



EUROPEAN FRANCHISE FEDERATION

*International not-for-profit association established under Belgian law
RPM Bruxelles 478.339.266*

179, Ave. Louise, B – 1050 Brussels, Belgium
tel. 32 (0) 2 520 16 07 – fax 32 (0) 2 520 17 35
info@eff-franchise.com - www.eff-franchise.com

STATUTES - Articles of Constitution

Title I. Name, Founders, History and Registered Office of the association

Article 1. Name

The association is called the « Federation européenne de la Franchise » and in English, the "European Franchise Federation", abbreviated as the "EFF" and hereafter referred to as the "association".

The association is governed by the Law of June 21, 1921 on not-for-profit associations as modified by the law of May 2, 2002 on not-for-profit associations, not-for-profit international associations and foundations.

The name of the association, on any support, must be accompanied by the terms "Association internationale sans but lucratif" or a.i.s.b.l as well as the address of the registered office.

Article 2. Founders and History

Art. 2.1 The founders of the association « Fédération européenne de la Franchise » (European Franchise Federation) are those persons whose data was published in the annexes of the *Moniteur Belge* on September 19, 2002¹.

Art. 2.2 The association pursues the same objectives as those of the of the « Fédération européenne de la Franchise », association governed by the French Law of July 1, 1901 and constituted in France on September 23, 1972.

Article 3. Registered Office

Art. 3.1 The Registered Office of the association is established at 179 Avenue Louise, B - 1050 Brussels, Belgium, in the judicial district of Brussels-Capital.

Art. 3.2 The Registered Office may be transferred to any other commune of the Region of Brussels-Capital by simple decision of the Policy Board.

Art. 3.3 The association may have an operating office in another country of the European Union.

¹ Founders as published in the *Moniteur Belge* on September 19, 2002: Austria, Germany, Belgium, Denmark, Spain, Finland, France, Greece, Hungary, Italy, Netherlands, Portugal, UK, Slovenia, Sweden, Switzerland.

Title II.	Object and term of the association
------------------	-------------------------------------------

Article 4. Object of the association

4.1 The object of the Federation, which is a not-for-profit association, includes:

- a) the co-ordination of the actions of the national franchise Associations or Federations established in Europe, and which are the representative of the franchise communities in their country.
- b) the undertaking of unbiased and scientific study of franchising in every respect,
- c) the distribution of this information through pedagogic, and informational means,
- d) the development and defence of a European Code of Ethics for Franchising.
- e) the defence of the legislative environment for franchising in Europe

4.2 The Federation's objectives, which are scientific, pedagogic, informational, and ethical, will be met principally in the following manner:

4.3.1 by carrying out research, studies, surveys and all other actions aimed at supporting the study, the promotion and the development of franchising in Europe;

4.3.2 by studying the national, EU, or international legislation that might affect franchising and its development;

4.3.3 by studying and defining the best methods for assuring the application in practice of the European Code of Ethics for Franchising;

4.3.4 by exchanging information, documentation and experience between the various national franchise Associations or Federations in Europe;

4.3.5 by ensuring the on-going communication with other international franchise Associations or Federations in order to keep a close follow up and to share in the evolution of specific franchising techniques, principles and legislation;

4.3.6 by organising meetings, colloquia, seminars, symposia, conferences, and workshops;

4.3.7 by organising campaigns aimed at informing the general public and the authorities on the objectives and goals of the Federation and of Franchising in general;

4.3.8 Furthermore, and without prejudice to the objectives described above, the Federation shall represent its Members and defend their interests with international organisations such as the European Union (EU).

4.3 The association may, within the limits defined by the present Statutes and those of the law, carry out any operation, of whatever nature, which relates in all or in part to the accomplishment of its activities or which contributes to ensuring or facilitating their realisation. The association may notably buy or rent all necessary assets (movables or immovables) and to this effect put into place all of the necessary human, technical or financial means. The association may also engage in activities similar to its objectives and establish relations with other associations.

Article 5. Term of the association

The association is constituted for an indefinite term.

It may be dissolved at any moment in compliance with the provisions of the Law of June 21, 1921 on not-for-profit associations as modified by the law of May 2, 2002 on not-for-profit associations, not-for-profit international associations and foundations.

Title III. The Members of the association

Article 6. Categories of Members

The association is composed of members (physical and moral persons) that adhere to the objectives of the association and to the means of accomplishing them.

The association has three categories of members: **FULL, AFFILIATE and SUPPORTING** members.

A **Full** or an **Affiliate** member may only be a national franchise association (a moral person) which is properly constituted under its national legislation.

A **Supporting** member may be either a physical or a moral person.

Full members ONLY enjoy the full rights attached to the quality of "member" as guaranteed by the Law of June 21, 1921 on not-for-profit associations as modified by the law of May 2, 2002 on not-for-profit associations, not-for-profit international associations and foundations. These include a deliberating voice (vote) at the General Assembly.

The association comprises at least three Full members.

The founders are the first full members of the association (*see footnote1*).

Article 7. Conditions of Admission

7.1 Full Members

May become a Full member, any legally constituted, independent and representative national franchise association established in accordance with the laws and customs of their country of origin from within the European Union **or** a country candidate to the EU **or** a potential candidate to the EU **or** a country lying within the geographical boundary described by the foregoing.

In particular, these conditions must be complied with:

- a) to accept without reservation the Statutes, the Code of Ethics, the rules and regulations of the association
- b) to have as their own members primarily franchise networks comprising the franchisor and its franchisees
- c) to have as a governing body one that is primarily composed of franchisors elected by accredited franchisor members
- d) to have as Chairman of the national association the representative of an accredited franchise network comprised of the franchisor and the franchisees
- e) to operate an accreditation scheme with regular positive checks to ensure that the association's voting franchise network members comply with the principles of the European Code of Ethics for Franchising

7.2 Affiliate Member

FINAL 30.11.2010

May become an Affiliate Member, a national franchise association that, whilst it does not meet conditions of a Full member, commits to and is demonstrably working towards meeting those conditions.

An Affiliate Member is admitted for an initial term of two (2) years, renewable if necessary.

An Affiliate member or its representative may not be appointed to the Board of the association, vote at the General Assembly or use the EFF's logo.

7.3 Supporting Member

May become a Supporting Member, a physical or moral person who wishes to bring their professional and/or financial support to the association and to contribute to the realization of its objectives.

A Supporting member or its representative, may not be appointed to the Boards of the association, vote at the General Assembly or use the EFF's logo.

7.4 Membership to other international franchise organisations

All EFF members individually recognise the EFF as the sole voice for European franchising with regard to the European Union.

Article 8. Liability of Members

Each category of member is accountable for the payment of its annual dues only. Members are not liable for the obligations or debts of the Federation on their personal assets.

Article 9. Procedures of Admission

The applicant must submit a written application to the Secretariat of the association.

The application and its accompanying documentation are examined by the Executive Director who checks that the application file and procedural requirements are complete. The Executive Board examines the file, prepares its comments and recommendations for the Policy Board. The Policy Board invites the applicant association for further examination after which it prepares its comments and recommendation for the General Assembly.

The General Assembly accepts or rejects the request for membership, and if accepted, determines the category and eventual conditions.

A decision by the General Assembly to admit or refuse a candidate does **not** have to be justified.

Article 10. Resignation, Suspension and Exclusion of a Member

10.1 Resignation

A Member may resign from the association.

10.2 Suspension

The Policy Board may decide to suspend a member.

A member may be excluded from the association if it seriously fails to comply with its obligations under these Statutes including using its membership of the association to deliberately advance its own economic or reputational interests regardless of the interests or reputation of the association.

10.4 Procedures for the resignation, suspension or exclusion of a Member

a) Resignation: The resignation of a member must be submitted to the Policy Board via the Secretariat by registered letter, with reception of receipt.

The registered letter must be received before the last quarter of the civil year otherwise the member will have to pay the equivalent of three (3) months of the following year's membership fees.

b) Suspension: In the case of a proposal for suspension, the Policy Board will meet with the said member as soon as possible.

The suspension of a member can be pronounced by the Policy Board which will motivate its decision including the conditions under which the suspension will be lifted.

The suspension will start from the date of its pronouncement and last until a General Assembly with a special quorum can be called.

c) Exclusion: In the case of a proposal for exclusion, the Policy Board will meet with the said member as soon as possible.

The exclusion of a member can only be pronounced by the General Assembly under the special voting rules defined hereafter.

The decision of the General Assembly does not have to be justified.

The exclusion is valid from the date of its pronouncement.

d) The resigning or excluded member remains liable for any unpaid membership fees.

e) The resigning or excluded member, as well as their successors, may not lay claim to any assets of the association.

Article 11. Register of Members

The Register of Members is kept at the association's registered office.

This register constitutes the proof of membership and is kept up-to-date under the responsibility of the Executive Director.

If a member resigns or is excluded, the Executive Director must ensure that the change is effectively transcribed in the register within 8 days of the decision.

The representative of a new member must sign the register which signifies the Member's acceptance of the present Statutes, the European Code of Ethics for franchising as well as the association's rules and regulations.

Title IV. The Members Fees

Article 12. Members fees

Full, Affiliate and Supporting Members pay an annual membership fee.

FINAL 30.11.2010

The minimum annual fee for Full members is Euro 500.

The minimum annual fee for Affiliate and Supporting members is Euro 250.

The maximum annual fee for Full Members is Euro 100,000.

The maximum annual fee for Affiliate and Supporting members is 30,000 Euro.

The actual annual fee or its mode of calculation is determined each year by the association's General Assembly.

Both minimum and maximum annual fees may be indexed each year.

Full members only, having paid their annual membership fees, have the right to exercise their vote at the annual General Assembly.

Article 13. Conditions of use of the Federation's logo

Full Members only are allowed to use the logo of the Federation on their association's letterhead or any other commercial or informational support.

This right is formally and automatically cancelled as soon as the Full member loses its quality of Full member.

Article 14. Structure of the association

The structure of the association comprises:

- A General Assembly
- A Policy Board (equivalent to a "Board of Directors")
- An employed Executive Director
- An Executive Board

Title V. The General Assembly

Article 15 Composition of the General Assembly

15.1 The General Assembly is composed of the Full members only.

A Full member has one voting right at the General Assembly.

To exercise this vote, the member must have paid its annual membership fee.

15.2 Affiliate and Supporting members may be invited to attend the General Assembly but have no voting rights.

Article 16 Representation at the General Assembly

16.1 A Full member may be represented by its Chairman², another of its Board Members who must also be a representative of a franchise network or its appointed Managing Director, delegated by the association.

The representative to the EFF automatically loses his/her quality as representative to the EFF in either of the following cases:

- i) if he/she is no longer the representative of an accredited franchise network
- ii) if he/she is no longer a member of their national association's Board

² See art. 7.1.d)

- iii) if he/she is no longer a member of their national association, or employed by the national association
- iv) if the member is no longer a member of the association (EFF).

16.2 A Member may be represented by another Member only, but not by a third party. The right to represent another member is limited to one.

16.3 The represented member must give a written and signed proxy form to the member it wishes to represent it. The identities of both parties must be fully and clearly identified in the proxy form.

The proxy form must be delivered (in hand or by mail) to the association's Executive Director in due time before the assembly and if by hand, at the latest at the start of the General Assembly.

A proxy is valid for only a single and specific General Assembly.

Title VI. The Powers of General Assembly

Article 17 The powers

17.1. The General Assembly has the powers which are recognized by the law and by the present statutes.

It has the power to delegate those powers which are not specifically reserved to it to the Policy Board. The Policy Board has the residual power.

17.2 The competencies reserved to the General Assembly include

- i amending the Statutes
- ii the nomination of the members of the Policy Board and from these, the Chairman, Vice Chairman and Treasurer
- iii the nomination and discharge of the auditor(s) as well as the definition of their fees
- iv approving, on proposition of the Policy Board, the year-end accounts, the annual income and expense budget and the annual membership fees
- v annually discharging the members of the Policy Board
- vi voluntarily dissolving the association
- vii admitting, suspending or excluding members of the association
- viii amending the European Code of Ethics for Franchising
- ix conferring the title of "Honorary Chairman" to a past chairman, who may or may not be subsequently elected as a member of the Policy Board
- xi initiating legal procedures against a member, a member of the Board, any person responsible for representing the association or the liquidator/receiver.

Article 18. Convening the General Assembly

18.1 The General Assembly rightfully meets at least once a year within six months from the closing of the accounting year (civil year) as defined in the relevant article hereafter.

FINAL 30.11.2010

It is chaired by the Chairman of the association, or in his absence, by a replacement designated by the Policy Board.

The General Assembly is convened by either:

- i) the Policy Board or by
- ii) at least one fifth (1/5) of the members.

The written invitations are sent to all members at least 30 days before the date set for the General Assembly.

The invitation will specify the date, time, place and agenda of the assembly. Any further necessary documentation will be sent in due time before the assembly.

The General Assembly is held in the town of the registered office.

18.2 The agenda

The agenda is proposed by the Policy Board.

The General Assembly can vote on items of the agenda only.

The agenda must include any item proposed by at least 1/20th of the membership.

If the GA is convened by at least 1/5th of the members, the agenda must contain the items they wish to be discussed.

The agenda is confirmed or amended at the start of the Assembly.

Any new item proposed at this moment may be discussed only, not put to a vote.

Article 19. Votes and Quorums

19.1 Only Full members present or represented at the General Assembly, have the right to vote.

In determining the vote count, abstentions and invalid votes will not be taken into account.

In case of a tie-vote, the Chairman, or his replacement, is entitled to a second parting vote.

19.2 Quorum and vote counts for Ordinary majorities

Quorum: the General Assembly can validly meet if more than half of the Full members having the right to vote are present or represented (50%+1).

Vote count: a motion is passed by simple majority.

19.3 Quorums and vote counts for special majorities

a) **Excluding a member, amending the Statutes or the Code of Ethics:**

Quorum: minimum 2/3 of the Full members having the right to vote are present or represented

Vote Count: minimum 2/3

b) **Voluntarily dissolving the association:**

Quorum: minimum 2/3 of the Full members having the right to vote are present or represented

Vote Count: minimum 4/5

19.4 Convening a second General Assembly

If a General Assembly does not meet the required quorums for the specific agenda items, a second General Assembly must be convened.

It can deliberate and vote validly whatever the numbers of full members present or represented.

The second assembly would be called at least one month after the first one.

Its agenda will be the same one as for the first Assembly.

Article 20. Minutes of the meeting, their communication and publication of decisions

Decisions of the General Assembly are consigned in Minutes which are overviewed and signed by the Chairman before distribution.

The Minutes are communicated to all the members of the association by postal or electronic mail.

The Minutes of the past General Assembly must be approved at the following General Assembly.

A Register of Minutes is kept at the registered office of the association where they may be consulted on-site by all Members.

Any change to the composition of the Policy Board, any modification to the statutes or the decisions relative to the dissolution of the association must be communicated to the *Greffe du Tribunal de Commerce* and must be published in the Annexes of the *Moniteur Belge*.

Title VIII. The Policy Board

Article 21. Role and Composition

21.1 Role

The association delegates its management and representation to the Policy Board, except for the powers given to the General Assembly.

The Policy Board, collegially, represents the association in legal and judicial matters. It has the residual powers of the association except those that are reserved legally or statutorily to the General Assembly.

It may, under its responsibility, delegate part of its powers of representation and execution of precise tasks to one of its members or an ad hoc internal organ, individual or collective.

The association may also be validly engaged by special mandates, in the limits of their specified powers (article 44 of the law).

The association delegates its daily running as well as its representation in matters of daily business to an Executive Director (see article 27).

The Chairman is the association's spokesperson.

21.2 Composition

The Policy Board is composed of at least three (3) full Members with a maximum of 10, each of which is represented by a physical representative.

The Member is called a "Member of the Board" (in French, "un Administrateur").

The physical person representing a Member to the Policy Board must, at the time of their delegation to the Policy Board, fulfil all of these conditions (3):

- (1) be the representative of a franchise network

- (2) be a representative on their national association's Board of Directors
- (3) be officially delegated by its national board.

The Members of the Policy Board are nominated, elected and revoked by the General Assembly.

For elections, applicant Members and their representatives must be listed and fully identified in the invitation to the General Assembly or in such other notification as may be determined by the Policy Board.

Mandates are exercised benevolently. However, the General Assembly may agree on a policy of reimbursement of costs incurred in the accomplishment of their mission.

21.3 Liability of members of the Board

Administrators are not liable for the debts of the Federation on their personal assets.

21.4 Terms of office

The term of office for Members of the Policy Board (associations) is two (2) years, renewable for terms of two years.

Terms start and end directly after the elections in the course of the relevant General Assembly.

21.5 Resignation or dismissal of a Member of the Policy Board, or of its representative

A member of the Policy Board or its representative may resign at any moment. In either case, the Policy Board and Secretariat must be informed immediately.

The representative of a member of the Board may be dismissed by the General Assembly if, for instance, the person seeks to use this position to purposefully advance his/her own economic or reputational interests regardless of the interests of the association.

The General Assembly does not need to justify its decision but must inform the Member association so that it may consider replacing its physical representative.

21.6 Publication

Nominations, resignations, revocations and dismissals of Policy Board Members or of their representatives, must be published in the Annexes of the *Moniteur Belge*.

21.7 Representation between members of the Policy Board

Members of the Policy Board may represent one another.

Representation is limited to one at a time.

The representatives of a member of the Policy Board may not have a deputy.

21.8 Replacing the representative of a member of the Policy Board

If the representative of a member of the Policy Board resigns is dismissed or no longer conforms to the conditions of eligibility defined hereafter, its association may designate a new representative who conforms to the conditions defined here-above with immediate effect.

This nomination will be confirmed by the following General Assembly.

Title IX. The Powers of the Policy Board

Article 22. the Powers of the Policy Board

22.1 The Policy Board has the residual power of the association.
It deliberates and votes on the policies and strategies designed to meet the objectives of the association.

The powers of the Policy Board include:

- i. to convene the annual General Assembly such as defined by the law or at the request of at least one fifth (1/5) of the Members
- ii. to prepare the agenda for the General Assembly
- iii. to receive the resignation of Members
- iv. to control the update the register of Members
- v. to define and propose, at the last meeting of each the civil year, the annual income & expense Budget for the following year
- vi. to deposit the annual accounts to the appropriate authorities as defined by the law
- vii. to define and amend the internal rules for the association which must be subsequently approved by the General Assembly
- viii. to delegate, under its responsibility, part of the execution of its functions to specific individuals or organs
- ix. to report its work at each General Assembly

22.2 Functioning and Decisions of the Policy Board

The Policy Board meets as often as the association's interest's call for on invitation of its Chairman or of at least four of its members.

Representatives of members of the Policy Board do not represent their national association's interests only.

They deliberate and vote in the general interest of the association (the EFF).

Each member of the Board has the right to one vote.

Rules for decision-making at the Policy Board:

Quorum: minimum 4 , present or represented.

Vote count: more than half of the vote counts (50%+1)

In case of a tie-vote, the Chairman or the Vice Chairman replacing him has an extra parting vote.

22.3 The agenda and invitations

The Policy Board defines the agendas of its meetings.

The invitations are sent by letter or by e-mail at least 30 days before the meeting.

The invitation will specify the date, times, place and agenda of the meeting as well as include all necessary documentation.

It may also meet virtually by means of ITC technology (tele- or internet conferencing).

22.4 Minutes of the meeting

The Board's decisions are consigned in minutes which are overviewed by the Chairman before distribution. They are approved by the Board at its following meeting.

They are kept in a registry at the registered office.

Article 23. Chairman, Vice Chairman and Treasurer of the association - General dispositions

The General Assembly elects from among the representatives of the members of the Policy Board, the Chairman, Vice Chairman and Treasurer of the association.

Applicants for these functions must be listed and fully identified in the invitation to the General Assembly or in such other notification as may be determined by the Policy Board.

From among these applicants, those that are candidates to either of the above functions should, if possible, make themselves known before the start of the General Assembly.

Article 24. Functions of the Chairman, Vice Chairman and Treasurer

24.1 The Chairman chairs the General Assembly and the Policy Board and represents the association in general, and in all judicial and non-judicial matters.

The Chairman is the association's spokesperson.

He oversees the agenda and the minutes of the meetings of the General Assembly and the Policy Board. In case of absence, he is replaced by the Vice Chairman or another member of the Policy Board.

24.2 The Vice Chairman is called on to replace the Chairman in his duties when the Chairman cannot carry out his functions for the association.

24.3 The Treasurer supervises the keeping of the accounts and finances of the association. He supervises the drafting of the annual budget and checks the annual profit and loss accounts with the auditor, external accountant and the Executive Director.

24.4 The Policy Board delegates to the Chairman, Vice Chairman and Treasurer responsibility for defining the employment arrangements of the association's employees, including the Executive Director.

24.5 If the Chairman resigns or is permanently incapacitated the Vice Chairman or another Board member will replace him until the following General Assembly.

The same applies for the Vice Chairman or Treasurer.

Article 25. Legal Representation

All of the acts which engage the association and which are not delegated to the Executive Director are signed by the Chairman or, if unavailable, by the Vice Chairman or another Board member.

Administrators of the Policy Board and mandated delegates do not have to justify their powers with regard to third parties.

Title X. The Executive Board

Article 26. Role

26.1 The Policy Board may delegate part of the execution of its work to an Executive Board.

Its role is distinct from the functions of the Executive Director.

Its role includes, for example, the preparation of the issues for the agenda of the Policy Board, which, on its invitation, the members of the Executive Board may attend, without a deliberative voice.

It subsequently contributes to the execution of the policies and strategies that the Policy Board has decided.

It refers back to the Policy Board those matters which require the Policy Board's further attention.

The execution of specific policy matters may be delegated to one or more Executive Board members.

On invitation of the Policy Board, the Executive Board collectively or individually reports on the results of its work to the General Assembly.

26.2 In the particular case that a member has a representative at the Policy Board as well as have its employed managing director on the Executive Board, in the absence of the Policy Board's representative, the managing director may not represent the Policy Board representative.

26.3 The person eligible to the Executive Board must comply with all of the following conditions:

- (1) to be the employed manager of a full member and
- (2) not to have separate financial interests in businesses or functions related to franchising
- (3) his/her appointment to the Executive Board is personal and
- (4) is exercised benevolently in relation to the association (EFF). However the General Assembly may agree on a policy of reimbursement of costs incurred in the accomplishment of his/her work.

An Executive Board member operates for the general interest of the association and does not represent purely his/her national association's interests.

Their legitimacy as a delegate lies in their expressed interest, competence and experience in the affairs of the association and their contribution to the execution of elements of the association's work programme.

Members of the Executive Board are not liable for the obligations or debts of the Federation on their personal assets.

26.4 After each General Assembly, the Policy Board designates the members of the Executive Board.

26.5 The association's Executive Director is not member of the Executive Board but attends each meeting and contributes to the preparation of its work.

Title XI. The Executive Director

Article 27. the Executive Director

The association delegates the daily running of its business to an employed general manager called the Executive Director, which as an organ, will not have to justify a prior decision. (article 45 of the law).

FINAL 30.11.2010

The Executive Director prepares and participates in all of the meetings of the association, including the General Assembly, the Policy Board, and other internal organs (Executive Board, Legal Committee, etc).

The Executive Director has no voting right.

The Executive Director shall be appointed by the Policy Board which delegates the negotiation of the employment terms and conditions to the Chairman, Vice-Chairmen and Treasurer.

In the event of any disciplinary or grievance issues arising over the Executive Director's appointment, the Executive Director shall have the right of appeal to the Policy Board.

His/her appointment, resignation or dismissal must be publicized as defined by the law.

The Executive Director is not liable for the obligations or debts of the Federation on his personal assets.

Title XII. Annual Accounts and Budget

Article 28. Annual Accounts and Budget

28.1 The accounting year starts and ends respectively on January 1 and December 31 of each year. The accounts are balanced each year on December 31.

28.2 The General Assembly approves:
a) the annual profit and loss accounts of the previous accounting period (year-end accounts) &
b) the annual budget for the year following these accounts.

28.3 A bank account shall be opened in the name of the association which is to be used exclusively for the movement of its funds and payment of its expenses.

28.4 Any one of the Chairman, Vice-Chairman or Treasurer may act as signatories for financial commitments above a minimum to be determined by the Policy Board. Under that minimum, the Executive Director may act as single signatory to the commitment. In doing so, each party will act vigilantly and diligently.

Article 29. Control of the Accounts

29.1 Before being submitted to the General Assembly, the accounts will be controlled by
a) an external auditor or commissioner appointed by the General Assembly or the Policy Board.

His role will include helping to define the internal financial procedures.

b) the Policy Board which approves their presentation to the General Assembly.

29.2 The association will conform to the law for the format of its accounts and their communication to the authorities.

Title XIII. General Dispositions

Article 30. Amendments to the Statutes and Dissolution of the Federation

30.1 Any proposition to change an article of the Statutes, or to dissolve the Federation, must emanate from either the Executive Board or from at least two-thirds (2/3) of the Members of the General Assembly.

FINAL 30.11.2010

30.2 The Executive Director shall inform the Members of the Federation of the wish to amend the Statutes or to dissolve the Federation at least three months prior to the date of the General Assembly which will decide upon the said proposition.

30.3 Changes to the Statutes shall be valid only after approval by Royal Decree and on condition that the publishing requirements of Articles 50 and 51 of the Belgian law of June 21, 1921 are met.

30.4 The General Assembly shall fix the mode of dissolving and liquidating the Federation and shall decide upon the distribution of the latter's assets.

Article 31. Affecting the Association's assets

In the case of voluntary or judicial dissolution, the net actives of the association will be affected to the association or associations that will succeed it or that pursue similar non-for-profit objectives or as determined by the General Assembly.

Article 32. Internal Rules

The Policy Board may define and amend a set of internal rules and procedures which are to be approved by the General Assembly.

Article 33. Use of languages

The official language of the Federation is French.
The working language of the Federation is English.

Article 34. Final Provision

Anything which is not covered by the present Statutes is governed by the Law of June 21, 1921 on not-for-profit associations as modified by the law of May 2, 2002 on non-for-profit associations, non-for-profit international associations and foundations.

End of Statutes.

Statutes adopted by the General Assembly, 18 June 2010.

Corrected (art. 27) and confirmed by an "Acte authentique" in front of a Notary where an Extra-Ordinary Assembly was held on November 30, 2010.