



Statutes of the European Medical Students' Association

Adopted by the 33rd EMSA Autumn Assembly held *online*, from 16th - 18th September 2023

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Article 1 - Name and Legal Form of Association

- 1.1** The name of the Association is "Association Européenne des Étudiants en Médecine - European Medical Students' Association." Hereinafter, the Association will be referred to as EMSA.
- The Association has an official name in French: "Association Européenne des Étudiants en Médecine."
 - The Association has an official name in English: "European Medical Students' Association."
 - The official abbreviation of the Association is "EMSA."
- 1.2** EMSA is an international, non-profit, non-governmental association, focusing on student and youth initiatives (Association Internationale Sans But Lucratif - AISBL). It is established for an indefinite duration and is governed by the provisions of the Belgian Companies and Associations Code (CAC), as well as any other applicable Belgian laws and regulations.

Article 2 - Registered Office

- 2. 1.** The registered office of the Association is established in Belgium and is currently located at EMSA c/o Standing Committee of European Doctors, Rue Guimard 15, B-1040 Brussels.
- 2. 2.** The registered office may be transferred to any other location within Belgium by a decision of the Board of Directors. Such a decision must be filed in the Association's record kept at the registry of the Commercial Court of the jurisdiction where the registered office is located and must be published in the Annexes to the Belgian Official Gazette. The registered office may not be transferred abroad.

Article 3 - Nature, Principles and Objectives of the Association

3. 1. Nature of the Association

- The Association is organized and operated exclusively for the disinterested objectives stated in Article 3.3. No part of the activities, net earnings, or assets of the Association shall inure to the benefit of any individual, founder, member, director, or other person except as reasonably allowed by law for the pursuit of the Association's non-profit purpose and objectives.
- The Association is politically impartial and nonpartisan. While it may, based on evidence and research, advocate for issues or take stances that align with its mission and objectives, it will neither explicitly nor implicitly endorse or align with any political ideologies, parties, factions, or candidates.
- The Association is committed to upholding the principles of accountability and transparency in all its operations.

3. 2. Principles of the Association

The Association is committed to the following guiding principles:

- The Association shall pursue its objectives through educational, humanitarian, and scientific activities, as well as through policy advocacy;

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- The Association will practice inclusion, freedom of expression and will prohibit any form of discrimination in its activities, nurturing the values of equality, equity, and justice;
 - The Association shall adhere to the basic principles of medical ethics and deontology, particularly beneficence, non-maleficence, and justice;
 - As an organization primarily focused on the European region, the Association will foster European values, particularly human rights, human dignity, solidarity, freedom of movement and rational thought;
 - The association values collaboration and seeks to work cooperatively with organisations sharing similar values and objectives;
 - The Association is committed to environmental protection and embraces sustainable development practices. These commitments extend to all of its activities and operations. Additionally, it supports the principle of free and open access to information.

3. 3. Objectives of the Association

The objectives of the Association are to:

Advocate for Excellence in Medical Education and Healthcare Quality

- Actively influence the development and reform of medical education to incorporate advancements in medical science, educational technologies and techniques, interprofessional education and collaborative practice, as well as advocate for excellence in European medical education and healthcare quality;
- Advocate for inclusive and equitable educational opportunities, ensuring that quality education is accessible to all, including marginalized and disadvantaged groups;

Promote Ethical and Social Responsibility

- Engage in activities and discussions that not only aim to promote human rights, ethical integrity, gender equality, social responsibility and justice in medical education and healthcare, but also to reduce stigma, encourage equal opportunities and address and condemn all types of discrimination and violence;

Raise Awareness on Health Issues

- Advocate for meaningful and transformative changes in health policies and practices that can improve population health as well as foster understanding of how different determinants of health can influence health and lead to better patient care;
- Advocate for people-centred health policies, in which individuals, families and communities are served by and are able to participate in trusted health systems that respond to their needs in humane and holistic ways throughout their lives;

Foster Healthy Lifestyles and Preventive Care

- Champion the adoption of healthy lifestyles, preventive healthcare measures, and evidence-based health education, while facilitating and supporting health-related training, activities, and projects beneficial to medical students and society;
- Raise awareness and stimulate dialogue around mental health, public health issues, various determinants of health, access to healthcare and health disparities, also advocating for health equity, in collaboration with healthcare stakeholders and policymakers;

Facilitate Educational and Cultural Exchange

- Foster a network of European medical students for the facilitation of European integration and cultivation of a European identity, namely through educational and cultural exchange programs;

Empower Through Professional Development

- Advocate for and participate in professional, research and interprofessional exchange programs, as well as develop other professional capacity building opportunities, such as through internships and soft-skill trainings;
- Encourage meaningful youth engagement, represent medical students in Europe and empower them in their academic and professional pursuits, as well as in voicing their opinions and advocating for meaningful and transformative change;

Promote Research Capacities and Literacy

- Promote medical research literacy, critical thinking, and scholarly publishing among medical students;

Enhance Intercultural Understanding

- Enhance efforts to promote intercultural understanding and compassion, especially towards vulnerable populations and disadvantaged groups in society, through social and cultural initiatives;

Serve as a Discussion (and Capacity-Building) Platform

- Serve as a platform for capacity building, activities, projects, discussion and development, especially in the areas of medical education, medical ethics and human rights, public health, health policy, European integration and culture, and medical science;

Collaborate Strategically

- Form strategic collaborations with student, youth and professional organisations in healthcare and other relevant fields to advance knowledge-sharing, capacity-building, and to jointly tackle complex health challenges.

Article 4 - Membership

- 4. 1.** The Association welcomes individuals of any nationality who align with its objectives and values. Special criteria, including geographical considerations, for joining, leaving, or expulsion are outlined in the Association's Internal Rules.
- 4. 2.** Members in the sense of the law are predominantly legal persons called Faculty Member Organisations. However, the Association also recognizes Faculty Member Organisations that may not have attained legal person status in their respective jurisdictions, provided that they meet other criteria for membership as specified in the Statutes and Internal Rules.
- 4. 3.** The Association comprises:
 - Full Members;
 - Associate Members;
 - Observer Members;
 - Individual Members.

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- 4. 4.** In accordance with the Belgian Companies and Associations Code (CAC), Full Members are recognized as members of the Association in the full legal sense, as further detailed in these Statutes and the Internal Rules. Associate Members, Observer Members and Individual Members are also considered members of the Association but do not possess the full legal status conferred to Full Members under the CAC, these Statutes and the Internal Rules.
- 4. 5.** An Individual Members constitutes an individual medical student or recent medical graduate who:
- studies or had studied medicine at a medical school or faculty situated in Europe, that does not have an FMO established;
 - wishes to actively participate in and organise EMSA projects and activities, does have a right to candidate to hold office, or to be supporting officials in EMSA, in line with the provisions of the Internal Rules, but who does not have a voting right;
 - applies for Individual Membership by written statement and is admitted by vote of the Board of Directors in the process of admission of Individual Members, outlined by these Statutes and the Internal Rules.
- 4. 6.** An Observer Member constitutes a local students' organisation which cumulatively:
- is an organisation operating at one medical school or faculty situated in Europe;
 - wishes to be affiliated with EMSA, without enjoying full or associate membership rights or responsibilities;
 - applies for Observer Membership by written statement and is admitted by vote of the Board of Directors in the process of admission of Observer Members, outlined by these Statutes and the Internal Rules;
 - can participate in the projects, events and activities of the Association, and is invited to participate in the GA;
 - has no right to vote or put forward candidates to hold office, or to be supporting officials in EMSA;
 - can maintain their status for the time and under the conditions outlined in the Internal Rules.
- 4. 7.** An Associate Member constitutes a local students' organisation which cumulatively:
- is an organisation operating at one medical school or faculty situated in Europe;
 - applies for Associate Membership by written statement and are admitted by vote of the Board of Directors in the process of admission of Associate Members, outlined by these Statutes and the Internal Rules;
 - can participate in the projects, events and activities of the Association, and is invited to participate in the GA
 - has no right to vote, but has a right to put forward candidates to hold office, or to be supporting officials in EMSA;
 - maintain their status for the time outlined in the Internal Rules.
- 4. 8.** A Full Member constitutes a local students' organisation which cumulatively:
- is an organisation operating at one medical school or faculty situated in Europe;
 - has been an Associate Member prior to its admission as a Full Member;
 - has observed at least one General Assembly (hereinafter GA);

- has applied for Full Membership by written statement and was admitted by vote of the GA;
- can participate in the projects, events and activities of the Association, and is invited to participate in the GA;
- has a voting right and a right to put forward candidates to hold office, or to be supporting officials in EMSA.

4. 9. The rights and responsibilities of all Association's members are elaborated further within the Internal Rules. All Full Members have equal rights and obligations, unless provided for otherwise in these Statutes. The number of Full Members is not limited, and the minimum is fixed to two.

4. 10. All Members must respect the interest of the Association and of other members, as well as abide by the provisions of these Statutes and the Internal Rules of the Association, the relevant legislation and the lawful decisions of the Association's bodies.

Article 5 - Conditions of Admission and Exclusion of the Association

Conditions of Admission

- 5. 1.** The admission of new Members is subordinated to the following conditions:
- All candidates, except for those applying for Observer Status, will have to pay the application fees decided by the GA upon proposal of the Board of Directors. This application fee is not retrievable.
 - The candidates for Full Membership must apply by written statement to the Board of Directors, are proposed by the Board of Directors to the GA and admitted as such by the GA. The GA has an unlimited power of appreciation hereabout but will decide with a simple majority of the votes of the present or represented members. Its decision will not have to be justified and will be without any recourse.
 - Any failed application for Full Membership can be re-submitted no earlier than the next ordinary GA after its previous rejection.
 - The candidates for Associate Membership are admitted as such by the Board of Directors. The Board of Directors has an unlimited power of appreciation hereabout but will decide with a simple majority of the votes of the present or represented members. Its decision will not have to be justified and will be without any recourse.
 - Any failed application for Associate Membership can be re-submitted no earlier than the next ordinary GA after its previous rejection.
 - The candidates for Observer Membership are admitted as such by the Board of Directors. The Board of Directors has an unlimited power of appreciation hereabout but will decide with a simple majority of the votes of the present or represented members. Its decision will not have to be justified and will be without any recourse.
 - Any failed application for Observer Membership can be re-submitted no earlier than the next ordinary GA after its previous rejection.
 - The candidates for Individual Membership are admitted as such by the Board of Directors. The Board of Directors has an unlimited power of appreciation hereabout but will decide with a simple majority of the votes of the present or represented members. Its decision will not have to be justified and will be without any recourse.

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- Any failed application for Individual Membership can be re-submitted no earlier than the next ordinary GA after its previous rejection.

Termination of Membership

5. 2. The membership of a member in the Association comes to an end by:
- dissolution or extinction;
 - if the member no longer fulfils the (legal) requirements according to their own national statute;
 - notice of cancellation by the Member;
 - exclusion by the Association;
 - judicial decision;
 - opening of any kind of insolvency proceedings against the respective Member and / or its assets.

Resignation

5. 3. The members (of the various categories) can resign under the following conditions: by sending their resignation, taking effect at the end of the current calendar year, in writing to the Board of Directors and complying with a six months' notice. Reception of the notice by the Association's Board of Directors is decisive as to the timeliness of the notice. Observer Members need not comply with the six months' notice requirement. The Board of Directors shall inform all other Members about the resignation one month prior to the next ordinary GA.

Forced Resignation

5. 4. Is reputed as resigning:
- 1° any Member who is required to pay its contribution, but does not pay it within three months following the reminder sent by the Board of Directors, whereas a Member lacking financial means may ask the Board of Directors to be exempted from paying their contribution within three months following the reminder sent by the Board of Directors, and if the Board of Directors approve this request by simple majority of its members, the Member is not reputed as resigning;

2° any Member, who has infringed on the provisions of the Statutes. The exclusion of members of the Association can be proposed by the Board of Directors, after having heard the defence of the interested party and be pronounced by the GA with a two-thirds majority of the present or represented members.

The decision to exclude does not have to be motivated, if:

- the respective Member has failed for a period of at least one month to follow its obligations under these Statutes, and after at least two prior written reminders by the Board; the reception of the last reminder being the start for the one month period provided for above;
- the respective Member harms, or attempts to harm, by any means of conduct in bad faith or in violation of the Member's obligations, the interest and / or the public and / or market reputation of either the Association or one of its Members.

The Board of Directors can suspend the interested member up to the decision of the GA.

Claims to Assets

5. 5. The Member who stops to be part of the Association has no right to any assets or funds of the Association and cannot claim a refund of the contributions paid or other services provided. Associate Members have no right to any assets or funds of the Association and cannot claim a refund of the contributions paid or other services provided.

Article 6 - Voting Rights

6. 1. Each Full Member is granted one voting right at the GA, carried by the Representative. Selection of the Representative is defined in the Internal Rules.
6. 2. Voting via proxy is permitted according to the conditions specified in the Internal Rules
6. 3. Abstentions shall not be counted as votes cast in any decisions or elections made by the GA.

Article 7 - General Assembly

7. 1. The General Assembly (GA) is the highest decision-making body of the Association and consists of all Members, represented by their Representatives with voting rights present or represented by proxy vote.
7. 2. The GA must meet at least once a year and decides upon:
- all modifications of the present Statutes, the Internal Rules and/or the Strategic Framework of the Association.
 - dissolution of the Association.
 - election of the members of the Board of Directors.
 - suspension, removal, or reinstatement of the members of the Board of Directors.
 - adoption of financial reports and budgets of the Association.
 - fixation of the amount of membership and registration fees.
 - other items as defined in the Internal Rules.
7. 3. The details of attendance, voting results, decisions and resolutions of the GA are minuted by a representative elected by the GA as Secretary of the GA. These minutes, signed by the Secretary of the GA and one member of the Board of Directors, and dated, are sent to all members within a period of one month and are archived at the registered office.
7. 4. A General Assembly may also be held through means of technology in a virtual way that does not require physical presence of the Representatives (Virtual General Assembly) as long as this technology enables the possibility of discussion and debate of issues, the legal restrictions are observed, and the identity of Representatives can be verified. The nature of such a GA must be stated in the convocation. A Virtual General Assembly can be convened as either partially virtual (hybrid), allowing for both online and in-person presence, or fully virtual, with sole online presence. All regulations in these Statutes regarding voting, quorum, representation, and minuting apply to the Virtual General Assembly. The minutes of the Virtual General Assembly must mention any technical problems and incidents that have prevented or disrupted electronic participation in the GA or voting.

7. 5. Furthermore, collective legal acts may be taken by written voting procedure (either postal or email), in exceptional cases and when urgency requires it. Such written voting will have a deadline of at least two weeks starting with the day the ballots are sent. Regulations for quorum and Representation apply. The results of this written procedure have to be sent to the Registered Office and have to be amended to the Annex of the minutes of the next General Assembly, stating the dates and manner the written voting was conducted.

Article 8 - Convocation of the GA

8. 1. Members (represented by their representatives) are invited by convocation of the Board of Directors signed by two directors to the GA sent at least one month before. The convocation must contain specifications as to date, preliminary agenda and location.
8. 2. The Board of Directors can convoke an extraordinary GA. Additionally, at the request of at least one fifth of the absolute number of Full Members, the Board of Directors has to convoke an extraordinary GA. All articles that refer to the GA are also valid for the extraordinary GA.

Article 9 - Quorum at the GA

9. 1. Unless otherwise specified in these Statutes or in the Internal Rules, at the GA, the presence quorum for elections, changes to the Internal Rules or any other motions is the majority (more than 50%) of the Full Members (represented by their Representatives) with voting rights that have to be present or represented by proxy vote.
9. 2. Unless otherwise specified in these Statutes or Internal Rules, decisions at the GA are taken by a simple majority (more than 50%) of the votes of the Full Members (represented by Representatives with voting rights who are present or represented by proxy vote).
9. 3. The presence quorum for the modification of these Statutes, the dissolution or the liquidation of the Association is two-thirds of the Full Members that are represented by their Representatives with voting rights (statutory quorum) who have to be present or represented by proxy. Such decisions can only be voted upon, if this is specified in the convocation. Modifications of these Statutes require a two-thirds majority of the Full Members that are present or represented by proxy, the dissolution or liquidation of the Association requires a three-quarters majority of the Full Members that are present or represented by proxy.
9. 4. If the statutory quorum at a GA is required but not reached, a second GA can be convoked immediately by the Board of Directors, and can deliberate and vote by a two-thirds majority of the Full Members that are present or represented by proxy concerning the items on the agenda, regardless of the number of Full Members who are present or represented.
9. 5. In the event of a Virtual General Assembly, digital presence counts towards the quorum.

- 9. 6.** The decisions concerning essential elements, such as the attributions, means of convening and means of decision of the general steering body, as well as the conditions in which the resolutions are carried in the knowledge of the members, and the conditions of modification of the Statutes, dissolution, liquidation and the destination of the assets of the Association will be ascertained by an authentic instrument filed in the file kept at the registry of the Commercial Court and published in the Belgian Official Gazette.

Article 10 - Board of Directors (EMSA Executive Board)

Board Members and Designation

- 10. 1.** The Board of Directors, referred to as the 'EMSA Executive Board', comprises at least two directors. They are appointed by a simple majority vote of Full Members during the General Assembly (GA). Their roles are defined in the Internal Rules.

Key Roles

- 10. 2.** The Board includes at least a chairperson, a secretary, and a treasurer. With only two directors, one may assume dual roles—either chairperson-treasurer or chairperson-secretary.

Prevention of Double Seats

- 10. 3.** No individual may serve in more than one Board position at the same time. Any individual elected or appointed to a new Board position must vacate any existing position on the Board before assuming the new role, unless specific exceptions are made through these statutes or by a two-thirds majority vote of the General Assembly.

Filing of Representatives

- 10. 4.** Representatives responsible for daily management are registered with the commercial court, published in the Belgian Official Gazette, and filed at the Crossroads Bank for Enterprises.

Special Powers

- 10. 5.** The Board can grant special powers to individuals—whether directors or not—under a written mandate. The Board may review and amend these mandates as needed.

Delegation for Daily Management

- 10. 6.** The Board may delegate daily management tasks to individuals, outlined in a written power of attorney. This delegation can be revoked by the Board.

Scope of Powers

- 10. 7.** The Board holds all powers required to fulfil the Association's purpose, except those specified by law, these Statutes, or the Internal Rules. Specifically, the Board:
- sets time, place, and agenda for GAs.
 - prepares GA decision proposals, including membership fees.
 - decides about establishing Special Committees.
 - oversees management and Special Committees.
 - proposes Full Membership applications and exclusions to the GA.
 - decides on Associate, Observer and Individual Member admission and exclusion.

- can relocate the Association's registered office within Belgium.
- prepares the Annual Financial Report and Budget.
- represents the Association legally.

Article 11 - Appointments and Removal, Resignation and Replacement of Directors

Term and Renewal

11. 1. Directors serve for a one-year term, renewable by the General Assembly (GA).

Filling Vacancies

11. 2. In the event of a vacancy on the Board during a term, the remaining directors may appoint an interim director by a simple majority. This appointment is subject to ratification or replacement at the next ordinary GA.
11. 3. If a vacancy remains unfilled or the interim appointment is not ratified by the GA, the GA can appoint a replacement to complete the term.

Membership and Resignation

11. 4. Directors losing Full or Associate Membership in the Faculty Member Organisation they represent automatically resign their directorship.

Dismissal

11. 5. Directors can be dismissed by a two-thirds majority of Full Members at any GA, without the need for justification.
11. 6. Dismissal can also be proposed by two directors. A hearing for the director in question will be held prior to voting on dismissal.
11. 7. Following the hearing, dismissal can be enacted by a simple majority vote at the next Board meeting, subject to ratification at the next GA.

Resignation Notice

11. 8. Directors wishing to resign must give a six-week written notice via email and are obligated to continue carrying out their duties and assist in finding their replacement during that period.

Article 12 - Meetings of the Board of Directors

12. 1. The Board convenes at least monthly, either in-person or virtually, with the location determined by the chairperson.
12. 2. A meeting must also be convened if requested by a majority of the directors.
12. 3. Meeting notices, along with the agenda, are sent at least seven days in advance via electronic mail or other communication methods. In emergencies, 24-hour notice is permissible.

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12. 4. Directors may be represented at a meeting by another director via written proxy sent by email, provided that no director holds more than one proxy.
 12. 5. A quorum consists of two-thirds of Board members, either present or represented.
 12. 6. Unless specified otherwise, decisions require a simple majority of present or represented directors. Abstentions shall not count as votes cast in any decisions or elections made by the Board of Directors.
 12. 7. In a tie, the chairperson's vote is decisive.
 12. 8. If a quorum isn't met, a new meeting is convened under the same conditions, and may proceed regardless of the number of directors present or represented.

Article 13 - Minutes of the Board of Directors

13. 1. Minutes of Board decisions, signed by attending directors, are promptly circulated to all Board members for approval at the next meeting. These records are kept at the Association's registered office and are accessible to Members.
13. 2. Legal extracts for court or other formal proceedings are signed by the chairperson or a designated director.

Article 14 - Conflict of Interest

14. 1. Board members must disclose any direct or indirect conflict of interest—financial, personal, familial, or professional—to the Board before the relevant discussions or decisions. This disclosure, along with the justifying reasons, must be recorded in the meeting minutes.
14. 2. The Board will detail in the minutes the nature of the decision or operation under consideration, providing justifications and outlining any consequences for the Association.
14. 3. While the conflicted director may attend the relevant Board proceedings, they are prohibited from participating in discussions or voting on the matter at hand.

Article 15 - Liabilities of Directors

15. 1. Board members must act in the best interest of the Association, exercising due diligence in decision-making and execution.
15. 2. Board members may be held personally liable for:
 - Non-performance or misconduct in their roles;
 - Manifestly imprudent management;
 - Violations of laws or these Statutes;
 - Third-party damages (tort liability).

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- 15. 3.** Board members may also be held jointly liable for errors committed by the Board of Directors, as well as damages resulting from violations of laws or these Statutes.
- 15. 4.** Permanent representatives share the same liabilities as Board members, as outlined in Article 15.2.

Article 16 - Representation

Signatory Authority

- 16. 1.** All legally binding acts for the Association, except those requiring special proxies, must be signed as follows:
- For general matters, by the chairperson, treasurer, or secretary, along with the joint signature of a second Director.
 - For daily management, by either the chairperson, the treasurer, or the secretary.
- These signatories are not required to justify their authority to third parties.

Legal Proceedings

- 16. 2.** Judicial actions, either as plaintiff or defendant, are initiated and managed on the Association's behalf by the Board of Directors. They may be represented by the chairperson or a director specially appointed for this purpose.

Permanent Representative

- 16. 3.** When the Association serves as a director or trustee of another legal entity, a permanent representative will be appointed for a one-year term, renewable or replaceable at the discretion of EMSA. The appointment and identity of this representative must comply with the Companies and Associations Code (CAC).

Article 17 - Finances

Currency and Financial Year

- 17. 1.** The reporting currency of the Association is the Euro. The financial year runs from January 1st to December 31st.

Budget Planning

- 17. 2.** The annual budget, projecting income and expenditure for the next financial year, is prepared by the Treasurer or an appointed replacement. This budget is submitted to the General Assembly for approval.

Record-Keeping and Transparency

- 17. 3. 1.** All financial records shall be maintained in a detailed, clear, and transparent manner. These include, but are not limited to, records of income and expenditure, annual financial statements, and records of incoming and outgoing gifts.
- 17. 3. 2.** Records are retained in both printed and electronic formats at the registered office.
- 17. 3. 3.** These documents shall be made available to Members at the General Assembly and are further detailed in the Internal Rules.

Financial Reporting

17. 4. 1. Annual accounts shall be filed with the National Bank of Belgium.
17. 4. 2. Specific financial reporting requirements and document availability to Members are set forth in the Internal Rules.

Commercial Activities

17. 5. 1. The Association may engage in commercial activities that are directly aligned with its non-profit objectives as outlined in Article 3.
17. 5. 2. Revenues generated from such activities are allocated exclusively for fulfilling the Association's non-profit objectives.
17. 5. 3. Such activities shall be in accordance with the Belgian Code of Companies and Associations (CAC) and shall remain subordinate to the Association's main objectives and principles.

Non-Profit Integrity

17. 6. No part of the net earnings from commercial activities shall benefit any member, founder, or director, except for purposes explicitly determined by these Statutes.

Article 18 - Amendments to the Statutes

Proposal for Amendments

18. 1. Proposals for amendments to the Statutes may be initiated by the Board of Directors or supported by at least two-thirds of the Full Members. Proposals must be submitted in writing to the Board of Directors, specifying the sections to be amended and the reason for the amendment.

Notice and Quorum

18. 2. Any proposed amendments must be explicitly stated in the convocation notice for the GA where the amendment will be discussed and voted upon. The GA can only deliberate on Statute amendments if two-thirds of the registered Representatives with voting rights are present or represented by proxy. This requirement aligns with the statutory quorum defined in Article 9.3.

Voting and Approval

18. 3. 1. A two-thirds majority vote of the Full Members that are present or represented by proxy is required for the approval of any Statute amendments, in accordance with Article 9.3.
18. 3. 2. If the statutory quorum is not met at the first GA, a second GA may be convened immediately as per Article 9.4. This subsequent GA can deliberate and vote on the proposed amendments by a two-thirds majority of the Full Members present or represented by proxy, regardless of the number of Full Members present or represented.

Changing Registered Office and Purpose

18. 4. The process for changing the registered office of the Association or for modifying the Association's purpose follows the same procedures as amendments to these Statutes and requires a two-thirds majority vote.

Legal Formalities

18. 5. All amendments to the Statutes will take effect after being formalized in a notarial deed. The amended Statutes must be submitted to the commercial court's registry and be in compliance with Belgian law, as outlined in Article 9.6.
18. 6. The Association is obliged to publish any amendments in the Belgian Official Gazette within one month from the date of the notarised deed, following the stipulations set forth in the Code of Companies and Associations (CAC)

Article 19 - Internal Rules and Strategic Framework

Governance and Subordination

19. 1. The Association shall maintain two subordinate governing documents: Internal Rules and a Strategic Framework. These documents must be in compliance with these Statutes and are subject to approval by the General Assembly.

Internal Rules

19. 2. 1. The Internal Rules offer detailed operational guidelines and procedural matters not covered by these Statutes.
19. 2. 2. Specific annexes to the Internal Rules may be added as needed.
19. 2. 3. All members have access to the Internal Rules.

Strategic Framework

19. 3. 1. The Strategic Framework is approved by the General Assembly for a predetermined timeframe, as described in the Internal Rules.
19. 3. 3. It outlines the Association's vision, mission, values, objectives, priorities, tactics, and key performance indicators.
19. 3. 3. Annexes detailing operational strategic plans may be included within the Strategic Framework.

Compliance and Conflict Resolution

19. 4. 1. In the event of a conflict between these Statutes and either the Internal Rules or the Strategic Framework, the Statutes shall prevail.
19. 4. 2. All members, officers, and bodies are obligated to act in accordance with these governing documents, provided they do not contravene these Statutes or applicable law.

Review and Updates

19. 5. The Board of Directors shall regularly review the Internal Rules and the Strategic Framework to ensure they remain relevant and legally compliant.

Article 20 - Dissolution and Liquidation of the Association

Initiation of Dissolution

20. 1. A decision to dissolve the Association must be initiated either by the Board of Directors or by a proposal supported by at least two-thirds of the Full Members. Such a proposal shall be discussed and voted upon at a General Assembly convened specifically for this purpose.

Quorum for Dissolution

20. 2. The General Assembly can only deliberate on the dissolution and liquidation of the Association if this is specified in the convocation, and if two-thirds of the registered Representatives with voting rights are present or represented.

Voting Requirements for Dissolution

20. 3. The dissolution or liquidation of the Association requires a three-quarters majority vote of the Full Members present or represented by proxy.

Appointment of Liquidators

20. 4. In case of dissolution, the General Assembly appoints one or more Liquidators, defines their powers, and, if applicable, their remuneration.

Winding-up Affairs

20. 5. The Liquidator(s) shall ensure proper winding-up of the Association's affairs, including settling debts and allocating any remaining net assets to an association with similar objectives, in accordance with the law.

Official Notification and Publication

20. 6. The decision to dissolve and the identity of the Liquidator(s) must be published in the Belgian Official Gazette and notified to other relevant bodies within one month from the date of the decision.

Dissolution by Court Order

20. 7. In the event of dissolution by court order, the liquidation process will be conducted in accordance with Belgian law. The allocation of any remaining assets after the payment of debts shall be to an entity with similar non-profit objectives, to the extent possible.

Article 21 - Governing Law and Precedence

21. 1. The present Statutes, and all matters not explicitly covered herein, are subject to Belgian law. In the event of any conflict or discrepancy between these Statutes and applicable Belgian law, including the Code of Companies and Associations (CAC), the latter shall prevail.