-case basis invite third parties to be present, at a general meeting of the members.</p>	Article 16	<p>The general meeting of the members shall be convened at least once per year, in the month of June.</p> <p>The general meeting of the members is presided over by the Chairperson of the Board of Directors or in his or her absence by a Vice Chairperson.</p> <p>The person presiding over the general meeting of the members may decide to appoint a secretary, who shall either be a member of the Board of Directors or a person to whom the daily management of the Association has been entrusted. The Chairperson and, as the case may be, together with the Secretary, shall constitute the Bureau. The members of the bureau of the general meeting of members cannot participate in the General Assembly by electronic means.</p> <p>The Board of Directors convenes the general meeting of the members by notification at least thirty (30) days in advance, and such notice shall contain the general meeting agenda.</p> <p>The Board of Directors may convene an extraordinary general meeting of the members at any time, or in the cases specified by Law, or if there is a request from at least one-fifth (1/5) of the members.</p>	<p>Updated for operational clarity, introducing the Bureau (common in Belgian practice), and aligning notice period with standard governance timelines while preserving the right for extraordinary meetings.</p>
20	<p>Each member has one vote at a general meeting of the members.</p> <p>Each member may be represented at a general meeting of the members by another member who has been granted a proxy.</p>	Article 17	<p>Each member has one vote at a general meeting of the members.</p> <p>A member may assign another member to carry a proxy.</p> <p>Each member may carry one (1) proxy.</p>	<p>Tightens proxy rules to limit vote concentration and maintain fair representation. Clarifies delegation limits and promotes balanced decision-making.</p>

Proposed Amendment:

Article No.	Existing Article	Renumbered Article No.	Proposed Article	Explanation & Reasons for Amendments
21	<p>The minutes of general meetings of the members are recorded in a minute book and signed by the presiding Chairman and in the event that the members wish to do so, also by the members.</p> <p>The minute book is kept at the head office of the Association and may be reviewed by all interested persons. The minute book may not be removed from the head office.</p> <p>If interested persons who are not associated with the Association can justify their legitimate interest, access for such persons to the minute books will be subject to the written authorisation of the Chairman of the Board of Directors.</p> <p>Copies or extracts of the meeting minutes are signed by the Chairman or by two Directors.</p>	Article 18	<p>The meeting minutes of the general meeting are signed by the Chairperson and by the directors who request so; copies destined to third parties must be signed in accordance with the rules of representation of the association vis-à-vis third parties.</p> <p>Requests for any information from external associations and parties shall be authorised by the Board of Directors.</p>	Streamlined and clarified procedural control over meeting minutes and access to information. Introduces standard language on representation compliance.
22	<p>TITLE V – Budgets and Accounts</p> <p>The financial year begins on 1 January and ends on 31 December.</p> <p>Exceptionally the first financial year will cover the period from the date hereof to the 31st of December 2011.</p> <p>The accounts for the immediately preceding financial year and the budget for the following financial year shall be submitted to the general meeting of the members.</p> <p>Each year the general meeting of the members shall appoint a business auditor or an expert accountant who shall be responsible for the audit of the accounts. The business auditor/expert accountant shall submit an annual report to the general meeting.</p>	Article 21	<p>FINANCE & ACCOUNTING</p> <p>The financial year is from 1 January to 31 December.</p> <p>The audited financial statement of the preceding financial year and the projected budget for the current financial year shall be submitted to the general meeting of the members.</p> <p>The Treasurer shall present a financial report at the general meeting of the members for approval.</p>	Aligned with updated governance roles. Clearly defines Treasurer's accountability and introduces clearer approval procedures. Removes outdated initial fiscal year clause.

Proposed Amendment:

Article No.	Existing Article	Renumbered Article No.	Proposed Article	Explanation & Reasons for Amendments
23	<p>TITLE VI – Reserve Funds</p> <p>A reserve fund shall be maintained. The purpose of the reserve fund is to permit the Association to make provision for risks, which it may be exposed to during the course of its activities.</p> <p>Any excess revenues in the Association shall be contributed to the reserve fund.</p>			Not mandatory
24	<p>TITLE VII - Dissolution - Liquidation</p> <p>The dissolution and liquidation of the Association shall be decided upon by the general meeting of the members in conformity with the provisions in Article 18 of this Constitution.</p> <p>The general meeting of the members shall when taking such a decision determine the manner in which the liquidation shall take place, designate the liquidator or liquidators and also determine the powers and remuneration of the liquidator or liquidators.</p>	Article 22	<p>SUPPLEMENTARY PROVISION</p> <p>The dissolution and liquidation of the Association shall be decided upon by the general meeting of the members in conformity with the provisions outlined in Article 15.</p> <p>The general meeting of the members shall, when taking such a decision, designate a liquidator.</p>	Rephrased for clarity and internal consistency with Article 15, which sets out the quorum and voting rules for dissolution.
25	<p>In the event of a dissolution of the Association, after paying the liquidation costs and after provisioning for financial obligations which may continue to exist, any remaining excess funds shall be used for such purposes and in such a manner as shall be decided by the general meeting.</p> <p>If dissolution through the court system occurs, a general meeting of the members convened for this purpose by the liquidator or liquidators shall follow the dissolution.</p> <p>The members and their heirs do not have any right to the funds of the Association.</p>	Article 23	<p>In the event of a dissolution of the Association, after paying liquidation costs and provisioning for financial obligations, which may continue to exist, remaining excess funds shall be used for such purposes and in such a manner as shall be decided by the general meeting.</p> <p>If dissolution through the courts should occur, a general meeting of the members shall be convened by the liquidator for dissolution of the Association.</p> <p>Members do not have any rights or claims to the funds of the Association.</p>	Maintains core principles of non-profit structure and ensures compliance with Belgian law on asset distribution after dissolution.

Proposed Amendment:

Article No.	Existing Article	Renumbered Article No.	Proposed Article	Explanation & Reasons for Amendments
26	TITLE VIII – Miscellaneous Any matter, which is not expressly provided for in this Constitution shall be dealt with according to Belgian law in force at the time governing not-for-profit associations.	Article 24	Any matter, which is not expressly provided for in this Constitution shall be dealt with according to Belgian law. <i>The most recent version of the Constitution is dated 6 June 2025.</i>	Updated for legal completeness , includes reference date for version control and better documentation.

THANK YOU!

FOR MORE INFORMATION VISIT EBOWORLDWIDE.EU



EBO Worldwide



[Linkedin.com/company/EBOWorldwideNetwork](https://www.linkedin.com/company/EBOWorldwideNetwork)



eboworldwide.eu