

Bylaws- EN

Identification number: 19057/92

Company number: 448534037

International association governed by Belgian Law constituted by royal decree of 18 June 1992 according to act published in the annexes of the Moniteur Belge of October 29, 1992

- modified by the General Assembly of 10 June 2001
- modified by the General Assembly of 26 June 2005
- modified by the General Assembly of 10 July 2008
- modified by the General Assembly of 25 May 2012
- modified by the General Assembly of 31 May 2019

Chapter I – TITLE – OBJECTS – HEAD OFFICE – DURATION

Article 1

An international non-profit Association is established which has its head office on the Campus de la Plaine of the Université Libre de Bruxelles., CP 237, avenue Arnaud Fraiteur, 1050 Ixelles in the Region of Bruxelles-Capitale (Belgium).

The Association is governed by the Belgian law Code of Companies and Associations of 23 March 2019. The head office may be transferred to any other place, in Belgium, by a decision of the General Assembly, such a decision to be published without delay in the Annexes to the Moniteur belge.

Article 2

The Association shall be called:

- in English : European Humanist Federation
- in French : Fédération Humaniste Européenne

In the official languages of the European Union, the Association is known by the abbreviation: EHF - FHE.

Article 3

The objects of EHF-FHE are to promote secularism and a humanist vision of cultural, social and ethical values in Europe and to work for social and cultural progress.

To achieve these aims, the association aims more particularly:

- to carry out educational, scientific and cultural action;
- to promote more particularly in Europe the place of voluntary organisations developing the same objectives;
- to represent its member organisations to the European institutions (the European Union and its component parts, the Organisation for Security and Co-operation in Europe, Council of Europe, etc.) on all questions related to the objects here above defined;
- to promote exchanges among members and the circulation of information and experience which shall contribute to the development of humanist values in Europe;

- to propose such European legislation as is likely to facilitate the development and promotion of the activities of member organisations in Europe;
- to publish statements on initiatives and areas of interest common to all member organisations relating to the European Institutions;
- to promote the development of co-operation among member organisations.

Article 4

The Association is established for an indefinite period.

Chapter II – MEMBERS

Article 5

The Association is composed of a minimum of two members:

1. Full members:

Full membership is open to humanist organizations based on membership or umbrella organisations federating such organisations, lawfully established in Europe. Only full members are entitled to vote at the General Assembly.

Applications for full membership shall be submitted in the form prescribed from time to time by the Governing Body and shall be dealt with in accordance with Article 27.

To be admitted as a full member, the organisation must be accepted by the General Assembly with a majority of eight tenths of the expressed votes.

2. Associate members:

Associate membership is open to any humanist organisation in Europe.

Associate members shall have no vote at the General Assembly.

Applications for Associate membership shall be submitted in the form prescribed from time to time by the Governing Body and shall be dealt with in accordance with Article 27 and reported to the following General Assembly. The General Assembly may reverse any such decision by a simple majority.

NOTE: By humanist organisation is understood, for the purpose of the present bylaws, any organisation which promotes humanism and/or secularism and supports Humanism in the sense of “a democratic and ethical life stance, which

- affirms that human beings have the right and responsibility to give meaning and shape to their own lives
- stands for the building of a more humane society through an ethic based on human and other natural
- values in the spirit of reason and free inquiry through human capabilities; and is not theistic, and does not accept supernatural views of reality.”

Article 6

1. Any member may withdraw from the Association by notifying the Governing Body of Directors of its resignation in writing.
2. The General Assembly, on a proposal by the Governing Body, may exclude a member, after hearing its defence, if supported by a two thirds majority of the expressed votes. Abstentions are not taken into account
3. The Governing Body of Directors may exclude any full member organisation that has not paid membership fees during three consecutive years.
4. Any member who has resigned or been excluded has no claim on the assets of the Association.

Article 7

Full members shall pay yearly dues decided upon from time to time by the Board subject to any countervailing decision adopted by a simple majority by the General Assembly. The maximal amount is € 3.700.

Associate members may not be required to pay a yearly fee.

A register of members is kept. The register may be consulted by members on request.

Chapter III – STRUCTURES

Article 8

The deliberative structures of EHF-FHE are:

- the General Assembly;
- the Governing Body of Directors.

Section I – General Assembly

Article 9

The General Assembly is composed of all the full members. The associate members may attend in an advisory capacity and other persons may attend at the discretion of the President. It is presided over by the president of the Governing Body or, failing that, by a vice-president or another member of the Governing Body appointed by the General Assembly.

Article 10

The President shall convene the General Assembly annually within six months of the end of the financial year. The agenda shall be laid by the Governing Body. The agenda shall include any question which at least one quarter of the full members have requested to be considered, and must be transmitted in writing to the members or by electronic communication at least thirty days before the date of the meeting.

Article 11

The General Assembly has full power to carry out the objects of the Association without prejudice to the prerogatives ascribed to it by the law and subject to the bylaws. The General Assembly has, amongst others, the following functions:

- approval of the report on activities and overall direction of activities;
- amendment of the bylaws;
- amendment of the standing orders;
- election and dismissal of members of the Governing Body in accordance with article 20;
- decisions on applications for full membership;
- voluntary dissolution of the Association;
- approval of budgets and accounts;
- deciding upon the dues;
- acquisition and disposal of real estate.

Article 12

The Association's financial year corresponds with the calendar year.

Article 13

The Governing Body may convene Extraordinary General Assemblies, and it is required to do so at the explicit request in writing of one fifth of the full members, addressed to the President and indicating the item or items to be placed on the agenda. Thirty days notice must be given.

Article 14

No decision may validly be taken on a subject not placed on the agenda of a General Assembly, unless the General Assembly unanimously agrees that this shall be done and amends the agenda accordingly.

Article 15

The General Assembly is validly constituted if half of the full members are present or represented. Decisions are taken by a simple majority of the votes cast, except if the law or the bylaws provide differently.

Article 16

Each full member shall have one vote and may, if unable to attend, give a proxy to another duly appointed full member. Each proxy must be given in writing to the Secretary General, in advance of the General Assembly.

No member shall have more than two proxy votes.

Article 17

Elections and dismissals of Governing Body members and exclusions of members shall be effected by secret ballot. A secret ballot will also be used when the President so decides or at the request of at least one fifth of the members present or represented.

Article 18

The minutes of the General Assembly must be kept in a register signed by the President or by an appointed member of the Governing Body and kept by the Secretary General who holds it at the disposal of the members. Copies of the minutes shall be sent to all members.

Article 19

The bylaws may be amended by the General Assembly following a proposal from the Governing Body or a proposal sent in writing to the Governing Body by at least one fifth of the full members.

Any proposal for amendment or for dissolution of the Association must be placed on the agenda of the next meeting of the General Assembly, subject to the necessary period of advance notice. Proposals for amendment of the bylaws or to dissolve the Association require at least three months' notice.

The Governing Body will notify the members at least three months in advance of the date and agenda of the General Assembly which will decide on a proposal of amendment to the bylaws or about the dissolution of the Association.

If the General Assembly is called upon to decide on any amendments to the bylaws or on the dissolution of the Association, it may only do so if at least two thirds of the full members are present or represented.

In the absence of this quorum, if the proposers do not withdraw their proposal, the Governing Body shall convene a new General Assembly within two months, but they shall give at least four weeks' notice of the date. This General Assembly shall decide validly without regard to the number of members present or represented.

In order to be adopted, any amendment must be approved by two thirds of the votes cast, not counting blank or spoilt votes.

Amendments to the bylaws concerning the aims of the Association shall not take effect until they have been approved by Royal Decree. Other statutory modifications to the bylaws must be accepted on the conditions and within the terms of the law of May 2, 2012.

After liquidation, the net remaining assets will be allotted to disinterested use.

Section 2 – Governing Body

Article 20

The Governing Body shall be composed of at least five persons but no more than fifteen persons (of whom at least one shall be Belgian), elected by the General Assembly from the duly authorized representatives of full members.

Nominations, presented by a full member, shall be received in writing at the secretariat at least 30 days before the General Assembly.

Each full member shall have as many votes as there are vacancies on the Governing Body. The candidates receiving the most votes shall be elected. In the event of a tie, the decision shall be made by another vote between these candidates.

A Governing Body member's term of office shall end:-

- at the end of a term of three years, but Governing Body members shall, subject to the remainder of this Article, be eligible for re-election;
- if he/she notifies his/her resignation in writing or by electronic means to the President of the Governing Body, in which case the resignation takes effect on the tenth day following notification;
- if he/she is dismissed by a simple vote by the General Assembly on a proposal from at least half the members of the Governing Body and after being given the opportunity to speak against the proposal;
- if the member organisation he/she represents ceases to be a full member, but in that case the person concerned may continue to serve if he/she becomes without a break the duly authorized representative of another full member.

In case a Governing Body member's term of office ends before its normal term of 3 years, the Governing Body may decide to coopt a new member to the Governing Body for the period until the following General Assembly.

The potential replacement of the elected Governing Body Member whose term ended prematurely shall take place according to the procedure described in paragraphs 2 and 3 of this article.

Article 21

The Governing Body shall elect from among its members a President, two Vice-Presidents, a Secretary General and a Treasurer. Their functions shall be laid down in the Standing Orders.

The Governing Body may upon need elect a Deputy Secretary General, and/or a Deputy Treasurer, and one or two special advisers.

Article 22

The Governing Body shall meet at least twice a year or at the request of at least one third of its members. It shall be convened by the President and notice of the meeting needs not mention all items of the agenda.

Article 23

The Governing Body shall meet validly if one half of its members are present or represented.

In Governing Body meetings, all board members have equal standing and decisions shall be taken by a simple majority. In the case of a tie, the vote of the President shall have a casting vote. Minutes are kept at each meeting.

Article 24

Under its own responsibility, the Governing Body may delegate some of its power or areas of operation to one or several of its members or to one or several third parties or to such a commission it decides to set up for this purpose. The parameters of such delegation shall be defined in a written document.

The Governing Body can also delegate the daily administration of the Association, including the power to sign in the Association's name, to one or several representatives chosen within or outside the Board of whom it will determine the powers. If there are several delegates, they will act separately or jointly as determined by the Governing Body.

The Association can be legally bound in all its deeds, including those where a public servant or a ministerial officer or judiciary intervene, as follows:

1. by the President or another member of the Governing Body especially appointed acting individually and who as an official spokesperson acts without the need for prior approval or for an authorization of the Governing Body with regard to a third party;
2. or, within the limits of the daily administration, by the representative or the representatives for the daily administration, acting severally or jointly and, as an official spokesperson acting without the need for prior approval of the Governing Body.

Article 25

Each year the Governing Body shall report on its management of the Association for the past year to the General Assembly.

Section 3 – Committees

Article 26

The management of the Association shall be verified each year before the General Assembly by an Auditor, selected by the General Assembly who shall not be a member of the Governing Body.

Article 27

The General Assembly shall appoint a membership committee consisting of at least three members of the Governing Body to be responsible for examining the admissibility of applications for membership and submitting its opinion to the Governing Body. The Governing Body shall act thereafter according to Article 5.1 for applications for full membership and Article 5.2 for applications for associate membership

Chapter IV – BUDGET AND ACCOUNTS

Article 28

The resources of the Association shall be made up of:

1. Annual dues of the members as decided on by the General Assembly;
2. Any surplus on EHF-FHE activities;
3. Donations, legacies and gifts;
4. Interest on invested capital and income from property;
5. Any other resources compatible with the law.

Article 29

The Association's financial year is closed every 31 December. The Governing Body shall present for approval to the General Assembly the accounts of the previous year, the budget for the current year and a preliminary budget for the following year.

Chapter V – MISCELLANEOUS PROVISIONS

Article 30

In the event of a dispute the French text shall be regarded as authentic.

Article 31

The Governing Body shall propose Standing Orders to the General Assembly interpreting and adding to the bylaws. The General Assembly shall decide on and may amend such proposed Standing Orders.

Article 32

For all questions not provided for in these bylaws, the provisions of Code of Companies and Associations of 23 March 2019 shall be applicable.

Memo on changes to the EHF bylaws

Following modification brought by May 2019 General Assembly, the EHF bylaws were lodged at the competent tribunal's administration to be registered. We have received a refusal to register the Bylaws' new version, on the grounds that a notarial act is required by law to change the bylaws of an international non-profit association such as the EHF (AISBL). Belgian authorities are now stricter and increase their scrutiny of international non-profit organisations, because associations of this kind have apparently been used for fraud purposes.

The notary's office informed us that the agreement of full members is needed for this notarial act, either in person or through proxy (power of attorney may be granted to another full member).

Besides, a new Code of companies and associations was made public on May 1st, 2019. This new code requires some minor changes to the bylaws. These changes mainly concern form and wording. The publication of the new law was too late for these changes to be adopted during the 2019 General Assembly (according to our bylaws, modification proposals have to be presented 3 months before the GA). This also means a notarial act is needed, under the same conditions.

We thus propose to take the following steps:

- Prepare a single notarial act encompassing all changes (required by law + 2019 GA).
- Gather powers of attorney during the next GA

A single notarial act will be needed, making the whole procedure simpler.

Although the changes decided at the 2019 GA will be formally registered only after the next one, our practice is already in conformity with them.