

**Statutes of
The Association of Parents of Pupils of the European School Brussels III - Ixelles**

[The official text is in French – English convenience translation for information purposes only]

TITLE I. NAME. LEGAL FORM. TERM. REGISTERED OFFICE

Article 1. Name. Legal form. Term

- 1.1. The international non-profit association named “Association des Parents d'Elèves de l'Ecole Européenne de Bruxelles III - Ixelles”, abbreviated “A.P.E.E.E.” (hereafter: “**Association**”), is constituted for an indefinite period of time under the provisions of Book 10 and any other provisions applicable to international non-profit associations of the companies and associations Code of March 23, 2019.
- 1.2. All acts, invoices, official announcements, publications and other documents issued by the Association shall contain the name of the Association, immediately followed or preceded by the following references: “association internationale sans but lucratif” or by the abbreviation “AISBL”, the address of the registered office of the Association, the enterprise number and the reference “registre des personnes morales” or its abbreviation “RPM” followed by the court with jurisdiction in the district where the Association has its registered office.

Article 2. Registered office

- 2.1. The registered office of the Association is located in the region of Brussels-Capital. The registered office of the Association shall be located in the premises of the Ecole Européenne d'Ixelles, registered with the Crossroads Bank for Enterprises under the enterprise number 0851.685.140 (Register for Legal Entities of Brussels) (hereafter: “**School**”).
- 2.2. The registered office of the Association may be transferred to any other location in Belgium by a decision of the Management Board, provided said transfer does not imply any change in the language of these Statutes pursuant to the legal provisions that govern the use of official languages in Belgium.
- 2.3. If the transfer of the registered office of the Association implies a change in the language of these Statutes pursuant to the legal provisions governing the use of official languages in Belgium, the General Assembly will be sole competent to decide on the transfer of the registered office of the Association in accordance with the presence quorum and voting majority provided for under Article 20 of these Statutes.

TITLE II. NON-PROFIT PURPOSE. OBJECT

Article 3. Non-profit purpose

- 3.1. The non-profit purpose of international utility of the Association shall be to, within the European Union:
- (a) Safeguard and represent the educational and family interests of parents whose children attend the School;
 - (b) Organise internal events, collect social funds and set up and support student projects for the benefit of the children who attend the School; and
 - (c) Ensure, where appropriate, the organisation and management of, *inter alia*, the following services:
 - i. School transport;
 - ii. School catering; and
 - iii. Extra-curricular activities;
(hereafter: “**Services**”).

Article 4. Object

- 4.1. To that effect, the Association may develop, alone or in collaboration with third parties, directly or indirectly, any activity related, directly or indirectly, to its purpose. The Association may, in particular, develop the following non exhaustively listed activities for the general or specific benefit of its Members and/or third parties:
- (a) Represent the Members’ educational and family interests to the School’s management and the office of the Secretary-General of the European Schools as well as towards local, regional, national and European Union competent bodies;
 - (b) Cooperate with regional and/or federal authorities that impact or affect the School and in general all the stakeholders linked to the School;
 - (c) Take and promote any initiative which allows for the widest possible participation of its Members in School life in all its forms and in related decisions;
 - (d) Communicate the Members’ views regarding School life to the School authorities;
 - (e) Provide the Members with accurate information regarding decisions or deliberations of all competent bodies that affect the European schools in general or the School in particular;
 - (f) Promote relations with and, where appropriate, collaborate with the parents’ associations of other European schools, particularly those in Brussels as well as any relevant information and publication;
 - (g) Organise and manage the Services for the benefit of its Members and their families;
 - (h) Engage with the School into a contractual framework setting out the specific arrangements for the operation of its activities, the safety and the security of the School and for its role in the School community in general;
 - (i) Organise and arrange congresses, seminars, workshops, and other programs;
 - (j) Collect and analyse data; and

- (k) Cooperate with and assist other initiatives and/or organisations with a similar purpose to the purpose of the Association, as well as other regional and/or international initiatives and/or organisations.
- 4.2. The activities of the Association can be of a commercial and profitable nature, provided always that the profits generated through these activities shall at all times and entirely be affected to the realisation of the non-profit purpose of the Association.
- 4.3. In addition, the Association may develop, support, incorporate, constitute, set up, participate to, and have interests in (including owning shares, stocks, bonds, warrants, options, participations and/or investments, etc.) any Belgian or foreign legal entity, commercial or not, not-for-profit or for-profit, private or public or semi-public, with or without legal personality , with similar purposes and activities as those of the Association.
- 4.4. The Association shall pursue its non-profit purpose and carry out its activities in the interest of its Members as a whole, irrespective of the language section to which their children belong.

TITLE III. MEMBERS

Article 5. Membership

- 5.1. The Association shall have two (2) membership categories: Contributing Members and Class Representatives.
- 5.2. All references in these Statutes to “Member” or “Members” without any other specification are references to Contributing Members and Class Representatives collectively.
- 5.3. The rights and obligations of the Members shall be as defined in and pursuant to these Statutes.
- 5.4. Membership is *intuitu personae* and can neither be transferred nor assigned.

Article 6. Contributing Members

6.1. General

- 6.1.1. The category of Contributing Membership is open and accessible to any natural person who is a parent of one or more pupil(s) of the School.
- 6.1.2. Contributing Members shall have the rights specifically granted to them in or pursuant to these Statutes. These rights shall not include voting rights at the General Assembly.
- 6.1.3. If the rights specifically granted to and/or the obligations of the Contributing Members pursuant to these Statutes are amended in accordance with Article 44 of these Statutes, the Contributing Members shall neither be consulted nor have voting rights.

6.2. Admission of Contributing Members

- 6.2.1.** Any applicant to Contributing membership shall submit an application for admission to Contributing membership via an online platform to the APEEE Director.
- 6.2.2.** Once (i) the application for admission to Contributing membership submitted via the online platform and (ii) the first membership fee is paid, the candidate to Contributing membership automatically and immediately becomes a Contributing Member unless the Management Board decides otherwise in cases where the candidate to Contributing membership does not meet the Contributing membership criteria and/or for any reasonable cause which will harm the interests of the Association. The Management Board shall give reasons for its decisions.

6.3. End of Contributing membership. Resignation. Exclusion

- 6.3.1.** Contributing Members are free to resign from the Association by giving written notice via special means of communication to the APEEE Director. The APEEE Director acknowledges their resignation. The resignation shall be effective thirty (30) calendar days after the date on which the written notice was sent to the APEEE Director.
- 6.3.2.** A Contributing Member is deemed resigning if the Contributing Member is no longer a parent of at least one (1) pupil of the School. This resignation shall be effective automatically and immediately from the day the Contributing Member ceases to be a parent of at least one (1) pupil of the School.
- 6.3.3.** A Contributing Member who (i) does not fully comply or does not comply in time with these Statutes, the rules of procedure, if any, and/or any decisions validly taken by the bodies of the Association, or (ii) infringes the interests of the Association, or (iii) for any other reasonable cause, may be excluded from Contributing membership, by decision of the General Assembly.
- 6.3.4.** Before deciding on the exclusion of a Contributing Member, the concerned Contributing Member shall be provided by the President with the relevant details in writing via special means of communication at least forty-five (45) calendar days in advance of the proposed exclusion date. The concerned Contributing Member will then have the time to definitively remedy the consequences of the breach or breaches which led to the proposal for his/her exclusion. The General Assembly may decide to exclude a Contributing Member, provided the concerned Contributing Member is convened to the meeting of the General Assembly and provided he/she has received the opportunity to defend his/her position during the meeting of the General Assembly before the vote on the exclusion. The General Assembly can validly decide on an exclusion only if the decision to exclude a Contributing Member obtains a majority of at least two-thirds (2/3) of the votes cast by the Class Representatives present or represented. The decisions of the General Assembly regarding the exclusion of a Contributing Member are final, sovereign and the General Assembly shall give reasons for its decisions.

- 6.3.5.** All membership rights of the Contributing Member concerned by the aforementioned exclusion procedure shall be suspended during the entire procedure until the decision of the General Assembly.
- 6.3.6.** By derogation to paragraph 6.3.5 of the present Article, if a Contributing Member fails to pay his/her membership fee within thirty (30) calendar days after a final official reminder was sent to him/her by the President, all his/her rights (including Services, if any) shall be automatically and immediately suspended until full payment of the membership fee or until the decision of the Management Board to exclude the concerned Contributing Member.
- 6.3.7.** A Contributing Member who does not pay his/her membership fee in full within the prescribed period of time may be excluded from Contributing membership, by decision of the Management Board. The decisions of the Management Board regarding the resignation of Contributing Members in the present paragraph are final, sovereign and the Management Board shall give reasons for its decisions.
- 6.3.8.** A Contributing Member who, in whatever way and for whatever reason, ceases to be a Contributing Member shall remain liable for his/her obligations towards the Association, including for the payment of the membership fee for the financial year during which a notice is given. A Contributing Member who, in whatever way and for whatever reason, ceases to be a Contributing Member shall (i) have no claims for compensation against the Association or its assets, and (ii) immediately cease to present him/herself as a Contributing Member in any manner.
- 6.3.9.** A Contributing Member who has resigned or has been excluded from the Association and wishes to re-join the Association as a Contributing Member may be considered as an applicant for Contributing membership.

Article 7. Class Representatives

7.1. General

- 7.1.1.** Any Contributing Member elected by the parents of at least one (1) class of the School as class representative in accordance with the rules set in Sub Article 7.2 of these Statutes shall automatically and immediately become a Class Representative once his/her election has been duly notified to the APEEE Director in accordance with Article 7.2.3 of these Statutes.
- 7.1.2.** Class Representatives shall enjoy all membership rights, as well as voting rights at the General Assembly.
- 7.1.3.** Class Representative membership is a fixed-term membership of one (1)-year, indefinitely renewable.

7.2. Admission of Class Representatives

- 7.2.1.** There shall be a maximum of four (4) class representatives per class of the School.

- 7.2.2.** Each Class Representative shall:
- (a) Be a Contributing Member at the time of his/her election;
 - (b) Be the parent of at least one (1) pupil in the relevant class of the School; and
 - (c) Not be the Class Representative of more than three (3) different classes of the School.
- 7.2.3.** Each year, at the latest by October 30, the Class Representatives of each class of the School, shall be elected by the parents of the pupils of the relevant class of the School, irrespective of whether the parents are Contributing Members or not. The term of office of the Class Representatives shall be of one (1)-year, indefinitely renewable. The one (1)-year term of the Class Representative shall enter into force on the day his/her election was notified via regular means of communication to the APEEE Director. Their mandates shall be non-remunerated.
- 7.2.4.** Each natural person who fulfils the criteria provided for under paragraph 7.2.2 of the present Article, may stand as candidate for Class Representative. The parents of the pupils of a class of the School can validly elect the Class Representative(s) when at least half of the parents of the pupils of the relevant class of the School are present or represented. If there are four (4) or less candidates as Class Representatives, the first priority shall be to appoint the Class Representative(s) by consensus. If a consensus cannot be reached, or if there are more than four (4) candidates as Class Representatives, each Class Representative shall be validly elected if he/she obtains a simple majority of the votes (i.e. they obtain the highest number of the votes) cast by the parents of the pupils of the relevant class of the School present or represented. In the event of a tie between two (2) or more candidates, new voting rounds shall be organised until the tie is broken.
- 7.2.5.** As a general rule, the number of votes by class of the School is determined by the number of pupils in the relevant class. The family of a pupil of the class shall have one (1) vote per pupil (of its family) in the class (e.g. in case of siblings) irrespective of whether the family is represented by one (1) or by two (2) parents. Each family of a pupil of the class shall have the right, via regular means of communication, to give a proxy to another family of the class, to be represented at the meeting of the parents of the pupils of the relevant class of the School.
- 7.2.6.** The votes are issued by roll-call, or by show of hands, unless there are more than four (4) candidates for Class Representatives, in which case the vote shall be issued by secret ballot.
- 7.2.7.** Notwithstanding the aforementioned paragraph 7.2.3 of the present Article, if there are less than four (4) Class Representatives for one class of the School, the Class Representatives of the relevant class of the School may at any time organise new elections in accordance with paragraphs 7.2.4 to 7.2.6 of the present Article in order to elect (an) additional Class Representative(s). Moreover, notwithstanding the aforementioned paragraph 7.2.3 of the present Article, any Class Representative elected during the period of time which runs from the day on which a convening notice to the General Assembly is sent to the Members and the day the General Assembly is held, shall see his/her mandate enter into force on the first day that follows said General Assembly.

- 7.2.8.** Each Class Representative shall keep the APEEE Director informed, via regular means of communication, without delay and at all times, of his/her identity and contact details.
- 7.2.9.** The detailed procedures for the election of Class Representatives may be further detailed by each class of the School provided the rules provided for in the present Article are complied with, as a minimum requirement.
- 7.3. End of Class Representative membership. Resignation. Exclusion**
- 7.3.1.** Class Representatives are free to resign from the Association by giving written notice via special means of communication to the other Class Representative(s) of the concerned class and to the APEEE Director. The APEEE Director acknowledges it. The resignation shall be effective the day after the date on which the written notice was sent to the APEEE Director.
- 7.3.2.** The membership of a Class Representative terminates upon expiry of his/her term as Class Representative, i.e. the one (1)-year term of the Class Representative shall expire at the end of the day of the (re)election of the Class Representatives in accordance with Articles 7.2.4 to 7.2.6 of these Statutes.
- 7.3.3.** A Class Representative is deemed to be resigning if he/she is no longer a parent of at least one (1) pupil in the relevant class of the School. This resignation shall be effective by decision of the APEEE Director. The decisions of the APEEE Director regarding the resignation of Class Representatives in the present paragraph are final, sovereign and the APEEE Director shall give reasons for its decisions.
- 7.3.4.** On the proposal of the parents representing at least one third (1/3) of the pupils of the relevant class of the School, the parents of the pupils of the relevant class of the School may at any time exclude a Class Representative they have appointed, within ten (10) calendar days following the proposal of said parents, without any compensation or cost due by the Association, and provided the concerned Class Representative is convened to the meeting of the parents of the pupils of the relevant class of the School, and has received the opportunity to defend his/her position during said meeting before the vote on the exclusion. The parents of the pupils of the relevant class of the School can validly decide on the exclusion of a Class Representative provided (i) at least half of the parents of the pupils of the relevant class of the School are present or represented and (ii) the decision obtains a majority of at least a fifty percent (50%) plus one (1) vote of the votes cast by the parents of the pupils of the concerned class present or represented. The concerned Class Representative shall not participate in the deliberation of the meeting of the parents of the pupils of the relevant class of the School regarding such decision or action, and also not to the corresponding decision-making. The decisions of the parents of the pupils of the concerned class of the School regarding the exclusion of a Class Representative are final, sovereign and the parents shall give reasons for their decisions.
- 7.3.5.** If the Class Representative's membership ends pursuant to paragraphs 7.3.1, 7.3.2, 7.3.3 and 7.3.4 of the present Article, the Class Representative shall automatically return to being a Contributing Member on the date he/she ceased to be a Class Representative.

- 7.3.6.** A Class Representative who (i) does not duly or timely or fully comply with these Statutes, the rules of procedure, if any, and/or any decision validly taken by the bodies of the Association, or (ii) infringes the interests of the Association, or (iii) for any other reasonable cause, may be excluded from Class Representative membership, by decision of the General Assembly.
- 7.3.7.** Before deciding on the exclusion of a Class Representative, the concerned Class Representative shall provide the President with the relevant details in writing via special means of communication at least forty-five (45) calendar days in advance of the proposed exclusion date. The concerned Class Representative will then have the time to definitively remedy the consequences of the breach or breaches which led to the proposal of his/her exclusion. The General Assembly may decide to exclude a Class Representative, provided the concerned Class Representative is convened at the meeting of the General Assembly and has received the opportunity to defend his/her position during the meeting of the General Assembly before the vote on the exclusion. The General Assembly can validly decide on an exclusion only if the decision to exclude a Class Representative obtains a majority of at least two-thirds (2/3) of the votes cast by the Class Representatives present or represented. The decisions of the General Assembly regarding the exclusion of a Class Representative are final, sovereign and the General Assembly shall give reasons for its decisions.
- 7.3.8.** All membership rights of the Class Representative concerned by the aforementioned exclusion procedure shall be suspended during the entire procedure until the decision of the General Assembly.
- 7.3.9.** By derogation to paragraph 7.3.8 of the present Article, if a Class Representative fails to pay his/her membership fee within thirty (30) calendar days after a final official reminder was sent to him/her by the President, all his/her rights (including voting rights and/or Services, if any) shall be automatically and immediately suspended until full payment of the membership fee or the decision of the Management Board to exclude the concerned Class Representative.
- 7.3.10.** A Class Representative who does not pay his/her membership fee in full within the prescribed period of time may be excluded from Class Representative membership, by decision of the Management Board. The decisions of the Management Board regarding the resignation of Class Representatives in the present paragraph are final, sovereign and the Management Board shall give reasons for its decisions
- 7.3.11.** If the membership of a Class Representative ceases before its term, for whatever reason, the remaining Class Representative(s) of the same class of the School may organise elections in accordance with Articles 7.2.4 to 7.2.6 of these Statutes to appoint the new Class Representative(s) for the remainder of the term.
- 7.3.12.** A Class Representative who, in whatever way and for whatever reason, ceases to be a Class Representative, shall remain liable for his/her obligations towards the Association, including for the payment of the membership fee for the financial year during which notice is given. A Class Representative who, in whatever way and for whatever reason, ceases to be a Class

Representative shall (i) have no claims for compensation against the Association or its assets and (ii) immediately cease to present him/herself as a Class Representative in any manner.

7.4. Role of the Class Representatives

7.4.1. The Class Representatives, acting jointly, have, in particular, the following non exhaustively listed roles:

- (a) Represent the parents of the class(es) he/she represents within the Association, in particular regarding any issue related to the class(es) he/she represents, and any issue related to the Association's purpose and object;
- (b) Represent the parents of the class(es) he/she represents within the School community, endeavour to resolve any problems related to the class(es) he/she represents, assume communication with the teachers and the School management regarding the class(es);
- (c) Regularly consult and inform the other parents of the class(es) he/she represents of any relevant issue;
- (d) As the case may be, stand for election as a representative of a Language Section; and
- (e) As the case may be, be a candidate for membership of the Management Board to be elected by the General Assembly.

7.4.2. The Class Representative(s) of each class of the School may appoint among themselves *inter alia*:

- (a) One (1) of the Class Representatives as person responsible for the information flow within the class (hereafter: "**Class Information Representative**"); and
- (b) If need be, one (1) of the Class Representative as person responsible for the management of the relevant class fund constituted to cover common costs during the school year (hereafter: "**Class Treasurer Representative**").

7.4.3. Notwithstanding paragraph 7.4.2 of the present Article, there shall be no primacy of any of the Class Representatives over the others. The Class Representatives shall consult each other regularly.

Article 8. Membership fee

- 8.1.** Each Member shall pay a membership fee per year, as proposed by the Management Board and decided by the General Assembly.
- 8.2.** In order to determine the amount of the membership fees, the Management Board and the General Assembly may decide to apply a flat rate membership fee per family instead of a membership fee per Member.
- 8.3.** Members joining the Association part-way through a financial year shall pay the full amount of membership fee.

- 8.4. The Management Board shall also decide each year on the invoicing procedure and the time of payment of the membership fee.
- 8.5. The Members can benefit from the Services provided by the Association only if they have paid all (i) their membership fee(s) and (ii) their fees for Services.

Article 9. Compliance with the Statutes and the rules of procedure

- 9.1. Any Member shall expressly adhere to these Statutes and the rules of procedure, if any, as amended from time to time, and commit to (i) actively cooperate towards the achievement of the purpose of the Association and (ii) pay the annual membership fee, including for the year in which the Member was admitted as Member, pursuant to Article 8 of these Statutes.

Article 10. Register of Members

- 10.1. The APEEE Director shall keep a register of Members, in electronic format, at the registered office of the Association. This register shall contain the first name, second name, email address and address of domicile of each Member. In addition, the admission, the resignation or the exclusion of the Members shall be included in the register of Members by the APEEE Director, immediately after the respective occurrence of the admission, the resignation or the exclusion.

TITLE IV. LANGUAGE SECTIONS, LANGUAGE SECTIONS REPRESENTATIVES AND NURSERY SECTION REPRESENTATIVES

Article 11. Language Sections

- 11.1. The status of Language Section is granted and revoked by the Board of Governors of the European Schools as established and organised in the Convention defining the Statute of the European Schools as published in the Official Journal L 212 on 17 August 1994 and as amended for time to time.
- 11.2. Language Sections are free to organise themselves as they see fit, especially with regard to their internal coordination and activity or their representation vis-à-vis the authorities of Member States relevant to the Language Sections. They are free to agree on internal provisions relating to the elections, composition and action of any representatives of the Language Sections, to detail the procedure for electing the Language Section Representatives referred to under Article 12 of these Statutes, and to set up any other procedure deemed necessary for adopting positions and other documents, including motions to be presented to the General Assembly. They shall act in accordance with the guidelines and minimum requirements indicated in the present Statutes and rules of procedure, if any.
- 11.3. Language Sections shall bear the costs of their activities.
- 11.4. The Language Sections do not represent the Association.

Article 12. Language Sections Representatives

- 12.1.** Each year, each Language Section shall elect:
- (a) One (1) Language Section Representative to the Management Board being a Class Representative of a class in the Primary cycle of the School belonging to the concerned Language Section;
 - (b) One (1) Language Section Representative to the Management Board being a Class Representative of a class in the Secondary cycle of the School belonging to the concerned Language Section;
 - (c) One (1) Language Section Representative to the Nursery/Primary Education Council of the School being a Class Representative of a class in the Primary cycle of the School belonging to the concerned Language Section; and
 - (d) One (1) Language Section Representative to the Secondary Education Council of the School being a Class Representative of a class in the Secondary cycle of the School belonging to the concerned Language Section.
- 12.2.** The Language Section Representatives referred to under paragraphs 12.1, (a) and (b) of the present Article shall be two (2) distinct Class Representatives. The Language Section Representative to the Nursery/Primary Education Council of the School and the Language Section Representative to the Secondary Education Council of the School respectively referred to under paragraphs 12.1, (c) and (d) of the present Article shall be two (2) distinct Class Representatives. Consequently, the Language Section Representatives referred to under paragraphs 12.1, (a) and (c) of the present Article may, as the case may be, be one and the same Class Representative and the Language Section Representatives referred to in paragraphs 12.1, (b) and (d) of the present Article may, as the case may be, be one and the same Class Representatives.
- 12.3.** Each year, at the latest by December 31, the officers referred to under paragraph 12.1 of the present Article shall be elected by the Class Representatives of the classes of the School which belong to the same Language Section. The term of office for the officers referred to under paragraph 12.1 of the present Article shall be of one (1)-year, indefinitely renewable. The one (1)-year term of the officers referred to under paragraph 12.1 of the present Article shall enter into force on the day their election was notified via regular means of communication to the APEEE Director and shall expire at the end of the day of the (re)election of the officers referred to under paragraph 12.1 of the present Article in accordance with paragraphs 12.3 to 12.6 of the present Article. Their mandates shall be non-remunerated.
- 12.4.** Each person who fulfils the criteria provided for under paragraphs 12.1 and 12.2 of the present Article, may stand as candidate for the offices referred to under paragraph 12.1 of the present Article. If the number of candidates as officers referred to under paragraph 12.1 of the present Article is equal or inferior to the number of positions to be fulfilled, the first priority shall be to appoint the officers referred to under paragraph 12.1 of the present Article by consensus. If a consensus cannot be reached, or if there are more candidates as officers referred to under paragraph 12.1 of the present Article than the number of positions to be fulfilled, each officer referred to under paragraph 12.1 of the present Article shall be

validly elected if he/she obtains a simple majority of the votes cast (i.e. they obtain the highest number of the votes) by the Class Representatives of the classes of the School that belong to the same Language Section present or represented. In the event of a tie between two or more candidates, new voting rounds shall be organised until the tie is broken.

- 12.5.** Each Class Representative shall have one (1) vote. Each Class Representative of a class of the School which belongs to the concerned Language Section shall have the right, via regular means of communication, to give a proxy to another Class Representative of a class of the School which belongs to the same Language Section, to be represented at the meeting of the relevant Language Section provided that the proxy is granted before the beginning of the meeting of the relevant Language Section. No Class Representative may hold more than one (1) proxy.
- 12.6.** The votes are issued by roll-call, or by show of hands, unless the number of candidates exceeds the number of vacancies, in which case the vote shall be issued by secret ballot.
- 12.7.** The mandate of a Language Section Representative referred to under paragraph 12.1 (a) and (b) of the present Article can also terminate upon revocation by the Management Board when said Language Section Representative has failed to attend five (5) consecutive meetings of the Management Board. In that case, the Management Board may revoke a Language Section Representative referred to under paragraph 12.1 (a) and (b) of the present Article, without any compensation or cost due by the Association, and provided the concerned Language Section Representative referred to under paragraph 12.1 (a) and (b) of the present Article is convened to the meeting of the Management Board and has received the opportunity to defend his/her position during the meeting before the vote on the revocation. The concerned Language Section Representative referred to under paragraph 12.1 (a) and (b) of the present Article shall not participate in the deliberation of the meeting of the Management Board regarding such decision or action, and also not to the corresponding decision-making. The decisions of the Management Board regarding the exclusion of a Language Section Representative referred to under paragraph 12.1 (a) and (b) of the present Article are final, sovereign and the Management Board shall not give reasons for its decisions.
- 12.8.** If the mandate of officer referred to under paragraph 12.1 of the present Article ceases, for whatever reason, the Language Section which has elected him/her shall immediately replace him/her, provided that the officer elected fulfils the relevant criteria provided for under paragraphs 12.1 and 12.2 of the present Article and in accordance with the election procedure provided for under paragraphs 12.3 to 12.6 of the present Article for the remainder of the term.
- 12.9.** In the event of termination of the mandate of an officer referred to under paragraph 12.1 of the present Article for whatever reason, except in cases of dismissal or death or incapacity, the officer referred to under paragraph 12.1 of the present Article shall continue

to perform the duties of his/her office until he/she has been replaced within sixty (60) calendar days.

- 12.10.** In the event of termination of the mandate of an officer as referred to under paragraph 12.1 of the present Article for whatever reason, he/she shall have no claims for compensation against the Association or its assets.
- 12.11.** Each Language Section shall keep the APEEE Director informed, via regular means of communication, without delay and at all times, of the identity, contact details of his/her officers referred to under paragraph 12.1 of the present Article.
- 12.12.** The detailed procedures for the election of Language Section Representatives may be further detailed by each Language Section provided the rules provided for in the present Article are complied with, as a minimum requirement.

Article 13. Nursery Section Representatives

- 13.1.** Each year, all the Class Representatives of the classes in the Nursery cycle of the School shall elect:
- (a) One (1) Nursery Section Representative to the Management Board being a Class Representative of a class in the Nursery cycle of the School; and
 - (b) One (1) Nursery Section Representative to the Nursery/Primary Education Council of the School being a Class Representative of a class in the Nursery cycle of the School.
- 13.2.** The Nursery Section Representative to the Management Board and the Nursery Section Representative to the Nursery/Primary Education Council of the School respectively referred to under paragraphs 13.1,(a) and (b) of the present Article shall be two (2) distinct Class Representatives.
- 13.3.** Each year, at the latest by October 30, the officers referred to under paragraph 13.1, shall be elected by the Class Representatives of the classes in the Nursery cycle of the School. The term of office of the officers referred to under paragraph 13.1 of the present Article shall be of one (1)-year, indefinitely renewable. The one (1)-year term of the officers referred to under paragraph 13.1, shall enter into force on the day their elections was notified via regular means of communication to the APEEE Director and shall expire at the end of the day of the (re)election of the officers referred to under paragraph 13.1 in accordance with paragraphs 13.4 to 13.6 of the present Article. Their mandates shall be non-remunerated.
- 13.4.** Each person who fulfils the criteria provided for under paragraph 13.1 of the present Article, may stand as candidate for the offices referred to under paragraph 13.1 of the present Article. The Class Representatives of the classes in the Nursery cycle of the School can validly elect the officers referred to under paragraph 13.1 of the present Article when at least half of the Class Representatives of the classes in the Nursery cycle of the School are present or represented. If there are two (2) or less candidates for officers referred to under paragraph

13.1 of the present Article, the first priority shall be to appoint the officers referred to under paragraph 13.1 by consensus. If a consensus cannot be reached, or if there are more than two (2) candidates as officers referred to under paragraph 13.1 of the present Article, each officer referred to under paragraph 13.1 of the present Article shall be validly elected if he/she obtains a simple majority of the votes (i.e. they obtain the highest number of the votes) cast by the Class Representatives of the classes in the Nursery cycle of the School present or represented. In the event of a tie between two or more candidates, new voting rounds shall be organised until the tie is broken.

- 13.5.** Each Class Representative shall have one (1) vote. Each Class Representative of a class in the Nursery cycle of the School shall have the right, via regular means of communication, to give a proxy to another Class Representative of a class in the Nursery cycle of the School, to be represented at the meeting of the Class Representatives of the classes in the Nursery cycle of the School. No Class Representative may hold more than one (1) proxy.
- 13.6.** The votes are issued by roll-call, or by show of hands, unless the number of candidates exceeds the number of vacancies, in which case the vote shall be issued by secret ballot.
- 13.7.** The mandate of a Nursery Section Representative referred to under paragraph 13.1, (a) of the present Article can also terminate upon revocation by the Management Board when said Nursery Section Representative has failed to attend five (5) consecutive meetings of the Management Board . In that case, the Management Board may revoke a Nursery Section Representative referred to under paragraph 13.1, (a) of the present Article, without any compensation or cost due by the Association, provided the concerned Nursery Section Representative referred to under paragraph 13.1, (a) of the present Article is convened at the meeting of the Management Board and has received the opportunity to defend his/her position during the meeting before the vote on the revocation. The concerned Nursery Section Representative referred to under paragraph 13.1, (a) of the present Article shall not participate in the deliberation of the meeting of the Management Board regarding such decision or action, and also not to the relevant decision-making. The decisions of the Management Board regarding the exclusion of a Nursery Section Representative referred to in paragraph 13.1, (a) of the present Article are final, sovereign and the Management Board shall not give reasons for its decisions.
- 13.8.** If the mandate of an officer referred to under paragraph 13.1 of the present Article ceases, for whatever reason, the Class Representatives of the classes in the Nursery cycle of the School who have elected him/her shall immediately replace him/her, provided the elected officer fulfils the relevant criteria provided for under paragraph 13.1 of the present Article and in accordance with the election procedure provided for under paragraphs 13.4 to 13.6 of the present Article for the remainder of the term.
- 13.9.** In the event of termination of the mandate of an officer referred to under paragraph 13.1 of the present Article for whatever reason, except in cases of dismissal or death or incapacity, the officer referred to under paragraph 13.1 of the present Article shall continue to perform the duties of his/her office until he/she has been replaced within sixty (60) calendar days.

- 13.10.** In the event of termination of the mandate of an officer referred to under paragraph 13.1 of the present Article, for whatever reason, he/she shall have no claims for compensation against the Association or its assets.
- 13.11.** Each officer referred to under paragraph 13.1 of the present Article shall keep the APEEE Director informed, via regular means of communication, without delay and at all times of his/her identity and contact details.
- 13.12.** The detailed procedures for the election of the Nursery Section Representatives may be further detailed by all the Class Representatives of the classes in the Nursery cycle of the School provided the rules provided for under the present Article are complied with, as a minimum requirement.

TITLE V. ORGANISATIONAL STRUCTURE

Article 14. Bodies

- 14.1.** The bodies of the Association are:
- (a) The General Assembly;
 - (b) The Management Board;
 - (c) The President;
 - (d) The Vice-President for Educational Affairs;
 - (e) The Vice-President for Administrative Affairs;
 - (f) The Treasurer;
 - (g) The Secretary;
 - (h) The Heads of Sector;
 - (i) The Operational Committee;
 - (j) The Educational Advisory Committee;
 - (k) The Working Group(s); and
 - (l) The APEEE Director(s).

TITLE VI. GENERAL ASSEMBLY

Article 15. Composition. Voting rights

- 15.1.** The General Assembly shall be composed of all of the Members.
- 15.2.** Each Class Representative shall have one (1) vote per class for which he/she is a Class Representative.
- 15.3.** Contributing Members shall have the right to attend the meetings of the General Assembly without voting rights but with the right to be heard, by decision of the chairperson of the General Assembly.
- 15.4.** The General Assembly shall be chaired by the President. If the President is unable or unwilling to chair the General Assembly, the General Assembly shall be chaired by the Vice-President for Administrative Affairs. If the President and the Vice-President for

Administrative Affairs are both unable or unwilling to chair the General Assembly, the General Assembly shall be chaired by the Vice-President for Educational Affairs. If the President, the Vice-President for Administrative Affairs and the Vice-President for Educational Affairs are all unable or unwilling to chair the General Assembly, the General Assembly shall be chaired by the oldest member of the Management Board (in age) present.

- 15.5.** The General Assembly may decide to invite one or more third parties to attend without voting rights one or more meeting(s) or part(s) of meeting(s) of the General Assembly. Upon authorisation of the chairperson of the General Assembly, these third parties will receive the right to speak.

Article 16. Powers

- 16.1.** The General Assembly shall have the powers specifically granted to it by law or these Statutes. In particular, the General Assembly shall have the following powers:
- (a) The election of the members of the Management Board referred to under Article 23.2, (c) of these Statutes and the dismissal of all of the members of the Management Board and the determination of the conditions (including the financial conditions, if any) under which the mandate of each member of the Management Board will be granted and exercised as well as the conditions under which said mandate can be terminated;
 - (b) If applicable, the appointment and dismissal of a statutory auditor and the determination of his/her/its remuneration;
 - (c) The discharge to be given to the members of the Management Board and, if any, to the statutory auditor, and to the external accountant;
 - (d) The approval of the amount of membership fee, on the proposal of the Management Board;
 - (e) The decision to exclude Members in accordance with Sub Articles 6.3 and 7.3 of these Statutes;
 - (f) The approval of the annual accounts and the budget of the Association;
 - (g) On the proposal of the Management Board, the approval of the Association's vision and overall strategic direction;
 - (h) The approval of the annual activity report and strategic priorities of the Association as proposed by the Management Board;
 - (i) On the proposal of the Management Board, the approval of the investment policy regarding the management of the assets of the Association, including the types of financial investments that can be authorised or the long-term strategy for projects to be financed by the Association, to be further detailed and implemented by the Management Board;
 - (j) The amendment of these Statutes;
 - (k) The dissolution of the Association, the allocation of the Association's liquidation balance in case of dissolution, and the appointment of one or more liquidator(s); and
 - (l) The transfer of the registered office of the Association when it implies a change in the language of these Statutes pursuant to the legal provisions that govern the use of official languages in Belgium.

Article 17. Meetings

- 17.1.** The General Assembly shall meet at least once a year upon convocation of the Management Board, and at such time and place as determined in the convening notice. A meeting of the General Assembly entrusted with the approval of the annual accounts and the budget shall be held within six (6) months of the end of the financial year (hereafter: “**Ordinary General Assembly**”). Each year, the Management Board shall determine the exact date of the Ordinary General Assembly.
- 17.2.** A meeting of the General Assembly shall at any time be convened by the Management Board each time the interests of the Association so require. A meeting of the General Assembly shall also be convened by the Management Board at the written request of at least (i) one fifth (1/5) of the Class Representatives or (ii) one tenth (1/10) of the Members. The Management Board shall convene the General Assembly within twenty-one (21) calendar days after the request to convene made by the Class Representatives or the Members. The General Assembly shall take place at the latest on the forty-second (42nd) calendar day following this request.

Article 18. Proxies

- 18.1.** Each Class Representative shall have the right, via regular means of communication, always with copy to the APEEE Director via similar means, to give a proxy to another Class Representative to be represented at a meeting of the General Assembly. No Class Representative may hold more than three (3) proxies and/or be able to cast more than four (4) votes in total at the General Assembly including the vote(s) of his/her proxy-giver(s), irrespective of the number of classes he/she is elected in.

Article 19. Convening notices. Agenda

- 19.1.** Convening notices to the General Assembly shall be notified to the Members by the APEEE Director via regular means of communication at least twenty-one (21) calendar days before the meeting and made available via the intranet of the Association. The convening notices shall mention the date, time and place of the meeting of the General Assembly. In addition, the convening notices shall mention whether the Members can participate to the meeting via electronic means of communication and vote electronically. The agenda and the material documents necessary for the discussion shall be sent to the Members and made available via the intranet of the Association at least fourteen (14) calendar days before the meeting. The agenda of for the meetings of the General Assembly shall be prepared by the President and adopted by the Management Board.
- 19.2.** Any proposal to include additional item(s) on the agenda of the General Assembly (i.e. including motion(s)) signed by (i) at least twenty (20) Class Representatives or, (ii) one (1) or more Language Section(s), each represented respectively by two (2) Language Section Representatives belonging to the same Language Section and notified to the President at least ten (10) calendar days before the meeting must be included in the agenda. In such a case, the President shall inform the Members of the additional item(s) on the agenda of the

General Assembly via regular means of communication at least seven (7) calendar days before the meeting of the General Assembly.

- 19.3.** No vote shall be cast regarding an item that is not listed on the agenda, except if the decision to proceed with such vote obtains a majority of at least two-thirds (2/3) of the votes cast by the Class Representatives present or represented at a meeting of the General Assembly.

Article 20. Presence quorum. Voting majority. Votes

- 20.1.** Unless provided otherwise in these Statutes, the General Assembly shall be validly constituted when at least half of the Class Representatives are present or represented.
- 20.2.** If at least half of the Class Representatives are not present or represented at the first meeting, a second meeting of the General Assembly may be convened pursuant to Article 19 of these Statutes, at least twenty-one (21) calendar days after the first meeting of the General Assembly. The second meeting of the General Assembly shall deliberate validly, irrespective of the number of Class Representatives present or represented, in accordance with the decision-making process provided for under paragraphs 20.3 and 20.4 of the present Article.
- 20.3.** The first priority shall be to reach decisions by applying the consensus rule. If a decision cannot be reached by consensus or if the President decides to call a vote, decisions shall be taken in accordance with the voting majority provided for under paragraph 20.4 of the present Article.
- 20.4.** Unless provided otherwise in these Statutes, decisions of the General Assembly shall be validly adopted if they obtain at least a simple majority of the votes (i.e. it obtains the highest number of the votes) cast by the Class Representatives present or represented.
- 20.5.** Blank votes, invalid votes and abstentions shall not be counted. In the event of a tie, the President shall have the decisive vote and, in his/her absence (whether represented or not), the Vice-President for Administrative Affairs. If the President and the Vice-President for Administrative Affairs are both absent (whether represented or not), the oldest member of the Management Board (in age) shall have the decisive vote.
- 20.6.** The votes are issued by show of hands or roll-call, unless a secret ballot is (i) decided on by the President or (ii) requested by at least one third (1/3) of the Class Representatives present or represented. Notwithstanding the previous sentence, any vote on the dismissal of a member of the Management Board or the exclusion of a Member shall be issued by secret ballot.
- 20.7.** Provided the possibility to participate in the General Assembly via electronic means of communication was granted by the Management Board and is detailed in the convening notice, a duly convened meeting of the General Assembly shall be validly held even when all or some of the Members are not physically present or represented, but participate to the General Assembly via any electronic means of communication made available to them by the Association, such as a telephone, video or web conference, that allows (i) the

Association to verify the membership quality and identity of the Members, (ii) the Members to take direct, simultaneous and uninterrupted notice of the discussions during the meeting and, if applicable, to exercise their voting rights with respect to all matters on which the General Assembly is required to decide and (iii) the Members to participate in the deliberations and ask questions. The Management Board shall set up the practical procedures to organise the vote via electronic means. In such a case, the Members shall be deemed present at the place where the meeting of the General Assembly is held. The members of the bureau of the General Assembly (which is composed of at least the chairperson of the General Assembly and the Secretary) cannot participate in the General Assembly via electronic means of communication.

- 20.8.** Provided this possibility has been granted by the Management Board and is mentioned in the convening notice, the Class Representatives may vote via electronic means during a meeting of the General Assembly. The Management Board shall set up the practical procedures to organise the vote via electronic means, and shall ensure that the system for electronic voting used allows for (i) the verification of the quality and identity of the Class Representatives who have cast their vote and (ii) the control of compliance with the prescribed time limit to vote.
- 20.9.** The minutes of the General Assembly shall mention any technical problems and incidents that prevented or disrupted participation via electronic means of communication in the General Assembly or in the vote.

Article 21. Register of minutes

- 21.1.** Minutes shall be drawn up at each meeting of the General Assembly. They shall be approved and signed by (i) the chairperson of the General Assembly and (ii) the Secretary and kept in a register of minutes.
- 21.2.** The minutes of the General Assembly shall be published on the intranet of the Association in order to render them accessible to Members. Notwithstanding the previous sentence, by decision of the President and the Secretary, acting jointly, the minutes or part(s) of the minutes whose publication would be likely to infringe data protection rules or to compromise the Association's financial or legal interests, shall not be published. The decisions by the President and the Secretary regarding the publication on the intranet of the Association are final, sovereign and the President and the Secretary shall give reasons for their decisions.
- 21.3.** The register of minutes shall be kept at the registered office of the Association where all Members may consult it, without, however, displacing it.

Article 22. Written procedure

- 22.1.** Except for the amendment of these Statutes, the General Assembly may take decisions via unanimous written procedure (which means regular/registered mail or any other means of written communication, including email, application or platform on a website). In that case,

the convocation formalities referred to under Article 19 of these Statutes do not have to be complied with.

- 22.2.** For this purpose, the President, upon request of the Management Board, and with the assistance of the APEEE Director, shall send a notice, including the proposals for the decisions to be taken via regular means of communication, to all Members and members of the Management Board, requesting the Class Representatives to vote on the proposals and to send their vote(s) back via the means of written communication chosen by the Management Board, and within the time limit mentioned in the notice.
- 22.3.** If the votes in favour of all of the Class Representatives regarding the items on the agenda are not received/submitted within the time limit mentioned in the notice, the decisions are deemed not to be taken.
- 22.4.** For the purpose of the present Article, Class Representatives are not allowed to grant proxies to other Class Representatives.
- 22.5.** The decisions taken via written procedure are deemed to come into force on the date mentioned on the notice sent to the Members and to the members of the Management Board.
- 22.6.** The decisions taken via written procedure shall be published on the intranet of the Association in order to render them accessible to Members. Notwithstanding the previous sentence, by decision of the President and the Secretary, acting jointly, the decisions taken via written procedure or part(s) of the decisions taken via written procedure whose publication are likely to infringe data protection rules or to compromise the Association's financial or legal interests, shall not be published. The decisions by the President and the Secretary regarding the publication on the intranet of the Association are final, sovereign and the President and the Secretary shall give reasons for their decisions.
- 22.7.** The members of the Management Board and the statutory auditor, if any, may take note of all decisions taken via written procedure at their request.

TITLE VII. MANAGEMENT BOARD

Article 23. Composition

- 23.1.** The Association shall be administered by a Management Board composed of twenty-five (25) members.
- 23.2.** The Management Board shall be composed as follows:
- (a) Each Language Section Representative referred to under Article 12.1 (a) and (b) of these Statutes shall be a member of the Management Board as of right ;
 - (b) The Nursery Section Representative referred to under Article 13.1 (a) of these Statutes shall be a member of the Management Board as of right; and
 - (c) Ten (10) Class Representatives elected by the General Assembly.

- 23.3.** The members of the Management Board shall all be distinct Class Representatives.
- 23.4.** The General Assembly shall elect the members of the Management Board referred to under paragraph 23.2 (c) of the present Article. The term of office of the members of the Management Board referred to under paragraph 23.2 (c) of the present Article is a two (2)-year term, indefinitely renewable. However, each year the General Assembly shall renew part of the members of the Management Board referred to under paragraph 23.2 (c) of the present Article. The mandate of the members of the Management Board shall be non-remunerated.
- 23.5.** Each Class Representative may present him/herself as candidate member of the Management Board to the APEEE Director at least seven (7) calendar days before a meeting of the General Assembly during which one or more member(s) of the Management Board referred to under paragraph 23.2 (c) of the present Article will be elected. The Management Board shall inform the Class Representatives as soon as a new election by the General Assembly is necessary. The APEEE Director, taking into account the criterion provided for under paragraph 23.3 of the present Article, shall draw up a list of all proposed candidate members of the Management Board. The list shall be sent to the Members at least seven (7) calendar days before the meeting of the General Assembly during which one or more member(s) of the Management Board will be elected. The list shall indicate, for each proposed candidate member of the Management Board the criterion provided for under paragraph 23.3 of the present Article.
- 23.6.** During each election of members of the Management Board referred to under paragraph 23.2 (c) of the present Article, the candidates to be elected as member of the Management Board by the General Assembly who have not been elected by the General Assembly shall constitute a reserve of candidates in case paragraph 23.12 of the present Article applies (hereafter: “**Reserve**”). The candidates that constitute the Reserve shall be ranked pursuant to the number of votes they have obtained during the election.
- 23.7.** The mandate of a member of the Management Board referred to under paragraph 23.2 (c) of the present Article terminates upon the expiry of his/her term. The mandate of a member of the Management Board referred to under paragraph 23.2 (c) terminates as of right and with immediate effect, (i) by death or incapacity, or (ii) if a member of the Management Board no longer meets the criterion provided for under paragraph 23.3 of the present Article.
- 23.8.** The mandate of a member of the Management Board referred to under paragraph 23.2 (c) of the present Article also terminates upon dismissal by the General Assembly. The General Assembly may dismiss a member of the Management Board referred to under paragraph 23.2 (c) of the present Article at any time and shall not give reasons for its decisions, without any compensation or cost due by the Association, and provided that the concerned member of the Management Board referred to under paragraph 23.2 (c) of the present Article is convened to the meeting of the General Assembly and has received the opportunity to defend his/her position during the meeting before the vote on the dismissal. The General Assembly can validly decide on the dismissal of a member of the Management Board provided the decision to dismiss a member of the Management Board obtains a majority of

at least two-thirds (2/3) of the votes cast by the Class Representatives present or represented.

- 23.9.** By derogation to paragraph 23.8 of the present Article, the mandate of a member of the Management Board referred to under paragraph 23.2 (c) of the present Article can also terminate upon revocation by the Management Board when said member of the Management Board has failed to attend five (5) consecutive Management Board meetings. In that case, the Management Board may revoke a member of the Management Board referred to under paragraph 23.2 (c) of the present Article and does not need to give reasons for its decision, without any compensation or cost due by the Association, and provided the concerned member of the Management Board is convened at the meeting of the Management Board and has received the opportunity to defend his/her position during the meeting before the vote on the revocation. The concerned member of the Management Board shall neither take part in the discussion nor in the vote regarding his/her revocation.
- 23.10.** The members of the Management Board referred to under paragraph 23.2 (c) of the present Article are also free to resign from their office at any time by submitting , via special means of communication, their resignation to the President. The resignation shall be effective thirty (30) calendar days after the date on which the resignation was sent out to the President.
- 23.11.** In the event of termination of the mandate of a member of the Management Board for whatever reason, except in cases of automatic termination of the mandate, or of dismissal, the member of the Management Board referred to under paragraph 23.2 (c) of the present Article shall continue to perform the duties of his/her office until he/she has been replaced within sixty (60) calendar days.
- 23.12.** If the mandate of a member of the Management Board referred to under paragraph 23.2 (c) of the present Article ceases before its term, for whatever reason, the Management Board may appoint (by co-optation) as member of the Management Board the candidate member of the Management Board having obtained the highest number of votes from the Reserve which was constituted during the election of the replaced member of the Management Board for the remainder of the term of the replaced member of the Management Board provided that the member of the Management Board appointed (by co-optation) meets the criterion provided for under 23.3 of the present Article.
- 23.13.** If the mandate of a member of the Management Board referred to under paragraph 23.2 (c) of the present Article ceases before its term, for whatever reason, and if there is no Reserve, the Reserve has been exhausted, or the Reserve is only composed of candidates who do not meet the criterion provided for under paragraph 23.3 of the present Article, the Management Board shall freely appoint (by co-optation) a new member of the Management Board for the remainder of the term of the replaced member of the Management Board, provided (i) two-thirds (2/3) of the members of the Management Board vote in favour of this appointment and (ii) the member of the Management Board appointed (by co-optation) meets the criterion provided for under paragraph 23.3 of the present Article. The appointment (by co-optation) shall be submitted for approval during the next meeting of the General Assembly. In the event the General Assembly does not approve the

appointment (by co-optation) of a new member of the Management Board by the Management Board, this decision shall have no retroactive effect.

- 23.14.** In the event of termination of the mandate of a member of the Management Board for whatever reason, the member of the Management Board shall have no claims for compensation against the Association or its assets, without prejudice to the mandatory labour law provisions and the services agreement provisions, if applicable.
- 23.15.** The Management Board shall be chaired by the President. If the President is unable or unwilling to chair the Management Board, the Management Board shall be chaired by the Vice-President for Administrative Affairs. If the President and the Vice-President for Administrative Affairs are both unable or unwilling to chair the Management Board, the Management Board shall be chaired by the Vice-President for Educational Affairs. If the President, the Vice-President for Administrative Affairs and the Vice-President for Educational Affairs are all unable or unwilling to chair the Management Board, the Management Board shall be chaired by the oldest member of the Management Board (in age) present.
- 23.16.** The Management Board is a closed body and only the members of the Management Board may attend its meetings. Notwithstanding the previous sentence, in exceptional circumstances, the Management Board may invite one or more third party(ies) to attend without voting rights one or more meeting(s) or part(s) of meeting(s) of the Management Board.

Article 24. Powers

- 24.1.** The Management Board shall have all powers necessary to accomplish the purpose of the Association, except for the powers that are specifically granted to other bodies of the Association by law or by these Statutes. The Management Board shall act as a collegial body (in French: "*organe collégial*" / in Dutch: "*collegiaal orgaan*").
- 24.2.** The Management Board shall in particular have the following powers:
- (a) The proposal to the General Assembly of the Association's vision, overall strategic direction and policies;
 - (b) The monitoring and supervision of the running of the Services;
 - (c) The general management and administration of the Association;
 - (d) The monitoring of budget expenditures and the allocation of the budget;
 - (e) The proposal for approval to the General Assembly of any investment policy regarding the management of the assets of the Association, including the types of financial investments that can be authorised or the long-term strategy for projects to be financed by the Association, to be further detailed and implemented by the Management Board;
 - (f) Managing the assets of the Association on the basis of any investment policy, as well as any other budget line for the purpose of achieving the Association's purpose, such as the social and students' funds;
 - (g) The execution of the decisions of the General Assembly;

- (h) The decision to exclude a Contributing Member in accordance with Article 6.3.7 of these Statutes;
- (i) The decision to exclude a Class Representative in accordance with Article 7.3.10 of these Statutes;
- (j) If applicable, the appointment and dismissal of an external auditor and the determination of his/her/its remuneration;
- (k) The election and dismissal of the President, the Vice-President for Administrative Affairs, the Vice-President for the Educational Affairs, the Treasurer, the Secretary, and the Heads of Sector;
- (l) The election of any officers that will assume specific functions necessary to the fulfilment of the Association's purpose and object;
- (m) The appointment and dismissal of the APEEE Director, including the discharge to be given;
- (n) The hiring and the dismissal of employees of the office of the Association;
- (o) The proposal of the amount of the membership fee to the General Assembly;
- (p) The preparation of the draft annual activity report, the draft annual accounts and the draft budget that must be submitted to the General Assembly for approval;
- (q) The adoption, the amendment and the revocation of the rules of procedure, if any;
- (r) The decisions to amend Article 40.2 of these Statutes;
- (s) Adopting the agenda of the meetings of the General Assembly, after preparation by the President;
- (t) The adoption of propositions to be submitted to the General Assembly;
- (u) The confirmation of the members of the Operational Committee and the Educational Advisory Committee;
- (v) The decisions to establish and determine the operating and governance rules of, and to delegate tasks to the Operational Committee and the overseeing of these;
- (w) The decisions to establish and determine the operating and governance rules of, and to delegate tasks to the Educational Advisory Committee and the overseeing of these;
- (x) The decisions to establish, dissolve and determine the operating and governance rules of, and to delegate tasks to one or more Working Group(s) and the overseeing of this/these; and
- (y) The transfer of the registered office of the Association when it does not imply a change of language of these Statutes pursuant to the legal provisions governing the use of official languages in Belgium.

24.3. Each year, before the approval of the annual accounts by the Ordinary General Assembly, the Management Board shall report to the Ordinary General Assembly on the annual activity of the Association which includes at least information regarding (i) the use of the budget, (ii) the determination of the amount of annual membership fee, and (iii) the activities of the Association.

24.4. At any time, the Management Board may delegate specific powers to one or more member(s) of the Management Board or other persons or bodies, with or without sub-delegation powers to the legal extent possible.

Article 25. Meetings

- 25.1.** The Management Board shall meet every time the interests of the Association so require and at least five (5) times a year, upon convocation by the President or at the request of five (5) members of the Management Board, acting jointly, and at such time and place as determined in the convening notice. If the President is unable or unwilling to convene the Management Board, the Management Board shall be convened by the Vice-President for Administrative Affairs. If the President and the Vice-President for Administrative Affairs are both unable or unwilling to convene the Management Board, the Management Board shall be convened by the Vice-President for Educational Affairs. If the President, the Vice-President for Administrative Affairs and the Vice-President for Educational Affairs are all unable or unwilling to convene the Management Board, the Management Board shall be convened by the oldest member of the Management Board (in age).

Article 26. Proxies

- 26.1.** Each member of the Management Board shall have the right, via regular means of communication, always with copy sent to the APEEE Director via similar means at the latest before the meeting of the Management Board, to give a proxy to another member of the Management Board, to be represented at a meeting of the Management Board. No member of the Management Board may hold more than two (2) proxies.

Article 27. Convening notices. Agenda

- 27.1.** Convening notices for the Management Board shall be notified to the members of the Management Board by the APEEE Director via regular means of communication at least five (5) calendar days before the meeting of the Management Board and made available via the intranet of the Association. The convening notices shall mention the date, time and place of the meeting of the Management Board. In addition, the convening notices shall mention whether the members of the Management Board can vote electronically. The agenda shall be attached to the convening notices and made available via the intranet of the Association. The agenda for the meetings of the Management Board shall be prepared and adopted by the President or by the Vice-President of Administrative Affairs and the Vice-President of Educational Affairs, acting jointly. If the President or the Vice-President of Administrative Affairs and the Vice-President of Educational Affairs, acting jointly, are all unable or unwilling to adopt the agenda, the agenda shall be adopted by the oldest member of the Management Board (in age). The material documents necessary for the discussion shall be sent or made available to the members of the Management Board via the intranet of the Association at the latest one (1) calendar day before the meeting of the Management Board.
- 27.2.** Each member of the Management Board shall have the right to propose additional item(s) to be included on the agenda of the Management Board, which shall be notified via regular means of communication to the President at least three (3) calendar days before the meeting. In such a case, the President shall inform the members of the Management Board of the additional item(s) on the agenda of the Management Board via regular means of communication at least one (1) calendar day before the meeting of the Management Board.

- 27.3.** No vote shall be cast regarding an item that is not listed on the agenda, except if two-thirds (2/3) of the members of the Management Board are present or represented at a meeting of the Management Board and vote to proceed with the vote.

Article 28. Presence quorum. Voting majority. Votes

- 28.1.** Unless provided otherwise in these Statutes, the Management Board shall be validly constituted when at least half of the members of the Management Board are present or represented.
- 28.2.** If at least half of the members of the Management Board are not present or represented at the first meeting, a second meeting of the Management Board may be convened pursuant to Article 27 of these Statutes, at least five (5) calendar days after the first meeting of the Management Board. The second meeting of the Management Board shall validly deliberate irrespective of the number of members of the Management Board present or represented, in accordance with the decision-making process provided for under paragraphs 28.3 and 28.4 of the present Article.
- 28.3.** The first priority shall be to reach decisions by consensus. If a consensus cannot be reached, or if the President decides to call a vote, decisions shall be taken in accordance with the voting majority provided for under paragraph 28.4 of these Statutes.
- 28.4.** Unless provided otherwise in these Statutes, decisions of the Management Board shall be validly adopted if they obtain at least a simple majority of the votes (i.e. it obtains the highest number of the votes) cast by the members of the Management Board present or represented. Each member of the Management Board shall have one (1) vote.
- 28.5.** Blank votes, invalid votes and abstentions shall not be counted. In the event of a tie, the President shall have the decisive vote and in his/her absence (whether represented or not), the Vice-President for Administrative Affairs. If the President and the Vice-President for Administrative Affairs are both absent (whether represented or not), the oldest member of the Management Board (in age) present shall have the decisive vote.
- 28.6.** The votes are issued by show of hands or roll-call, unless a secret ballot is (i) decided on by the President or (ii) requested by at least one (1) member of the Management Board present or represented. Notwithstanding the previous sentence, any vote (i) on the election of one or more officers of the Association, if there are more candidates than the position(s) to be fulfilled, or (ii) on the dismissal of an officer of the Association shall be issued by secret ballot.
- 28.7.** A duly convened meeting of the Management Board shall be validly held even when all or some of the members of the Management Board are not physically present or represented, but participate in the deliberations via any electronic means of communication that allow the member of the Management Board to directly hear each other and directly speak to each other, such as a telephone, video or web conference. The APEEE Director shall set up the practical procedures to organise this in practice. In such a case, the member of the Management Board shall be deemed present.

- 28.8.** Provided the possibility to vote via electronic means is mentioned in the convening notice, the members of the Management Board may vote via electronic means during a meeting of the Management Board. The APEEE Director shall take the necessary measures to allow the members of the Management Board to vote electronically. The APEEE Director shall set up the practical procedures to organise it in practice, and shall ensure that the system for electronic voting used allows for (i) the identification of the members of the Management Board who have cast their vote and (ii) the control of compliance with the prescribed time limit.

Article 29. Register of minutes

- 29.1.** Minutes shall be drawn up by the Secretary at each meeting of the Management Board . The draft minutes prepared by the Secretary shall be approved by the Management Board in accordance with the written procedure described under Article 30 of these Statutes. Where necessary, the Secretary finalises the minutes which shall be approved and signed by the President and kept in a register of minutes. Copies of resolutions shall be sent by the APEEE Director to the members of the Management Board via regular means of communication. The register of minutes shall be kept at the registered office of the Association where all members of the Management Board may consult it, without, however, displacing it.

Article 30. Written procedure

- 30.1.** The Management Board may take decisions via written procedure (which means regular/registered mail or any other means of written communication, including email, application or platform on a website). In that case, the convocation formalities referred to under Article 27 of these Statutes do not have to be complied with.
- 30.2.** For this purpose, the President, shall send a notice, including the proposals for the decisions to be taken via regular means of communication, to all members of the Management Board, requesting the members of the Management Board to vote on the proposals and to send their vote(s) back via the mean of written communication chosen by the President, and within the time limit mentioned in the notice.
- 30.3.** Decisions are deemed to have been taken if (i) at least fifty percent (50%) of the members of the Management Board have sent their vote(s) back or submitted their vote(s) via the mean of written communication chosen by the President, within the time limit, and (ii) if the proposals for decisions have obtained at least a simple majority of the votes (i.e. it obtains the highest number of the votes) cast by the members of the Management Board who have sent their vote(s) back via the mean of written communication chosen by the President. Blank votes, invalid votes and abstentions shall not be counted. In the event of a tie, the decisions are deemed not to have been taken.
- 30.4.** By derogation to paragraph 30.3 of the present Article, the decisions to approve the minutes of a previous meeting of the Management Board as referred to under Article 29 of these Statutes are deemed to have been taken if (i) at least two (2) of the members of the Management Board have sent their vote(s) back or submitted their vote(s) via the mean of

written communication chosen by the President, within the time limit, and (ii) if the items on the agenda have obtained at least a simple majority of the votes (i.e. it obtains the highest number of the votes) cast by the members of the Management Board who have sent their vote(s) back via the mean of written communication chosen by the President. Blank votes, invalid votes and abstentions shall not be counted. In the event of a tie, the decisions are deemed not to have been taken.

- 30.5. For the purpose of the present Article, members of the Management Board are not allowed to grant proxies to other members of the Management Board.
- 30.6. The decisions taken via written procedure are deemed to come into force on the date mentioned on the notice sent to the members of the Management Board.
- 30.7. The decisions taken via written procedure shall be sent by the APEEE Director to the members of the Management Board via regular means of communication.

TITLE VIII. PRESIDENT, VICE-PRESIDENT FOR ADMINISTRATIVE AFFAIRS, VICE-PRESIDENT FOR EDUCATIONAL AFFAIRS, TREASURER, SECRETARY AND HEADS OF SECTOR

Article 31. Election and function of the President, Vice President for Administrative Affairs, Vice-President for Educational Affairs, Treasurer, Secretary and Heads of Sector

- 31.1. During the first meeting which follows the ordinary General Assembly during which the members of the Management Board have been (re)elected the Management Board shall elect, among the members of the Management Board:
 - (a) A President;
 - (b) A Vice-President for Administrative Affairs;
 - (c) A Vice-President for Educational Affairs;
 - (d) A Treasurer;
 - (e) A Secretary;
 - (f) One (1) Head of Sector for each of the Services; and
 - (g) Any other officers as deemed necessary.

The rules regarding the Secretary, the Head of Sector for each of the Services and any other officers shall be determined in the rules of procedure, if any.

- 31.2. The President, Vice-President for Administrative Affairs, Vice-President for Educational Affairs, Treasurer, the Secretary and the Heads of Sector shall be distinct members of the Management Board. Their mandate shall be non-remunerated. Their term of office is a one (1)-year term, indefinitely renewable.
- 31.3. Each new President, Vice-President for Administrative Affairs, Vice-President for Educational Affairs, Treasurer, Secretary and Head of Sector elected by the Management Board to replace a President, Vice-President for Administrative Affairs, Vice-President for Educational Affairs, Treasurer, Secretary or Head of Sector whose mandate has terminated

before the expiry of its term, shall only be elected for the remainder of the term of the President, Vice-President for Educational Affairs, Vice-President for Administrative Affairs, Treasurer, Secretary or Head of Sector being replaced.

- 31.4.** The mandate of the President, Vice-President for Administrative Affairs, Vice-President for Educational Affairs, Treasurer, Secretary and Heads of Sector terminates by expiry of the term of their mandate or, as of right and with immediate effect, by expiry of their mandate as member of the Management Board.
- 31.5.** The Management Board may further dismiss the President as President, the Vice-President for Administrative Affairs as Vice-President for Administrative Affairs, the Vice-President for Educational Affairs as Vice-President for Educational Affairs, the Treasurer as Treasurer, the Secretary as Secretary and the Heads of Sector as Heads of Sector at any time and shall give reasons for its decisions, without any compensation or cost due by the Association, and provided the concerned President, Vice-President for Administrative Affairs, Vice-President for Educational Affairs, Treasurer, Secretary or Head of Sector is convened to the meeting of the Management Board and has received the opportunity to defend his/her position during the meeting before the vote on the dismissal. The concerned President, Vice-President for Administrative Affairs, Vice-President for Educational Affairs, Treasurer, Secretary or Head of Sector shall not participate in the deliberation of the Management Board regarding such decision or action, and also not to the relevant voting.
- 31.6.** The President, Vice-President for Administrative Affairs, Vice-President for Educational Affairs, Treasurer, Secretary and Heads of Sector are also free to resign from their office at any time by submitting, via special means of communication, their resignation to the Management Board. In the event of the end of the mandate of the President, Vice-President for Administrative Affairs, the Vice-President for Educational Affairs, the Treasurer, the Secretary or the Heads of Sector for whatever reason, except in cases of automatic termination of the membership of the Management Board, or of dismissal, the President, Vice-President for Administrative Affairs, Vice-President for Educational Affairs, Treasurer, Secretary or Heads of Sector as the case may be shall continue performing the duties of his/her office until the Management Board has provided his/her replacement within sixty (60) calendar days.
- 31.7.** In the event of termination of the mandate of the President, Vice-President for Administrative Affairs, Vice-President for Educational Affairs, Treasurer, Secretary or the Heads of Sector for whatever reason, the President, Vice-President for Administrative Affairs, Vice-President for Educational Affairs, Treasurer, Secretary or Heads of Sector as the case may be shall have no claims for compensation against the Association or its assets.

Article 32. Powers of the President, Vice-President for Administrative Affairs, Vice-President for Educational Affairs, Treasurer, Secretary and Heads of Sector

- 32.1.** The President shall have the powers specifically granted to him/her by these Statutes. In particular, the President shall have the following powers:
- (a) Drafting and adopting the agenda of the meetings of the Management Board

- (b) Presiding the meetings of the General Assembly and the Management Board;
 - (c) Signing the minutes of the meetings of the General Assembly and the Management Board;
 - (d) Acting as a conciliator when differences of opinion occur, both within the Association and vis-à-vis third parties;
 - (e) In the event of a tied vote, having the casting vote within the General Assembly and the Management Board;
 - (f) In coordination with the APEEE Director, ensuring the public relations of the Association, particularly regarding communication with third parties; and
 - (g) In accordance with Article 39 of these Statutes, representing the Association vis-à-vis third parties and with regard to all judicial and extra-judicial deeds.
- 32.2.** The President may be a permanent observer at all the bodies of the Association, and shall have the right to attend all meetings of the aforementioned bodies, without voting rights in his/her capacity as permanent observer and with the right to be heard. All convening notices to all meetings of the aforementioned bodies shall simultaneously be notified to the President.
- 32.3.** The Vice-President for Administrative Affairs shall have the powers specifically reserved for him/her by these Statutes. As a general rule, the Vice-President for Administrative Affairs shall replace the President in his/her absence. The Vice-President for Administrative Affairs shall be the Chair of the Operational Committee as of right.
- 32.4.** The Vice-President for Educational Affairs shall have the powers specifically reserved for him/her by these Statutes. The Vice-President for Educational Affairs shall be the Chair of the Education Advisory Committee as of right.
- 32.5.** The Treasurer shall be the representative of the Association on financial matters within the bodies of the School and have the powers specifically granted to him/her by these Statutes and by the Management Board. As a general rule, the Treasurer shall oversee the financial affairs of the Association and report back in this respect to the Management Board.
- 32.6.** The Secretary shall have the powers specifically granted to him/her by these Statutes and by the Management Board. As a general rule, the Secretary will prepare the draft minutes of the meetings of the General Assembly and the Management Board and maintain the register of minutes of the Association. The Secretary shall be assisted in his/her tasks by the APEEE Director.
- 32.7.** The Heads of Sector for each of the Services shall have the powers specifically granted to them by these Statutes and by the Management Board. As a general rule, they shall oversee the implementation of the policies of the Association and coordinate the activity for their respective Service. The Heads of Sector shall be the Chairs of the respective permanent Working Groups as of right (i.e. The Working Group on Transport, the Working Group on the Canteen, and the Working Group on the Extracurricular Activities).

TITLE IX. OPERATIONAL COMMITTEE**Article 33. Operational Committee**

- 33.1.** The Management Board shall establish and delegate tasks to the Operational Committee. The Operational Committee shall have a supporting role to the Management Board with regard to the administrative and financial management of the Association, including all aspects relating to human resources. It shall also ensure the coordination and consistency in the management of the Services.
- 33.2.** The Management Board shall, *inter alia*, determine the mission, composition, powers, conduct of meetings and governance, the convening modalities and drafting of agendas, presence quorum, voting majority and voting procedures, and the drafting of minutes of the Operational Committee.
- 33.3.** Notwithstanding paragraph 33.2 of the present Article, the Operational Committee shall be composed at least as follows:
- (a) The Vice-President for Administrative Affairs shall be a member of the Operational Committee as of right;
 - (b) The Treasurer shall be a member of the Operational Committee as of right; and
 - (c) The Heads Sector for each Service shall be members of the Operational Committee as of right; and
 - (d) The APEEE Director.
- 33.4.** The Operational Committee shall be chaired by the Vice-President for Administrative Affairs and, where necessary, one or more vice-chairs may be appointed.
- 33.5.** The Operational Committee shall not represent the Association vis-à-vis third parties.
- 33.6.** The Operational Committee shall always act under the responsibility of the Management Board and shall report periodically to Management Board on its activities, and/or at the request of the Management Board.
- 33.7.** The Operational Committee may invite one or more third party(ies) to attend without voting rights one or more meeting(s) or part(s) of meeting(s) of the Operational Committee.

TITLE X. EDUCATIONAL ADVISORY COMMITTEE**Article 34. Educational Advisory Committee**

- 34.1.** The Management Board shall establish and delegate tasks to the Educational Advisory Committee. The Educational Advisory Committee shall have a supporting role to the Management Board with regard to the coordination of the Association's policies and positions on educational and pedagogical issues including the preparation of all the relevant decisions to be taken by the Management Board. In particular, the Educational Advisory Committee shall have the following powers:

- (a) The coordination of the work of the Working Group(s) operating in the field of educational affairs, and among others the Nursery/Primary Working Group and the Secondary Working Group;
 - (b) The holding of deliberation on educational issues of horizontal and cross-cyclical nature; and
 - (c) The preparation of a joint position to be presented to the School's education councils, the School's advisory committee and to the administrative board on educational matters.
- 34.2.** The Management Board shall, *inter alia*, determine the mission, composition, powers, conduct of meetings and governance, the convocation modalities and drafting of agendas, the presence quorum, voting majority and voting procedures, and the drafting of minutes of the Educational Advisory Committee.
- 34.3.** The Educational Advisory Committee shall be chaired by the Vice-President for Educational Affairs and, as the case may be, one or more vice-chairs may be appointed.
- 34.4.** The Educational Advisory Committee shall not represent the Association vis-à-vis third parties.
- 34.5.** The Educational Advisory Committee shall always act under the responsibility of the Management Board and shall report periodically to Management Board on its activities, and/or at the request of the Management Board.
- 34.6.** The parent representatives for the Student Without Language Section (abbreviated: "SWALS") shall be members of the Educational Advisory Committee with voting rights. The parent representatives for the Other National Language (abbreviated: "ONL") shall be permanent observers at the Educational Advisory Committee, and shall have the right to attend all meetings of the Educational Advisory Committee, without voting rights and with the right to be heard. All convening notices to all meetings of the Educational Advisory Committee shall simultaneously be notified to them.
- 34.7.** The Educational Advisory Committee may invite one or more third party(ies) to attend without voting rights one or more meeting(s) or part(s) of meeting(s) of the Educational Advisory Committee.

TITLE XI. WORKING GROUP(S)

Article 35. Working Group(s)

- 35.1.** The Management Board may establish, dissolve and delegate tasks to one or more Working Group(s). The Working Group(s) shall have a supporting role to the Management Board and/or the Operational Committee and/or the Educational Advisory Committee on specific issues. The Management Board shall, *inter alia*, determine the mission, composition, powers, conduct of meetings and governance, the convocation modalities and drafting of

agendas, the presence quorum, voting majority and voting procedures, and the drafting of minutes of the Working Group(s).

- 35.2.** Notwithstanding paragraph 35.1 of the present Article, the Management Board shall establish the following permanent Working Groups:
- (a) Working Group Transport;
 - (b) Working Group Canteen;
 - (c) Working Group Extracurricular Activities;
 - (d) Working Group Nursery/Primary Educational Affairs; and
 - (e) Working Group Secondary Educational Affairs.
- 35.3.** The Working Group(s) shall not represent the Association vis-à-vis third parties.
- 35.4.** The Working Group(s) shall always act under the responsibility of the Management Board and shall report periodically to Management Board and/or the Operational Committee and/or the Educational Advisory Committee on its/their activities, and/or at the request of the Management Board and/or the Operational Committee and/or the Educational Advisory Committee.
- 35.5.** The Working Group(s) may invite one or more third party(ies) to attend without voting rights one or more meeting(s) or part(s) of meeting(s) of the Working Group(s).

TITLE XII. APEEE DIRECTOR

Article 36. Appointment and function of the APEEE Director

- 36.1.** The Management Board shall appoint a natural person, not being a member of the Management Board, as APEEE Director. This person shall be an employee of the Association and the chief of its staff and his/her office shall be remunerated. The Association shall cover all reasonable expenses exposed by the APEEE Director.
- 36.2.** The APEEE Director shall always act within the limits of delegated powers explicitly granted by these Statutes, the rules of procedure or the Management Board. He/she shall ensure and be accountable to the Management Board regarding the performance and continuity of all Association's operations. The APEEE Director's mandate may be of a definite or indefinite duration. The terms and conditions of his/her office shall be determined by the Management Board.
- 36.3.** The mandate of the APEEE Director terminates as of right and with immediate effect by death or incapacity
- 36.4.** Unless otherwise agreed, the Management Board may dismiss the APEEE Director at any time and, if required, with immediate effect, (i) without any compensation or cost due by the Association, and (ii) without prejudice to the mandatory labour law provisions, if applicable. The Management Board shall give reasons for its decision.

- 36.5.** The APEEE Director is free to resign from his/her office at any time by submitting, via special means of communication, his/her resignation to the Management Board, without prejudice to the mandatory labour law provisions, if applicable. In the event of termination of the mandate of the APEEE Director for whatever reason, except in cases of automatic termination of the mandate of the APEEE Director or dismissal, the APEEE Director shall continue performing the duties of his/her office until the Management Board has provided his/her replacement within ninety (90) calendar days, without prejudice to the mandatory labour law provisions, if applicable.
- 36.6.** In the event of the end of the mandate of the APEEE Director for whatever reason, the APEEE Director shall have no claims for compensation against the Association or its assets, without prejudice to the mandatory labour law provisions if applicable.
- 36.7.** The APEEE Director shall be a permanent observer at (i) the General Assembly, (ii) the Management Board and (iii) the Working Groups not related to educational affairs, and shall have the right to attend all the meetings of the aforementioned bodies, without voting rights and with the right to be heard. All convening notices to all meetings of the aforementioned bodies shall simultaneously be notified to the APEEE Director.
- 36.8.** Notwithstanding paragraph 36.6 of the present Article, the President may decide that the APEEE Director cannot attend one or more meeting(s) or part(s) of a meeting(s) of the Management Board.

Article 37. Powers of the APEEE Director

- 37.1.** The APEEE Director shall have the powers specifically granted to him/her/it by these Statutes. In particular, the APEEE Director shall have the following powers:
- (a) The daily management of the Association, within the approved budget;
 - (b) In cooperation with the President, the organisation of the meetings of the General Assembly;
 - (c) In cooperation with the President, the organisation of the meetings of the Management Board;
 - (d) The delegation of tasks to the office of the Association and the overseeing of these;
 - (e) The acknowledgement of the resignation of a Member pursuant to Sub Articles 6.3 and 7.3 of these Statutes;
 - (f) Executing the decisions of the Management Board;
 - (g) Sending the convening notices for the General Assembly and the Management Board;
 - (h) The monitoring of the financial affairs and the implementation of the internal control policies of the Association, under the supervision of the Treasurer;
 - (i) Coordination of human resources and the activities of the employees of the office of the Association; and
 - (j) In coordination with the President, ensure the public relations of the Association, particularly regarding communication with third parties.

- 37.2.** The implementing provisions regarding the powers and tasks assigned to the APEEE Director, including any detailed procedures on the financial operations, shall be determined in the rules of procedure.
- 37.3.** The APEEE Director shall always act under the responsibility of the Management Board and within the approved budget. The APEEE Director shall report periodically to the Management Board on his/her actions and activities, and/or at the request of the Management Board.

TITLE XIII. LIABILITY

Article 38. Liability

- 38.1.** The members of the Management Board, the President, the Vice-President for Administrative Affairs, the Vice-President for Educational Affairs, the Treasurer, the Secretary, the Heads of Sector, the Officers, if any, and the APEEE Director are not personally liable for the commitments of the Association. Their liability shall be limited to the execution of their assigned tasks and the faults committed in the (non-) performance of their duties and tasks.
- 38.2.** The Members, in their capacity as Members, shall not be held liable for the commitments taken on by the Association.

TITLE XIV. EXTERNAL REPRESENTATION OF THE ASSOCIATION

Article 39. External representation of the Association

- 39.1.** The Association shall be validly represented vis-à-vis third parties and with regard to all judicial and extra-judicial deeds by the President acting alone, or by two (2) members of the Management Board, acting jointly.
- 39.2.** Within the framework of daily management, the Association shall also be validly represented vis-à-vis third parties and with regard to all judicial and extra-judicial deeds by the APEEE Director, acting alone.
- 39.3.** None of the aforementioned persons must justify his/her/~~its~~ powers vis-à-vis third parties.
- 39.4.** In addition, the Association shall also be validly represented vis-à-vis third parties, within the framework of their mandates, by one or more proxy-holder(s) duly mandated by the Management Board, the President acting alone, or two (2) members of the Management Board, acting jointly, or, within the framework of daily management, by the APEEE Director, acting alone.
- 39.5.** Unless otherwise provided in the rules established by the School's management and the Secretary-General of the European schools and in bodies of Interparents, a non-profit association incorporated under the law of Luxembourg, registered with the trade register under the number F0002179 (hereafter: "**Interparents**"), the Management Board shall decide who participates in working groups and bodies established by the School's

management and the Secretary-General of the European schools and in bodies of Interparents. The representatives of the Association referred to in the previous sentence shall preserve the views of the Association as decided by the Management Board and in case of doubt, shall consult the Management Board before taking a position.

TITLE XV. RULES OF PROCEDURE AND PROCEDURES

Article 40. Rules of procedure and procedures

- 40.1.** To detail and complete the provisions of these Statutes, the Management Board may adopt, amend and/or revoke rules of procedure. The decisions of the Management Board to adopt, amend and/or revoke rules of procedure shall be validly adopted if they obtain a majority of at least two-thirds (2/3) of the votes cast by the members of the Management Board present or represented.
- 40.2.** On the date of the last amendments to these Statutes, the last version of the rules of procedure was adopted on 18 October 2021.
- 40.3.** The Management Board is further entitled to adopt Management Board internal procedures and policies and any other kind of statement that falls within the scope of its powers.

TITLE XVI. FINANCIAL YEAR. ANNUAL ACCOUNTS. BUDGET. AUDITING OF THE ANNUAL ACCOUNTS

Article 41. Financial year

- 41.1.** The financial year of the Association shall run from 1 September to 31 August.

Article 42. Annual Accounts. Budget

- 42.1.** Each year, the Management Board shall establish the draft annual accounts of the past financial year, as well as the draft budget for the next financial year. The currency of the Association for the annual accounts and all other official accounting, tax and legal documents shall be the euro.
- 42.2.** Each year, within the period of time of six (6) months which follows the end of the financial year, the Management Board shall submit the draft annual accounts and the draft budget to the Ordinary General Assembly for approval.
- 42.3.** The draft annual accounts and the draft budget shall be circulated among all Members at least fourteen (14) calendar days before the Ordinary General Assembly.

Article 43. Auditing of the annual accounts

- 43.1.** If the law so requires, the General Assembly shall appoint a statutory auditor, chosen among the members of the Belgian "*Institut des Réviseurs d'Entreprise / Instituut der Bedrijfsrevisoren*", for a three (3) years term.

- 43.2.** If the Association is not required by law to appoint a statutory auditor, the General Assembly may still appoint a statutory auditor to audit the annual accounts.
- 43.3.** The statutory auditor or the external auditor, as the case may be, shall draw up an annual report on the annual accounts of the Association. This report shall be submitted to the Ordinary General Assembly before the approval of the annual accounts.

TITLE XVII. AMENDMENTS TO THESE STATUTES

Article 44. Amendments to these Statutes

- 44.1.** The General Assembly can validly decide on amendments to these Statutes only if (i) the amendment to these Statutes is proposed by (aa) the Management Board or (bb) one fifth (1/5) of the Class Representatives or (cc) one tenth (1/10) of the Members, (ii) at least two-thirds (2/3) of the Class Representatives are present or represented and (iii) the decisions to amend obtain a majority of at least two-thirds (2/3) of the votes cast by the Class Representatives present or represented. Blank votes, invalid votes and abstentions shall not be counted.
- 44.2.** If at least two-thirds (2/3) of the Class Representatives are not present or represented at the first meeting, a second meeting of the General Assembly may be convened pursuant to Article 19 of these Statutes, at least twenty-one (21) calendar days after the first meeting of the General Assembly. The second meeting of the General Assembly shall deliberate validly, irrespective of the number of Class Representatives present or represented, in accordance with the voting majority provided for under the paragraph 44.1 of the present Article, and decide on the amendments. However, the General Assembly shall always be composed of at least two (2) natural persons physically present.
- 44.3.** By derogation to paragraph 44.1 of the present Article, the Management Board can also validly decide on amendments to Article 40.2 of these Statutes.
- 44.4.** The main terms of any proposal to amend these Statutes shall be explicitly mentioned in the agenda or a separate document both included in or attached to the convening notice addressed to the Members.
- 44.5.** The date on which the amendments to these Statutes shall enter into force shall be determined in the rules of procedure, if any, or by the decision of the General Assembly on the amendments to these Statutes.
- 44.6.** Any decision by the General Assembly regarding the amendments of these Statutes is subject to the additional requirements imposed by the applicable law. In particular, when the law so requires, the amendments to these Statutes must be acknowledged by a Royal Decree or recorded in a notarial deed.

TITLE XVIII. DISSOLUTION. LIQUIDATION

Article 45. Dissolution. Liquidation

- 45.1.** The General Assembly can validly decide on the dissolution of the Association only if (i) the dissolution of the Association is proposed by (aa) the Management Board or (bb) one fifth (1/5) of the Class Representatives or (cc) one tenth (1/10) of the Members, (ii) at least two-thirds (2/3) of the Class Representatives are present or represented and (iii) the decisions obtain a majority of at least two-thirds (2/3) of the votes cast by the Class Representatives present or represented. Blank votes, invalid votes and abstentions shall not be counted.
- 45.2.** If at least two-thirds (2/3) of the Class Representatives are not present or represented at the first meeting, a second meeting of the General Assembly may be convened pursuant to Article 19 of these Statutes, at least twenty-one (21) calendar days after the first meeting of the General Assembly. The second meeting of the General Assembly shall deliberate validly, irrespective of the number of Class Representatives present or represented, in accordance with the voting majority provided for under paragraph 45.1 of the present Article, and decide on the dissolution. However, the General Assembly shall always be composed of at least two (2) natural persons physically present.
- 45.3.** Any proposition to dissolve the Association shall be explicitly mentioned in the agenda included in or attached to the convening notice addressed to the Members.
- 45.4.** Except in the event of dissolution and liquidation of the Association in a single notarial deed, the General Assembly shall decide on: the appointment of one or more liquidator(s), the decision-making process of the liquidators if several liquidators are appointed, and the scope of his/her/its/their powers. Failing the appointment of one or more liquidator(s), all the members of the Management Board shall be deemed to be jointly in charge of the Association's liquidation.
- 45.5.** The General Assembly shall also decide on the allocation of the liquidation balance of the Association, taking into account however that the liquidation balance of the Association may only be allocated to a disinterested purpose similar or identical to the one of the Association as provided for under Article 3 of these Statutes.

TITLE XIX. VARIA

Article 46. Notifications

- 46.1.** Subject to the legal provisions that govern the use of official languages in Belgium, any notice or other communication under or in connection with these Statutes shall be written in French or English. By derogation to the previous sentence, if a communication notice only concerns one (1) specific Language Section, the communication notice may only be made in the language of the Language Section. Moreover, regarding the sending of any notice or communication under or in connection with these Statutes, the terms below shall be defined as follows:
- "Regular means of communication" means regular mail or any other means of written communication (including email); and
 - "Special means of communication" means registered mail or any other means of written communication (including email), with acknowledgment of receipt.

Article 47. Computation of time

- 47.1.** For the computation of time limits provided for in these Statutes, the terms below shall be defined as follows:
- “Month(s)” mean(s) (a) calendar month(s); and
 - “Calendar day(s)” mean(s) that when calculating a notification period of time, this period of time excludes the calendar day when the notice is given or deemed to be given and the calendar day for which it is given or on which it is to take effect.

Article 48. Abstentions

- 48.1.** For the determination of the voting majorities provided for in these Statutes, “abstentions shall not be counted” means that (i) the person who abstained shall not be taken into account in the number of persons present or represented on the basis of which the voting majority shall be calculated and (ii) the abstention shall neither be considered as a vote “in favour” nor a vote “against” the proposed decision.

Article 49. Varia

- 49.1.** Anything that is not provided for in these Statutes or the rules of procedure, if any, shall be governed by the provisions of Book 10 and any other provisions applicable to international non-profit associations of the companies and associations Code of March 23, 2019. In the event there is a conflict between these Statutes and the rules of procedure, if any, internal procedures and policies, or any other kind of rules of the Association, these Statutes shall prevail.
- 49.2.** The Association shall comply with and apply the general rules that apply to European schools in general and the School in particular, among other with regard to the rights and obligations of its staff as well as the safety and security on the School’s premises.
- 49.3.** Membership of the Association does not imply or represent any endorsement by the Association of a Member or of an activity undertaken by a Member. Members shall not use the Association’s name and logo(s) in any manner unless they received a prior and written authorisation from the Management Board to do so. Members shall have no claim against the Association’s assets.
- 49.4.** For the execution of their duties, members of the Management Board may elect domicile at the registered office of the Association.
- 49.5.** The business of the Association shall be conducted in French or English, without prejudice to applicable legal obligations. These Statutes are written in French and English, but only the French version shall constitute the official text.

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